

BSS Microfinance Limited
Reg Off: No. 11, 2nd Block, 2nd Stage
Outer Ring Road, Near BDA Complex
Nagarabhavi Layout, Bangalore – 560072
Corporate Identity Number (CIN): U74899KA1994PLC049746
Tel: 080-2318-8389, 080-2977-8389 Fax: +91-80-2318-8350
E-mail: bss@bssmfi.com Website: www.bssmfi.com

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting (AGM) of the Company will be held on 29th May 2023, Monday at 11.30 AM, through Video Conferencing (“VC”) Facility to transact the following business;

Ordinary Business:

1. To, receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March 2023, together with the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Sri. B.S. Sivakumar (DIN: 07648764) of the Company, who retires by Rotation and, being eligible, offers himself for re-appointment.

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

“RESOLVED THAT, pursuant to the provisions of Section 152 (6) and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Sri. B.S. Sivakumar (DIN: 07648764), who retires by rotation and being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation.”

Special Business:

3. To Provide Guarantees / Securities in excess of limits, specified under Section 186 of the Companies Act, 2013

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 Section 186 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to the terms of Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee of the Board) for Providing Guarantees / Securities in excess of limits specified under Section 186 of the Companies Act, 2013 from time to time as may be considered appropriate for an amount not exceeding Rs. 2,500 crs (Rupees Two Thousand Five Hundred crores only), notwithstanding that such guarantees given and securities provided shall be in excess of limits prescribed under section 186 (3) of the Companies Act, 2013, i.e the limits available to the Company”

“FURTHER RESOLVED that the consent of the Members be and is hereby accorded to the Board to invest in the Holding Company, Associate Companies, Related Parties, provide guarantees / Security on behalf of the Company, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient”

“FURTHER RESOLVED THAT, for the purpose of giving effect to the resolution, the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary or incidental thereto, including but not limited to delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Employee(s) of the Company”

By order of the Board of Directors
For BSS Microfinance Limited

Kavitha P. B

P. B. Kavitha
[Company Secretary]

Place: Bangalore
Date: 5th May 2023

General instructions for accessing and participating in the 29th AGM through VC Facility

- i) Pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and in compliance with the provisions of the Act, the 29th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 29th AGM shall be Registered Office of the Company.
- ii) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 29th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting.
- iii) In line with the MCA Circulars, the Notice of the 29th AGM will be available on the website of the Company at www.bssmfi.com.
- iv) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- v) On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using the Dial-in details from 11.30 A.M. to 12.00 Noon and post that no person shall be able to join the meeting.
- vi) Attendance of the Members participating in the 29th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- vii) 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.
- viii) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 29th AGM, from their registered email address, mentioning their name, folio number and mobile number, to reach the Company's email address bss@bssmfi.com atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Members, may also ask questions during the 29th AGM with regard to the financial statements or any other matter to be placed at the 29th AGM.
- ix) The Members are requested to use the following Dial-in details to join the meeting:

Click on following link: <https://zoom.us/join>. Meeting ID and password will be separately mailed to the members/participants.
- x) During the 29th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 29th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 29th AGM.
- xi) Pursuant to the MCA Circulars, the Notice of the 29th AGM and the Annual Report for the financial year 2022-23 including therein the Audited Financial Statements, are being sent only by email to the Members.
- xii) The members desiring to inspect the documents referred to in this Notice and other statutory registers/other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send requests on the Company's email address: bss@bssmfi.com. An access of such documents would be given to the members.
- xiii) **Voting:**
 - i. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
 - ii. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: bss@bssmfi.com stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using Symbol ('√')

Item no. of agenda	Assent	Dissent
	√	
	√	
	√	
	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
	10	
	10	
	10	
	10	

xiv) The recorded transcript shall be available on the website: www.bssmfi.com post the conclusion of the meeting.

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 Item No. 3 of the accompanying Notice dated 5th May 2023

4. ITEM NO. 3 : To Provide Guarantees / Securities in excess of limits, specified under Section 186 of the Companies Act, 2013

The Company is required to provide Guarantee in the form of Business Quality Commitment to Kotak Mahindra Bank Limited. The limit under Sec 186 is higher of (a) 60% of Paid Up Share Capital, Free Reserves and Securities premium account or (b) One hundred percent of its free reserves and Securities premium account. The Business Plan of the Company envisages to provide Guarantee of Rs 2,500 crs, which would be much higher than the limit under Sec 186.

Approval of Shareholders is sought to enable Board of Directors to provide Guarantee / Securities in excess of limits specified under Sec 186.

By order of the Board of Directors
For BSS Microfinance Limited

Kavitha P. B.

P. B. Kavitha
[Company Secretary]

Place: Bangalore
Date: 5th May 2023