

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Northern Arc Capital Limited (the "Company") will be held on Wednesday, the 26th day of August, 2020 at 4.30 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the company for the financial year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint directors in place of Mr. Samir Amrit Shah (DIN: 00912693) and Mr. Vijay Nallan Chakravarthi (DIN: 08020248) who retires by rotation and being eligible offers themselves for reappointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass the following with or without modification as a **Special Resolution:**

Approval for issue of Non-Convertible Debentures:

RESOLVED THAT in supersession of the earlier resolution passed by the members in their meeting held on September 27, 2019, and pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013; SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Rules, Guidelines, Regulations, Circulars as amended from time to time, and subject to such other approvals, as may be required from regulatory authorities from time to time, consent be and is hereby accorded to issue of secured/unsecured non-convertible debentures in one or more tranches up to a maximum amount not exceeding INR 5,000 Crore (Rupees Five Thousand Crore) during a period of one year from the conclusion of 12th Annual General Meeting on such terms and conditions, to such persons or institutions, as the Board of Directors may decide in its absolute discretion.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things as may arise for the implementation of the aforesaid resolution including filing of relevant forms with regulators and for all matters connected therewith.

4. To consider and if thought fit to pass the following with or without modification as a Special Resolution:

Approval to Borrow in Excess of Paid-Up Capital and Free Reserves:

“RESOLVED THAT in supersession of the earlier resolution passed by the members in their meeting held on September 27, 2019, and pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other provisions as maybe applicable, if any, the consent of the shareholders be and is hereby accorded to the board to borrow from time to time any sum or sums of money from Banks, financial institutions, non-banking finance companies, co-operative banks, investment institutions, mutual funds, other bodies corporates, recognised overseas lenders and such other permissible sources for borrowing in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board of Directors may deem fit for such borrowing, whether by way of advances, loans, External Commercial Borrowings, inter-corporate deposits issue of debentures/bonds and/or other instruments, whether convertible into equity / preference shares / other securities, whether secured or unsecured, whether domestic or international, whether secured by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and/or properties, which together with the monies, already borrowed by the Company (apart from temporary loans obtained or to be obtained by the Company from its bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed shall not at any time exceed the limit of 12,000 Crore (Rupees Twelve Thousand Crore Only)“.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution including filing of relevant forms with the regulators and for such other matters connected therewith or incidental thereto.”

5. To consider and if thought fit to pass the following with or without modification as a Special Resolution

To approve creation of security for borrowings of the Company

“RESOLVED THAT in supersession of the earlier resolution passed by the members in their meeting held on September 27, 2019 and pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 the applicable rules prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in suppression of any previous resolutions passed to this effect, consent of the members be and is hereby accorded to the Board of Directors of the Company to pledge, hypothecate, mortgage and/or charge in all or any part of the movable or immovable properties of the company and whole of the undertaking of the company of every nature and kind whatsoever and/or charge in all or any part of the undertaking of the company to or in favour of banks, financial institutions, debenture trustees or any other lenders/creditors, to secure the amounts borrowed by the company or any third party, from time to time, for the due payment of the principal together with any interest, charges, costs, expenses and all other monies payable by the company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the company does not exceed Rs. 12000/- crores (Rupees Twelve Thousand Crores) at any time.

RESOLVED FURTHER THAT Board of Directors of the of the company be and are hereby authorised to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

6. To consider and if thought fit, pass the following resolution, with or without modification as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modifications or re-enactment thereof], Articles of Association of the Company, and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded for re- appointment of Dr. Kshama Fernandes (DIN: 02539429) as Managing Director of the Company for a period of 3 (three) years with effect from April 01, 2020, whose term of office shall be subject to retirement by rotation and upon such other terms and conditions set out in the resolution and explanatory statement annexed hereto and payment of such remuneration as may be determined by the Board or duly constituted committee thereof from time to time..

RESOLVED FURTHER THAT Board of Directors or the Directors/Officers as may be authorized by the Board be and is hereby authorized to take such steps as may be necessary for on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

7. To consider and if thought fit to pass the following resolution as **Special Resolution**

RESOLVED THAT, in accordance with the provisions of Section 197 of the Companies Act, 2013 (Act) and other applicable provisions, if any, of the Act and rules made thereunder or any amendment thereto or modification thereof, the approval of members is hereby accorded for payment of commission to Mr. Leo Puri, Independent Director, up to an amount of INR 30 Lakhs per financial year, as may be determined by the Board of Directors/Committee thereof, in addition to the fees for attending the meetings of the Board and its Committees, during his tenure of appointment as approved by the shareholders, as per the terms of the appointment, provided however that the aggregate remuneration, including commission, paid to the director in a financial year shall not exceed one percent of the net profits of the Company in terms of Section 197 of the Act, and computed in the manner referred to in Section 198 of the Act and the necessary approval is also accorded in relation to the commission paid for financial year 2019- 20.”

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.

8. To consider and if thought fit to pass the following resolution as **Ordinary Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any modification(s) or re-enactment thereof), the approval of members is hereby accorded for the appointment of Ms. Anuradha Rao (DIN: 07597195) as an Independent Director of the Company, to hold office for a term of 3 (three) consecutive years, from October 31, 2020 to October 30, 2022 be and is hereby approved.”

“RESOLVED THAT each of the directors and Company Secretary of the Company are hereby severally authorized to do all acts and things including but not limited to making necessary intimation with regulatory authorities in this regard.”

9. Appointment of Mr. P S Jayakumar and Independent Director of the Company

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**.

RESOLVED THAT pursuant to the recommendation of the Board of Directors and Nomination and Remuneration Committee and in compliance with Section 149, 152 read with Schedule IV of the Companies Act, 2013 (“Act”) and the rules made thereunder, as amended, and other applicable provisions, if any, and pursuant to the provisions of the Articles of Association of the Company, Mr. P S Jayakumar (DIN : 01173236) who possess relevant expertise and experience and not being disqualified under Section 164(2) of the Act and who has signified his consent to act as Independent Director of the Company, if appointed and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a period of 3 consecutive years from October 15, 2020 to 14th October 2023 and not be liable to retire by rotation. Mr. P S Jayakumar would be eligible for sitting fee for attending meetings of the Board of Directors/Committees and also for reimbursement of expenses, as may be determined by the Board/Committee thereof subject to the provisions of the Act.

“RESOLVED FURTHER THAT each of the directors and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. Approval for payment of Commission

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder the Company be and is hereby authorized to pay such sum by way of commission as the Board and/or a Committee thereof may determine from time to time to Mr. P S Jayakumar (DIN : 01173236) in addition to the fees for attending the meetings of the Board and its Committees, during his tenure of appointment as approved by the shareholders.

“RESOLVED FURTHER THAT all Directors or the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to this resolution”.

On behalf of the Board,

For Northern Arc Capital Limited (formerly IFMR Capital Finance Limited)

Kshama Fernandes

Director

DIN: 02539429

Place: Chennai

Date:20.08.2020

Notes

1. Ministry of Corporate Affairs vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The members may join the meeting at web link
<https://northernarc.webex.com/northernarc/j.php?MTID=md2bc068a79f2bca83e0ad7438642fa2a>.
Details of person to be contacted in case of any issues with regard to joining the meeting and regarding voting are as follows:

R Srividhya
Company Secretary
Email: Srividhya.R@Northernarc.com
Contact No: +91 44 66687369
4. Corporate/Institutional are required to send a scanned certified true copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC / OAVM on their behalf, to the email secretarial@northernarc.com.
5. The members may convey their vote when poll is required to be taken during the meeting on resolutions to be passed at AGM, by way of email to Company's email id secretarial@northernarc.com.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed to the Notice.
7. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 3: Approval for Issue of Non-Convertible Debentures:

The Company raises funds by issue of Non-Convertible Debenture (NCD) to meet its business requirements. In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, every issue of debentures is required to be approved by the members of the Company by special resolution. Further, Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits a company to pass a special resolution once in a year for offer or invitation of non-convertible debentures to be made during the year on a private placement basis in one or more tranches.

Consent of the members is therefore sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to authorize the Board to issue non-convertible debentures in one or more tranches.

The Board recommends the special resolution set forth in Item No. 3 of the Notice for approval of the Members.

Statement of Disclosure as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

(a)	Particulars of the offer including date of passing of Board Resolution	Secured or Unsecured Redeemable NCDs whether cumulative and/or non-cumulative for an amount not exceeding in aggregate INR 5,000 Crore in one or more tranches, on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board of Directors of the Company. Date of passing Board Resolution: June 26, 2020
(b)	Kinds of securities offered and the price at which security is being offered	Secured or Unsecured Redeemable NCDs whether cumulative and/or non-cumulative at premium, discount or at par as may be determined by the Board of Directors of the Company
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, the price would be determined by Board of Directors of the Company based on prevailing market conditions at the time of issue of NCDs.
(d)	Name and address of valuer who performed valuation	Not Applicable for NCDs.

(e)	Amount which the company intends to raise by way of such securities	INR 5,000 Crore
(f)	Material terms of raising such securities,	Since the issuance would be in one or more tranches, the material terms will be determined by Board of Directors of the Company based on the provisions of Companies Act, 2013, the rules made thereunder and other applicable laws.
	Proposed time schedule	Up to the date of Annual general Meeting of the Company
	Purpose or Objects of the Offer	The proceeds of the issues would be used for (a) deployment in business and growth of asset book by on lending (b) General Corporate purpose for ordinary course of business and for such other purposes related to the business of the Company as the Board/Committee feels appropriate.
	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	NIL
	Principle terms of assets charged as securities	The principal amount of the Secured NCDs issued along with all interest due will be secured by way of charge on assets of the Company in favour of the Debenture Trustee, in such manner as may be mutually decided by the Company and Debenture Trustee.

None of the directors or key managerial personnel of the company including their relatives are interested in the above resolutions.

Item No.4: Approval to Borrow in Excess of Paid-Up Capital and Free Reserves:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company is desirous of raising finance from financial institutions, non-banking finance companies, co-operative banks, investment institutions, banks, mutual funds, and other bodies corporate in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit for such borrowing, whether by way of advances, loans, inter-corporate deposits issue of debentures/bonds and/or other instruments, whether secured or unsecured, whether domestic or international, whether secured by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties. Hence it is proposed to increase the maximum borrowing limits upto Rs. 12,000 Crore Only (Rupees Twelve Thousand Crore outstanding at any point in time). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

The Board of Directors recommends the resolution set out in Item No. 4 of the notice for approval of the Members.

None of the directors or key managerial personnel of the company including their relatives are interested in the above resolutions.

Item 5: Creation of security for borrowings of the Company

As per the provisions of section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking unless approval of members is obtained by way of special resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required through various sources for business purposes, the Company might be required to create charges on its assets by way of hypothecation, mortgage, lien, pledge etc. in favour of lenders up to the limited approved under Section 180(1)(c) of the Companies Act, 2013, for securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under loan/facility agreements and other documents as may be executed by the Company with its lenders, the lenders would have certain rights in respect of the secured assets including right of sale/disposal and the enforcement of assets by lenders might amount to sale/disposal of whole or substantially whole of the undertaking under section 180(1)(a) of the Act.

In view of the proposed borrowing limit of INR 12,000 Crore, the Board recommends the same limit up to which charge can be created on the assets of the Company.

The Board of Directors recommends the resolution set out in Item No. 5 of the notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution.

Item No.6: Re-Appointment of Dr. Kshama Fernandes as Managing Director of the Company

Dr. Kshama Fernandes was appointed as Managing Director of the Company for a period of 3 (three) years with effect from April 01, 2020. The Company needs to consider her reappointment for further period in order to act as Managing Director of the Company, post the expiry of the earlier term of appointment. Considering her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that, the services of Dr. Kshama Fernandes should be available to the Company for a further period of three years with effect from April 01, 2020.

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have at their meetings held on May 22, 2020 and June 26, 2020 respectively re-appointed her as Managing Director of the Company for a further period of three years with effect from April 01, 2020.

The board terms and conditions for the re-appointment of Dr. Kshama Fernandes as Managing Director are:

Term of Appointment	3 Years
Salary	INR 14,962,116 per annum*
Perquisites	NIL
Other benefits – (ESOP)	811,037 Options

*The remuneration as indicated above is for the financial year 2020-21 and the same for subsequent years within the abovementioned overall term of appointment would be determined by the Board or duly constituted committee thereof from time to time.

Additional information in respect of Dr. Kshama Fernandes, pursuant to para 1.2.5 of Secretarial Standard on General Meetings are provided herein as Annexure 1.

The Board of Directors recommends the resolution set out in Item No. 6 of the notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Dr. Kshama Fernandes, are in any way concerned or interested in this resolution.

Item 7: Approval of Payment of Commission as part of the terms of appointment.

Mr. Leo Puri was appointed as an Independent Director of the Company vide shareholders resolution dated September 27, 2019 for a period from March 15, 2019 to March 14, 2022, based on the terms of appointment as approved by the Nomination and Remuneration Committee and Board of Directors vide their resolution dated March 15, 2019. Since his terms of appointment specifies commission up to an amount of INR 30 Lakhs in addition to the sitting fee for attending the meetings of Board of Directors and Committees thereof, approval of members is sought for payment of aforesaid commission to Mr. Leo Puri during his tenure of appointment. It may be noted in this regard that, section 149 of the Companies Act, 2013, enables payment of profit related commission to independent directors. The approval is also sought in relation to the commission paid for financial year 2019-20

The Board of Directors recommends the resolution set out in Item No. 7 of the notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Leo Puri, are in any way concerned or interested in this resolution

Item 8: Approval for Appointment of Ms. Anuradha Rao as Independent Director

Ms. Anuradha Rao was originally appointed as an Additional Director at the Board Meeting held on October 30, 2019. The shareholders' approval for her appointment as Independent Director for period of three years was obtained at the Extraordinary General Meeting held on December 04, 2019 from 31st Oct 2019 to 31st Oct 2022. Since the appointment as additional director is valid only up to the next Annual General Meeting approval of members is sought for continuing as Independent director post the Annual general Meeting and up to the end of her term of appointment.

The Board of Directors recommends the resolution set out in Item No. 8 of the notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Ms. Anuradha Rao are in any way concerned or interested in this resolution

Item 9: Appointment of Mr. P S Jayakumar as Independent Director

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, it is proposed to appoint Mr. P S Jayakumar as an Independent Director of the Company.

In terms of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Independent Directors requires the approval of shareholders.

The Company has received from Mr. P S Jayakumar, consent in writing to act as director in Form DIR-2 and declaration to the effect that he is not disqualified to be appointed as director in Form DIR-8. In the opinion of the Board Mr. P S Jayakumar fulfils the conditions for appointment as Independent Director as specified in Companies Act, 2013 and is independent of the management. The proposed Independent Director is having significant professional expertise and rich experience across a wide spectrum of functional areas and hence the Board considered that his association with the Company would be of immense benefit to the Company.

A brief profile of the proposed Independent Director is provided below:

Mr. P S Jayakumar (aged about 58 years) has an overall 34 years of work experience, covering both financial sector and real sector, wide exposure to international banking, as an entrepreneur promoted to setting up of two denovo companies one of which is a Housing Finance Company. He has 27 years of experience in Banking including 7 years as CEO position in two banks and 6 years in affordable housing. Mr. Jayakumar is a Chartered Accountant and also holds master's degree in commerce. He has made contribution to many innovations in the financial sector including the first securitization transaction in India, winner of many awards and recognition including the 'Best Banker for 2018' from Financial Express'. First person from private sector appointed to run a large public sector bank, successful lead the transformation including the merger of Vijay and Dena with Bank of Bank of Baroda.

The Board of Directors recommends the resolution set out in Item No. 10 of the notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. PS Jayakumar are in any way concerned or interested in this resolution

Item 10: Approval for Payment of Commission

As per the terms of appointment of Mr. P S Jayakumar as approved by the Nomination and Remuneration Committee and Board of Directors, he is entitled to a commission up to an amount of INR 30 Lakhs per financial year in addition to the sitting fee for attending the meetings of Board of Directors and Committees thereof. In accordance with Section 197 of the Companies Act, 2013, the payment of commission required the approval of members and accordingly the approval is sought for the payment of aforesaid commission to Mr. P S Jayakumar during his tenure of appointment. It may be noted in this regard that, section 149 of the Companies Act, 2013, permits payment of profit related commission to independent directors.

The Board of Directors recommends the resolution set out in Item No. 10 of the notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. P S Jayakumar are in any way concerned or interested in this resolution

On behalf of the Board,

For Northern Arc Capital Limited (formerly IFMR Capital Finance Limited)

Kshama Fernandes

Director

DIN: 02539429

Place: Chennai

Date: 20.08.2020

Annexure 1**Details of Directors seeking reappointment and seeking fixation of remuneration at the Annual General Meeting***[Pursuant to para 1.2.5 of Secretarial Standard on General Meetings]*

Name of the Director	Dr. Kshama Fernandes	Mr. Samir Amrit Shah	Mr. Vijay Nallan Chakravarthi	Ms. Anuradha Rao	Mr. P S Jayakumar
DIN	02539429	00912693	08020248	07597195	01173236
Date of Birth & Age	November 13, 1968; 51 Years	October 18, 1968; 51 Years			April 08, 1962; 58 Years
Date of appointment on Board	April 01, 2015	March 19, 2019	19 January, 2018	October 31, 2019	Effective from the date of Annual General Meeting
Qualification	MBA, Ph. D. in Finance	MBA in Finance, a Mechanical Engineer	MBA from the Kellogg School of Management at North western University and a BE from the University of Madras.	MSc (Physics), Certified Associate of Indian Institute of Bankers (CAIIB)	M Com, ACA
Experience and Expertise	Ms. Kshama joined Northern Arc in 2008 as its founding Chief Risk Officer and took over as the Managing Director and CEO in 2012. She has more than twenty years of experience in capital markets advisory, consulting and academia. Prior to joining Northern Arc, she was Professor and Head of Finance at the Goa Institute of Management. She has worked on assignments for the World Bank, the Chicago Mercantile Exchange, Ministry of	Mr. Samir is the Vice Chairman of the Dvara Trust. He was earlier the Managing Director and CEO of the National Commodity and Derivatives Exchange Limited. With over two decades of experience in building institutions and market infrastructure he has served as the CEO of Universal Commodity Exchange Limited and as the Head of Sales for ASEAN & South Asia for Reuters.	Mr. Vijay Nallan Chakravarthi is the Managing Director of Affirma Capital India and formerly Executive Director at Standard Chartered Private Equity (SCPE), where he led investments in Financial Services, Healthcare, Consumer, Technology and Education sectors. He is involved with the fund's investments in Fortis, Cafe Coffee Day group and Varun Beverages. Vijay has worked at Bain Capital India and at The Boston Consulting Group (Chicago), where he focused on private equity and M&A.	Ms Anuradha has over 36 years of extensive banking and finance experience in State Bank of India in leadership positions in India and overseas. Experience in multiple roles include: MD & CEO of SBI Mutual Fund, CGM Personal Banking, SBI Corporate Office Mumbai, GM (Network Kolkata), GM Cross Selling, SBI Corporate Office Mumbai, DGM (Home Loans), SBI Corporate Office Mumbai.	As provided in the explanatory statement.

	Finance, Government of India, and NSEIT				
Number of Meetings of the Board attended during the year	Attended all the seven board meetings during FY 2019-20	Attended all the seven board meetings during FY 2019-20	Attended all the seven board meetings during FY 2019-20	Attended three board meetings during FY 2020-21.	Not Applicable
List of Directorship / Membership / Chairmanship of Committees of other Board	<p><i>Directorships:</i></p> <ol style="list-style-type: none"> Northern Arc Investment Manager Private Limited Northern Arc Investment Adviser Services Private Limited Northern Arc Foundation NSE Investments Limited <p><i>Membership/Chairmanship of Committees of Other Board:</i></p> <p>NIL</p>	<p><i>Directorships:</i></p> <ol style="list-style-type: none"> Dvara Smart Gold Private Limited Dvara Money Private Limited Dvara Kshetriya Gramin Financial Services Private Limited Dvara Research Foundation Dvara E-Registry Private Limited Dvara Solutions Private Limited Northern Arc Foundation Dvara E-Dairy Solutions Private Limited Dvara Trusteeship Services Private Limited <p><i>Membership/Chairmanship of Committees of</i></p>	<p><i>Directorships:</i></p> <p>Affirma Capital Investment Adviser India Private Limited</p> <p><i>Membership/Chairmanship of Committees of Other Board:</i></p> <p>NIL</p>	NIL	<p><i>Directorships:</i></p> <p>Perfios Account Aggregation Services Private Limited</p>

		<p><i>Other Board:</i></p> <p>Member of the following Committees of Dvara Kshetriya Gramin Financial Services Private Limited: Asset Liability Committee, Risk Management Committee, Audit Committee, Nomination & Remuneration Committee, CSR Committee and IT Strategy Committee</p>			
Shareholding in the Company	1 Share (excluding the beneficial interest on shares allotted under ESOP Scheme, which is held by the Trust established by the Company)	NIL	NIL	NIL	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	NIL	NIL	NIL	NIL	NIL

<p>Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person</p>	<p>The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.</p>	<p>No remuneration is payable and other terms of reappointment are as provided in the Notice.</p>	<p>No remuneration is payable and other terms of reappointment are as provided in the Notice.</p>	<p>No remuneration other than sitting fee for attending the meetings of the Board and Committees thereof</p>	<p>No remuneration other than sitting fee for attending the meetings of the Board and Committees thereof</p>
---	--	---	---	--	--