

**BSS Microfinance Limited**  
**Reg Off:** No. 11, 2<sup>nd</sup> Block, 2<sup>nd</sup> 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](mailto:bss@bssmfi.com) Website: [www.bssmfi.com](http://www.bssmfi.com)

### **NOTICE**

**Notice** is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the Company will be held on 4<sup>th</sup> July 2022, Monday at 11.30 AM, through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) 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 31<sup>st</sup> March 2022, together with the reports of the Board of Directors (the Board) and Auditors thereon.
2. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, M/s.Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) be and are hereby re-appointed as the Statutory Auditors of BSS Microfinance Limited (the Company) for a period of 5 years, to hold office from the conclusion of the Twenty Eighth Annual General Meeting until the conclusion of the Thirty Three Annual General Meeting of the Company.

Resolved further that the Board of Directors be and are hereby authorized to fix remuneration for the Statutory Auditor each year, taking into account recommendation of the Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to the above resolution.”

3. To appoint a Director in place of Sri. D. Kannan (DIN: 00498935) 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. D. Kannan (DIN: 00498935), 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.”

Additional director

#### **Special Business:**

4. **Appointment of Director:** To appoint Additional Director Sri. Tapobrat Chaudhuri as Director of the Company, being eligible, offers himself for appointment.

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

“Resolved that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Sri. Tapobrat Chaudhuri, (DIN: 0009291548), who was appointed as an Additional Director by the Board on 13th September 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to the above resolution.”

**5. Approval of Payment of Annual Commission for FY 2021-22 to Independent Director, Sri. Chandrashekhar Shrikrishna Sathe.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as SPECIAL RESOLUTION:

- A. “RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013, Independent Director, Sri. Chandrashekhar Shrikrishna Sathe (DIN: 00017605) be paid Commission of a sum of Rs.5,00,000/- (Rupees Five Lakhs only) for FY 2021-22”.

By order of the Board of Directors  
For BSS Microfinance Limited

P. B. Kavitha  
[Company Secretary]

Place: Bangalore  
Date: 10<sup>th</sup> June 2022.

## **General instructions for accessing and participating in the 28<sup>th</sup> AGM through VC/OAVM Facility**

- i) In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and 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 28<sup>th</sup> 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 28<sup>th</sup> AGM shall be the 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 28<sup>th</sup> 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 28<sup>th</sup> AGM will be available on the website of the Company at [www.bssmfi.com](http://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 12.15 Noon and post that no person shall be able to join the meeting.
- vi) Attendance of the Members participating in the 28<sup>th</sup> 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 28<sup>th</sup> AGM, from their registered email address, mentioning their name, folio number and mobile number, to reach the Company’s email address [bss@bssmfi.com](mailto: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 28<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 28<sup>th</sup> 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 28<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 28<sup>th</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 28<sup>th</sup> AGM.
- xi) Pursuant to the MCA Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 28<sup>th</sup> AGM and the Annual Report for the financial year 2021-22 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](mailto: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](mailto: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](http://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. 4 of the accompanying Notice dated 9<sup>th</sup> June 2022

ITEM NO. 4: In terms of Section 152, and any other relevant provisions of the Companies Act, 2013, it is proposed that the Additional Director of the Company, Sri. Tapobrat Chaudhuri (DIN: 0009291548) be considered for appointment as Non Executive Director of the Company.

Mr. Tapobrat Chaudhuri heads the Microfinance business of Kotak Mahindra Bank and has an experience of more than 2 decades in banking. He joined the Kotak group in 2005 in the Agri Business Group of the Bank and has worked in various roles before becoming the National Sales Manager in Corporate Agri Business. In this role he has handled & nurtured marquee relationships of companies in the Food & Agri sector. As a natural expansion of Kotak Bank's operations into the rural & semi-urban economy he built deep relationships with microfinance companies & NBFCs.

In his current role, his core responsibility is to strengthen & expand the retail microfinance franchise of Kotak with an objective of fostering financial inclusion while at the same time building a scalable and profitable business. He has tested skills of building, coordinating and leading teams. He is an ardent believer in the transformational role of technology in exponentially scaling up operations. He has actively worked with MFIN in various policy matters related to microfinance and was on MFIN's task force on drafting of the Code of Responsible Lending.

Mr. Tapobrat started his career as a probationary officer in the State Bank of India group and also had a stint with Axis Bank before joining the Kotak group. He is a science graduate and a Certified Associate of the Indian Institute of Bankers (CAIIB).

Approval of Shareholders is sought for appointment of Mr. Tapobrat Chaudhuri

ITEM NO.5. In terms of Sections 197, 198 and any other relevant provisions of the Companies Act, 2013, it is proposed that the Independent Director of the Company, Sri. Chandrashekhar Shrikrishna Sathe (DIN: 00017605), be paid a commission Rs.5,00,000/- (Rupees Five Lakhs only) for FY 2021-22. Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the Company is seeking approval of the Shareholders to compensate the Independent Director by way of payment of commission for his time devoted and contribution made, to the extent as determined by the Board of Directors. Approval of the Shareholders is sought by way of a Special Resolution under Section 197 of the Companies Act, 2013 for the payment of remuneration by way of commission to the Independent Director.

None of the Non-executive Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or, otherwise, in the resolution.

By order of the Board of Directors  
For BSS Microfinance Limited

P. B. Kavitha  
[Company Secretary]

Place: Bangalore  
Date: 10<sup>th</sup> June 2022