

**NOTICE**

SHORTER NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held on Thursday **October 29, 2020** at 11.00 a.m. at the Registered Office of the Company at No 22,23,24,25/101/3, 3<sup>rd</sup> Floor, BNR Complex, Sri Rama Layout, J.P Nagar 7<sup>th</sup> Phase, Bangalore- 560078 to transact the following business:

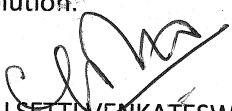
**SPECIAL BUSINESS**

**Item No 1 : Re-appointment of Mr. Chalamalasetti Venkateswara Rao as Managing Director & Chief Executive Officer:**

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 sec 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the consent of the members be and hereby accorded for re-appointment of Mr. Chalamalasetti Venkateswara Rao as Managing Director & Chief Executive Officer for a period of three years with effect from January 1, 2021 upto December 31, 2023 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Chalamalasetti Venkateswara Rao.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, 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."

  
CHALAMALSETTI VENKATESWARA RAO  
Managing Director & CEO  
(DIN : 006994756)

Place: Bangalore  
Date: 21<sup>st</sup> October, 2020



Registered Office

Nivara Home Finance Ltd., No 22,23,24,25/101/3, 3<sup>rd</sup> Floor, BNR Complex, Sri Rama Layout,  
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**Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013.**

**Item No 1**

Mr. Chalamalasetti Venkateswara Rao, was re-appointed as Managing Director and Chief Executive Officer of the Company for a period of three years effective January 1, 2018. The term of office of Mr. Chalamalasetti Venkateswara Rao is due to expire on December 31, 2020. The present proposal is to seek the shareholders approval for the reappointment of Mr. Chalamalasetti Venkateswara Rao as the Managing Director and Chief Executive Officer of the company in terms of the applicable provisions of the Companies Act 2013.

The Board of Directors (the Board) had at its meeting held on October 21, 2020 on recommendation of the Nomination and Remuneration Committee at its meeting held on the same date and subject to the approval of the shareholders reappointed Mr. Chalamalasetti Venkateswara Rao for a further period of three years effective January 1, 2021. The total remuneration inclusive of salary, benefits, perquisites, allowances and performance linked bonus proposed to be paid is in accordance with Section 196, 197, and 203 and other applicable provisions if any of the Companies Act 2013 read with Schedule V and subject to the approval of members by special resolution, is Rs. 83 lakhs per annum.

In case in any financial year, the Company has no profits or has inadequate profits, remuneration will be payable in accordance with Schedule V of the Companies Act 2013.

As per the Schedule V, certain disclosures are required to be made and the same are given below.

**I General information:**

1. Nature of Industry: Home loans
2. Date of Commercial Production: The Company commenced its business on October 15, 2015.
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institutions: Not applicable
4. Financial Performance based on given indicators: (Rs. Lakhs)

Year	Revenue	Net Profit
2019-20	2805.90	122.99
2018-19	2254.21	121.56
2017-18	1255.79	20.72

5. Foreign Investments: NIL

**II Information about the appointee:**

1. Background details – Mr Chalamalasetti Venkateswara Rao is an M.Com with MBA from Osmania University with experience as a Research Assistant in finance and accounting areas at IIM Ahmedabad. He is a seasoned banking and financial services professional with over 30 years of experience having worked with three leading private banks spanning across India's geography. He has held senior positions and has been responsible for building up the mortgage business and home loan financing arm during his tenure. His product experience ranges from retail assets such as mortgage lending, SME loans, agriculture loans to retail liabilities such as deposit products and investment products as well as branch banking operations.




Registered Office

2. Past Remuneration –

From 1/7/2019 to 31/12/2020- Remuneration was revised to Rs.78 lakhs per annum inclusive of perquisites with additional performance bonus of Rs.5 lakhs p.a. as approved by shareholders at the AGM dated 27/07/2019 to be paid from 1st July 2019.

From 1/4/2018 to 30/6/2019 – Remuneration paid Rs.3 lakhs per month inclusive of perquisites with additional performance bonus of Rs.5 lakhs p.a. as approved by shareholders at the AGM dated 14/09/2018 to be paid from 1<sup>st</sup> April 2018.

From 1/1/2018 to 31/3/2018 – Remuneration paid Rs.2 lakhs per month inclusive of perquisites as approved by shareholders at the EGM dated 20/01/2018 to be paid from 1<sup>st</sup> January 2018.

3. Recognition or awards – NIL

4. Job Profile and his suitability- Mr. Chalamalasetti Venkateswara Rao is one of the Promoter directors on the Board who has been entrusted with the management of the company. His in depth knowledge and rich and varied experience of over 30 years is a key resource to the Board for spearheading strategies and initiatives for building a start up from scratch to a sustainable growth oriented profitable company. His philosophy of driving continuous business growth by leveraging on state-of-the-art technologies, backed by a strong customer driven service perspective is a great asset to the company. The company under his vision and leadership has shown very great progress over the last two years. The company has in a span of two years grown to 14 branches with an asset size of about Rs.158.45 crores. Home loan financing has now grown into a very competitive industry. Mr. C V Rao's well proven team building abilities and successful track record as a senior head in leading private sector banks is an invaluable asset in guiding the growth of a fledgling company in a sustainable manner. The Board of Directors are of the opinion that the company will benefit immensely from his appointment and therefore recommend passing the resolution.

5. Remuneration proposed: Remuneration includes salary, benefits, perquisites, allowances and performance linked bonus not exceeding Rs. 83 lakhs per annum.

The following however will not be included as perquisites;

a)Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent of these either singly or put together are not taxable under the Income Tax Act, 1961

b)Gratuity payable @not exceeding half a month's salary for each completed year of service.

c)Encashment of leave at the end of the tenure.

6. Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person.- The company being a start up and only over six years old , the remuneration proposed to be paid is very nominal.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any - Mr. Chalamalasetti Venkateswara Rao holds 19.94% of equity shares in the paid up share capital of the company as on date.

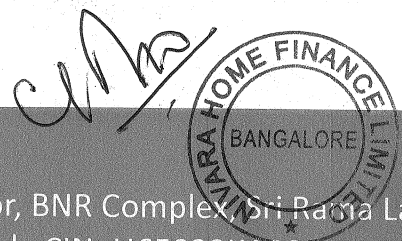
**III Other Information –**

1. Reasons for loss or inadequate Profits – The company began its commercial operations in October 2015 and is in the initial years of growth.

2. Steps taken or proposed be taken for improvement - The management of the company is taking

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- required steps to increase the volume of operations and the area of operations of the company.
3. Expected increase in productivity and profits in measurable terms. - The profits of the company have been improving and is expected to increase considerably over the coming years.

No Director, Key Managerial personnel or their relatives, except Mr. Chalamalasetti Venkateswara Rao to whom the resolution relates, is interested or concerned in the resolution.

The Board commends the Special resolution set forth in Item No.1 for the approval of members.

By order of the Board



CHALAMALSETTI VENKATESWARA RAO  
Managing Director & CEO  
(DIN : 006994756)

Place: Bangalore  
Date: 21<sup>st</sup> October, 2020



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**nivara**<sup>TM</sup>  
HOME FINANCE LTD.

**NIVARA HOME FINANCE LTD**  
CIN : U65922KA2014PLC077547

No.23,24,25/101/3, 3<sup>rd</sup> Floor, BNR Complex, Sri Rama layout, J P Nagar 7<sup>TH</sup> Phase, Bangalore-  
560078

### ATTENDANCE SLIP

**Extraordinary General meeting dated Thursday October 29,2020 at 11.00 a.m.**

Regd. Folio No. \_\_\_\_\_

No. of shares held \_\_\_\_\_

I hereby record my presence at the **Extraordinary General Meeting** of the Company on Thursday October 29,2020 at 11.00 a.m. at the registered office of the Company at No 22,23,24,25/101/3, 3<sup>rd</sup> Floor, BNR Complex, Sri Rama Layout, J.P Nagar 7<sup>th</sup> Phase, Bangalore- 560078

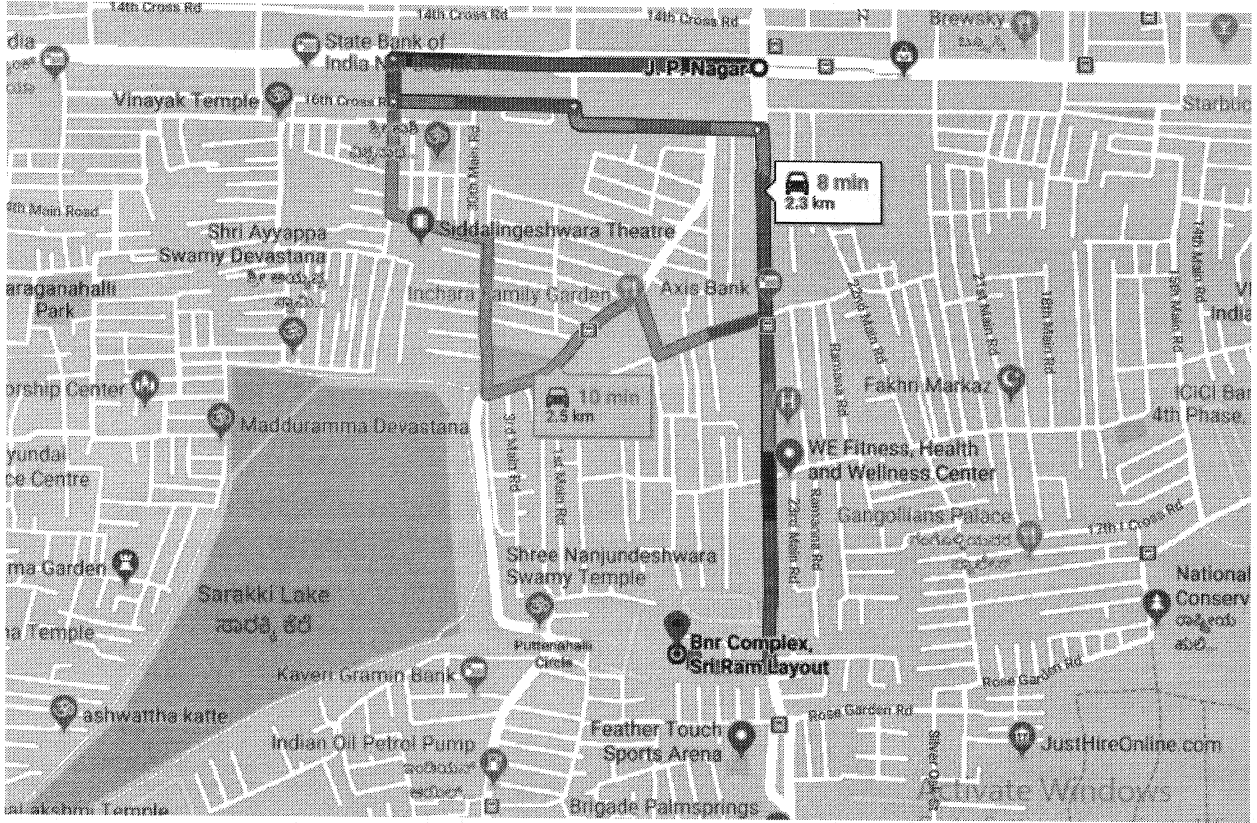
Name of Member :

Signature of Member :

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**Venue for EGM to be held on Thursday, October 29, 2020 at 11.00 a.m. at the Registered Office of the Company at No 22,23,24,25/101/3, 3rd Floor, BNR Complex, Sri Rama Layout, J.P. Nagar 7th Phase, Bangalore- 560078**



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