

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 Sixth Annual General Meeting (AGM) of the Company will be held on 24th July 2020, Friday at 11 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 31st March 2020, 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. Approval of Payment of Annual Commission for FY 2019-20 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.4,00,000/- (Rupees Four Lakhs only) for FY 2019-20”.

By order of the Board of Directors
For BSS Microfinance Limited



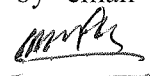
S Kumar
[Chief Executive Officer]

Place: Bangalore
Date: 25th June 2020

General instructions for accessing and participating in the 26th 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 26th 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 26th 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 26th 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 26th 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 10.45 A.M. to 11.15 A.M and post that no person shall be able to join the meeting.
- vi) Attendance of the Members participating in the 26th 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 26th 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 26th AGM with regard to the financial statements or any other matter to be placed at the 26th 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 26th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 26th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 26th 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 26th AGM and the Annual Report for the financial year 2019-20 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 i.e. from 25th July 2020.



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 25th June 2020.

ITEM NO.3. 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.4,00,000/- (Rupees Four Lakhs only) for FY 2019-20. 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 their 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 Directors.

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



S Kumar
[Chief Executive Officer]

Place: Bangalore
Date: 25th June 2020