

BSS MICROFINANCE LIMITED

Regd. Office: No. 11, 2nd Block, 2nd Stage, Near BDA Complex, Outer Ring Road,
Nagarabhavi Layout, Bangalore - 560 072. INDIA **CIN: U74899KA1994PLC049746**

Tel : +91-80-29778389 / 23188389 | Fax: +91-80-23188350

Email : bss@bssmfi.com | Web: www.bssmfi.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an 1st Extra-Ordinary General Meeting ("EGM") of the members of BSS Microfinance Limited ("Company") for the Financial Year 2025-26 will be held on 13th October, 2025, Monday at 12:00 noon at a shorter notice through video conferencing (VC) to consider and transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:

TO APPROVE THE CHANGE IN NAME OF THE COMPANY AND ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 4 (2), (3) & (4), 13,14 read with the Companies (Incorporation) Rules, 2014 made thereunder and the approval of Board thereon; the approval of the Shareholders be and is hereby accorded to change the name of the Company from BSS Microfinance Limited (old name) to BSS Sonata Microcredit Limited (new name) and alteration of the Name clause being Clause I in the Memorandum of Association of the Company by the following clause:

"The Name of the Company is "BSS Sonata Microcredit Limited".

"RESOLVED FURTHER THAT in terms of section 14 of the Companies Act, 2013 the approval of the Shareholders be and is hereby accorded to alter the Articles of Association of the Company by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or the CFO or the Company Secretary of the Company be and are hereby, severally, authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns and e-forms in this regard with the Registrar of Companies."

ITEM NO. 2:

TO APPROVE THE ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules and subject to the approval of Registrar of Companies and/or any other statutory authorities as may be required, consent of the members be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company

by substituting the existing Clause III (A) – *‘The Main Objects to be pursued by the Company on its incorporation’* with the following new Clause III (A):

III (A) – THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:

1. To contribute towards poverty reduction in India, by assisting in the provision and facilitation of financial services, particularly in extension of micro credit, to a large number of underserved and low-income individuals by acting as the Business correspondent partner/ Business facilitator on behalf of the parent company, to help individuals and their families to overcome poverty and improve their standard of living.
2. To facilitate the financing of development activities by supporting the provision of long-term loans and other financial assistance through Parent Company for the purposes of:
 - (i) agricultural development (which term includes, *inter-alia*, land acquisition and development, irrigation, watershed development, crop cultivation, plantation, horticulture, forestry, animal husbandry and allied activities, such as dairy, poultry, fishery, aqua culture and floriculture).
 - (ii) industrial development (which term includes, *inter alia*, agro-processing, mining and quarrying utilities including water, power and renewable sources of energy -manufacturing, including handicrafts, construction, trade and distribution, transport, and services of all kinds).
 - (iii) market linkage development (which term includes, *inter alia*, provision of inputs for and marketing of output of agricultural and industrial development activities including facilities for storage, trading and transport for such inputs and outputs)
 - (iv) habitat development (which term includes, *inter alia*, purchase, construction up gradation, extension and modification of buildings and infrastructure for residential, agricultural, commercial or industrial purposes) but targeted towards the poor in generation and enhancement of livelihoods in India.
3. To facilitate the delivery of collateral free credit to prospective customers through groups, enable access to thrift, savings and other financial services, distribution of micro insurance, fund transfer services and other allied services either at group meetings or individually in the cities, towns, villages across India, on behalf of the parent company, with the objective of promoting sustainable livelihood and improving living standards of such individuals and their families based on their needs, skills and traditional livelihood occupations..
4. To provide training and support services, including introduction of new technologies, methods and tools for working in the development of small, micro enterprises to the prospective customers, in achieving the above.

“RESOLVED FURTHER THAT all references to the original main objects in the Memorandum of Association of the Company be accordingly modified to reflect the above changes.”

“RESOLVED FURTHER THAT the existing Clause III (B) of the Memorandum of Association of the Company titled *‘Matters which are necessary for furtherance of the objects specified in Clause III (A)’* be and is hereby substituted to read as *‘Clause III (B) – Objects incidental or ancillary to the attainment of the Main Objects’*”

“RESOLVED FURTHER THAT the Board of Directors or the company secretary of the Company be and is hereby severally authorised to take all such steps and actions, and to do all such acts, deeds, matters and things as may be necessary, desirable, or expedient in connection with or incidental to giving effect to this resolution including filing of necessary forms with the Registrar of Companies and making any modifications as may be required by the statutory authorities.”

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**By order of the Board of Directors
For and on behalf of BSS Microfinance Limited**

Date: 07.10.2025

Place: Bangalore



Shreevidya BS

**Shreevidya BS
Company Secretary
Membership No: A61269**

NOTES:

1. Pursuant to the General Circulars bearing number 03/2025 dated September 22, 2025, 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022; 2/2022 dated May 5, 2022; 21/2021 dated December 14, 2021; 02/2021 dated January 13, 2021; 20/2020 dated May 5, 2020; 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "the circulars"), companies are allowed to hold EGM through Video Conferencing ("VC")/Other Audio-Visual Means OAVM, without the physical presence of members at a common venue. Hence, in compliance with the circulars, the EGM of the Company is being held through video conferencing (VC).
2. The EGM is being held at shorter notice than the statutory requirement of minimum 21 clear days' notice to the members. Pursuant to the provision of Section 101 of the Companies Act 2013, General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by members, majority in number, entitled to vote and who represents not less than ninety-five percent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting. Hence, the consent has been received from majority of members of the company to convene the meeting at shorter notice, the same shall be recorded at the commencement of the meeting and the deemed venue of the meeting shall be the Registered Office of the Company at: No. 11, 2nd Block, 2nd Stage Outer Ring Road, Near BDA Complex Nagarabhavi Layout, Bangalore - 560072.
3. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the business set out under Item Nos. 1 to 2 of the Notice. The Directors recommend passing of the Resolutions at Item Nos. 1 to 2 of the Notice.
4. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, setting out all the material facts relating to business under Item No. 1 & 2 of this notice, is annexed hereto.
5. The members can join the EGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting.
6. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the EGM is being held through VC, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the Proxy Form, Attendance Slip and Route map of EGM are not annexed

to this Notice.

8. Corporate Member intending to authorise its representatives pursuant to Sections 112 and 113 of the Companies Act, 2013, to attend the meeting through VC/OAVM is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the meeting, not later than 48 hours before the scheduled time of the commencement of the meeting.
9. The Notice of the EGM is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company, unless any member has requested for a physical copy of the same. The Notice of EGM can also be accessed through Company's website viz. www.bssmfi.com.
10. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. up to the date of this EGM.
11. The Members are requested to use the following Dial-in details to join the meeting:

Click on below following link, Meeting ID and password.

https: Below

<https://bssmfi.zoom.us/j/87991579988?pwd=BaGPeObFKhzWkBOkrKnl96ePGZgXMq.1>

Meeting ID: 879 9157 9988

Passcode: 420126

12. Members are requested to use Internet with a good speed to avoid any disturbance during the meeting. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
13. Voting:
In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.

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

In terms of Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in item Nos. 1 and 2 of this accompanying notice convening the Extraordinary General Meeting (EGM) (01/2025-26) at a shorter notice of the Members of the Company:

Item No. 1 & 2

The shareholders are informed that, owing to the acquisition of Sonata Finance Private Limited ("Sonata") by Kotak Mahindra Bank Limited (KMBL) and pursuant to the directives of Reserve Bank of India (RBI), vide its approval order issued to KMBL bearing reference number DoR.RAUG.AUT.No.S4138/24.01.002/2023-24 dated October 19, 2023, the process of merger of Sonata with the company is being undertaken. Accordingly to reflect the combined strengths broader vision and integrated operations of both the entities and to align the company's identity with the unified structure under the KMBL umbrella, it is proposed to change the company's name so as to embody the brand identity of both entities.

The said new name "BSS Sonata Microcredit Limited" has been recommended by the Board of Directors of the company and the same has been reserved by the Ministry of Corporate Affairs vide their approval dated October 06, 2025.

Further, owing to the merger of Sonata, it is proposed to amend the object clause of the Company as contained in Clause III(A) – *The Main Objects to be Pursued by the Company* – by inserting a new Clause III(A). Accordingly, it is also proposed to rename existing Clause III (B) of the Memorandum of Association of the Company to be read as '*Clause III (B) – Objects incidental or ancillary to the attainment of the Main Objects*'. This amendment is intended to reflect the consolidated business activities of the merged entity, provide greater clarity on the scope of operations, and ensure that the objects are aligned with the combined vision and strategic direction of the Company.

Since the change in name of the company and alteration of memorandum and Articles of Association requires approval of members of the company by way of special resolution therefore the Board recommends the Special resolution set out at Item No. 1&2 of the Notice for approval by the members.

The Altered Memorandum of Association and Articles of Association of the Company with the proposed changes are available for inspection by the Members at the Registered Office of the Company during working hours and on working days till the date of the meeting.

None of the Directors and Key Managerial Person or their relatives, in any way, concerned or interested in the said resolution.

**By order of the Board of Directors
For and on behalf of BSS Microfinance Limited**

Date: 07.10.2025

Place: Bangalore



Shreevidya BS

**Shreevidya BS
Company Secretary
Membership No: A61269**

