



## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRAORDINARY GENERAL MEETING (EGM 01/2026-27) FOR THE FINANCIAL YEAR 2026-27 OF THE MEMBERS OF DVARA KSHETRIYA GRAMIN FINANCIAL SERVICES PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 08TH, APRIL 2026 AT 04.45 PM(IST) AT A SHORTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 10<sup>TH</sup> FLOOR, PHASE-1, A1, IIT-MADRAS RESEARCH PARK, KANAGAM VILLAGE, TARAMANI, CHENNAI - 600113 THROUGH OTHER AUDIO-VISUAL MEANS

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### SPECIAL BUSINESS

ITEM NO: 1: TO APPROVE THE RE-APPOINTMENT OF MS. GOWRI THYAGARAJAN (DIN: 07029599) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY

To consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), and all other applicable provisions of the Act and Rules made thereunder, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant guidelines and circulars issued by the Reserve Bank of India ("RBI") from time to time, read along with the Articles of Association of the Company, Ms. Gowri Thyagarajan (DIN: 07029599), Independent Director (Non-executive) of the Company, has submitted declaration that she meets the criteria for Independence as provided in the Act, and is eligible for re-appointment and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board, the approval of the shareholders be and is hereby accorded for the re-appointment of Ms. Gowri Thyagarajan (DIN: 07029599) as an Independent Director (Non-executive), not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years, commencing from August 1, 2025 to July 31, 2028.

**RESOLVED FURTHER THAT** any of the Directors, CFO, and/or Company Secretary of the Company be and are hereby jointly/severally authorized to do all the such acts, deeds and things, including executing and filing of necessary e-forms with the Registrar of Companies, which are necessary to give effect to this resolution and for the matters connected herewith or incidental hereto.

**RESOLVED FURTHER THAT** a copy of this resolution certified to be a true copy by any Director or the Company Secretary of the Company be furnished to any concerned party and they be requested to act thereon."

Dvara Kshetriya Gramin Financial Services Private Limited  
CIN.: U65991TN1993PTC024547

Regd. Office: 10th Floor, Phase I, IIT-Madras Research Park,  
Kanagam Village, Taramani, Chennai 600113, India.

T: +91 44 66687000 | E: contactus@dvarakgfs.com | W: dvarakgfs.com



**ITEM NO.2: TO APPROVE THE APPOINTMENT OF MR. ANDERS HERNAES THORBJORNSEN (DIN: 11529836) AS NOMINEE DIRECTOR (NON-EXECUTIVE) REPRESENTING ABLER NORDIC FUND IV KS:**

To consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Sections 152, 161(3) of the Companies Act, 2013 and other applicable provisions, (including any statutory modification or re-enactment thereof), if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Share Subscription Agreement and Amended and restated Shareholder's Agreement, Articles of Association, and approval of the Board of Directors dated February 11, 2026, Mr. Anders Hernaes Thorbjornsen (DIN: 11529836) be and hereby appointed as Nominee Director of the Company representing Abler Nordic Fund IV KS with effect from February 11, 2026.

**RESOLVED FURTHER THAT** Mr. Anders Hernaes Thorbjornsen shall not be liable to retire by rotation as per the provisions of the Companies Act, 2013, and shall hold office until his nomination is withdrawn by Abler Nordic Fund IV KS or otherwise ceases to be a Director as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including filing the necessary forms with the Registrar of Companies.

**RESOLVED FURTHER THAT** a copy of this resolution certified to be a true copy by any Director or the Company Secretary of the Company be furnished to any concerned party and they be requested to act thereon."

By the order of the Board  
For DVARA KSHETRIYA GRAMIN FINANCIAL SERVICES PRIVATE LIMITED



Aravinthan B  
Company Secretary  
M. No. A76929

Address: 23/2, Samugarengapuram, Palayapettai,  
Tirunelveli, 627008

Date: April 06, 2026

Place: Chennai

Dvara Kshetriya Gramin Financial Services Private Limited  
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Notes:

1. The Extra-Ordinary General Meeting is being convened pursuant to Section 100 and 101(1) of the Companies Act, 2013. Kindly make yourself available at the meeting.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend instead of himself/herself and the proxy need not be a member. A blank Proxy Form is enclosed which, if used, should be returned to the Company duly completed before the commencement of the meeting. The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten per cent) of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% (ten per cent) of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") has permitted the holding of the EGM through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

Members may note that in compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), and MCA Circulars, the EGM of the Company will be convened through VC / OAVM on Wednesday, April 08, 2026, at 04:45 P.M.(IST). The facility to attend the meeting through VC will be provided by the Company. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company situated at 10th Floor, Phase I, IIT-Madras Research Park, Kanagam Village, Taramani Chennai - 600113.

4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. All documents referred to in this Notice are available for inspection by the members of the Company at the Registered Office of the Company during the business hours on all working days upto the date of the EGM and also during the meeting.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Since this EGM is being held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.

8. Link for joining the meeting will be provided separately.

9. Consent to hold the EGM on shorter notice is attached herewith. Members are requested to share copy of signed consent before the time fixed for the meeting.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice of the Extra-Ordinary General Meeting of the Company:

**ITEM NO: 1: TO APPROVE THE RE-APPOINTMENT OF MS. GOWRI THYAGARAJAN (DIN: 07029599) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:**

As per Section 149(10) of the Companies Act 2013, an Independent Director shall hold office for a term of upto 3 (three) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 3 (three) consecutive years on the Board of a Company.

Ms. Gowri Thyagarajan (DIN: 07029599) was appointed as an Independent Director of the Company with effect from August 01, 2022 for a term of 3 (three) consecutive years till July 30, 2025 and the appointment was approved by the shareholders in the Extra-ordinary General Meeting held on August 01, 2022.

Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee (NRC) and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Act and the Articles of Association of the Company, Ms. Gowri Thyagarajan (DIN: 07029599) is eligible for re-appointment as Independent Director and had offered herself for re-appointment. The Nomination and Remuneration Committee and Board of Directors by way of resolution dated 13<sup>th</sup> May 2025 and 26<sup>th</sup> May 2025 respectively had recommended to the shareholders that Ms. Gowri Thyagarajan (DIN: 07029599), be reappointed as an Independent Director of the Company for a second term of 3 (three) consecutive years with effect from August 1, 2025.

Ms. Gowri Thyagarajan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declaration from her that she meets the criteria of independence as prescribed under Section 149 of the Act. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and is independent of the Management. A copy of the draft letter of appointment which will be issued to Ms. Gowri Thyagarajan setting out the terms and conditions of her appointment as an Independent Director is available for inspection by Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m. till the date of Extraordinary General Meeting.

In the opinion of the Board, Ms. Gowri Thyagarajan (DIN: 07029599) fulfils the conditions specified under the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 for reappointment as an Independent Director of the Company and are independent of the management of the Company. The Board considers that association of Ms. Gowri would be of immense benefit to the Company considering her expertise and experience and it is desirable to avail her services.

**Dvara Kshetriya Gramin Financial Services Private Limited**  
CIN.: U65991TN1993PTC024547

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**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS PER SECRETARIAL STANDARD ON GENERAL MEETINGS:**

<b>Particulars</b>	
<b>DIN</b>	07029599
<b>Date of birth</b>	25/04/1974
<b>Age</b>	51
<b>Qualification</b>	MBA - IIM, Calcutta, Bachelor of Engineering (Honors), Instrumentation, BITS, Pilani
<b>Expertise in specific functional areas and past experience</b>	Gowri is Co-Founder of Creditmantri. CreditMantri helps borrowers and lenders make better credit decisions by leveraging data and technology. 19 years of working in Banking and financial services firms with extensive experience in running Digital businesses. Chairperson of the Reserve Bank of India Committee on securing card transactions in India
<b>Terms and conditions of appointment</b>	Independent Director being re-appointed for a second term of 3 (three) consecutive years
<b>Remuneration sought to be paid</b>	-
<b>Last drawn remuneration</b>	-
<b>Date of first appointment on the board</b>	August 01, 2022
<b>Shareholding in the company</b>	Nil
<b>Relationship with other director/manager/KMP, if any</b>	-
<b>No. of meetings of the board attended during the year</b>	7
<b>Membership/ chairmanships of other boards</b>	Chair - Risk Management Committee Member - Audit Committee Member - IT Strategy Committee
<b>Directorship in other companies</b>	<b>CreditMantri Finserv Private Limited</b>

The Board will have the power to decide the remuneration or the sitting fees to be paid to the Independent Director.

The shareholders are, therefore, requested to accord their approval for appointment of Ms. Gowri Thyagarajan (DIN: 07029599) as an Independent Director (Non-Executive) on the Board of the Company.



Except Ms. Gowri Thyagarajan (DIN: 07029599) who is deemed to be interested, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolution, except to the extent of equity shares held by them, if any in the Company.

The Board of Directors recommends passing of the resolution as set out at Item no. 1 of the Notice as a Special Resolution.

**ITEM NO.2: TO APPROVE THE APPOINTMENT OF MR. ANDERS HERNAES THORBJORNSEN (DIN: 11529836) AS NOMINEE DIRECTOR (NON-EXECUTIVE) REPRESENTING ABLER NORDIC FUND IV KS:**

Abler Nordic Fund IV KS ('Nordic'), one of the key stakeholders in the Company, has nominated Mr. Anders Hernaes Thorbjornsen to be appointed as a Nominee Director on the Board of Directors of the Company in place of Ms. Lone Søndergaard (DIN: 10711271). His appointment was approved by the Board of Directors in their meeting held on February 11, 2026 in accordance with the provisions of Section 161(3) of the Companies Act, 2013, Share Subscription Agreement, Amended and restated Shareholder's Agreement and the Articles of Association of the Company.

Section 161(3) of the Companies Act, 2013, permits the Board of Directors to appoint a person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force. In this regard, as good governance, it is proposed to appoint Mr. Anders Hernaes Thorbjornsen as a Nominee Director representing Nordic on the Board of the Company with effect from February 11, 2026 i.e, the date on which his appointment on the Board was approved.

The Board believes that the inclusion of Mr. Anders Hernaes Thorbjornsen will be beneficial for the Company, considering her expertise and experience. His appointment as a Nominee Director will further strengthen the governance framework of the Company.

Mr. Anders Hernaes Thorbjornsen will not be liable to retire by rotation as per the provisions of the Companies Act, 2013, and will hold office until her nomination is withdrawn by Nordic or otherwise ceases to be a Director as per the provisions of the Companies Act, 2013.

**DETAILS OF DIRECTOR SEEKING APPOINTMENT AS PER SECRETARIAL STANDARD ON GENERAL MEETINGS:**

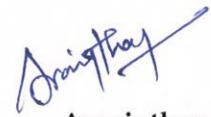
Particulars	
Name	Mr. Anders Hernaes Thorbjornsen
DIN	11529836
Date of birth	26/01/1984
Age	42 Years
Qualification	Master degree in Philosophy in Economics, University of Oslo

<b>Expertise in specific functional areas and past experience</b>	Investment Director at Abler Nordic. Before joining Abler Nordic, several positions at DNB. Leveraged finance and developing credit strategies. Restructuring distressed loans to equity; Group Investments and M&A, Corporate strategy and strategic initiatives to uncover new business opportunities.
<b>Terms and conditions of appointment</b>	Nominee Director representing Abler Nordic Fund IV KS not liable to retire by rotation
<b>Remuneration sought to be paid</b>	-
<b>Last drawn remuneration</b>	-
<b>Date of first appointment on the board</b>	11-02-2026
<b>Shareholding in the company</b>	Nil
<b>Relationship with other director/manager/kmp, if any</b>	-
<b>No. of meetings of the board attended during the year</b>	2
<b>Membership/ chairmanships of other boards</b>	Member - Risk Management Committee
<b>Directorship in other companies</b>	-

The Board of Directors recommends the resolution set forth in Item No. 2 of the Notice for the approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Anders Hernaes Thorbjornsen, to the extent of his appointment as a Nominee Director, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice

By the order of the Board  
For DVARA KSHETRIYA GRAMIN FINANCIAL SERVICES PRIVATE LIMITED

**Aravinthan B**  
Company Secretary  
M. No. A76929  
Address: 23/2, Samugarengapuram, Palayapettai,  
Tirunelveli, 627008

Date: April 06, 2026  
Place: Chennai