

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 Thirtieth Annual General Meeting (AGM) of the Company will be held on 21st June 2024, Friday 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 31st March 2024, together with the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Sri. Tapobrat Chaudhuri (DIN: 09291548) 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. Tapobrat Chaudhuri (DIN: 09291548), 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. Regularisation of Additional Director Ms. Shwetha Kalappa

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

“RESOLVED THAT pursuant to provisions of Sections 152, 161, and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment, or modifications thereof, Ms. Shwetha Kalappa (DIN: 10214941) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on 28th June 2023, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters, and things which may deem necessary in this behalf.”

4. Regularisation of Additional Director Mr. Manish Kothari

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

“RESOLVED THAT pursuant to provisions of Sections 152, 161, and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment, or modifications thereof, Mr. Manish Kothari (DIN: 10546805) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on 23rd

April 2024, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters, and things which may deem necessary in this behalf.”

5. Regularisation of Additional Director Mr. S. Kumar

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

“RESOLVED THAT pursuant to provisions of Sections 152, 161, and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment, or modifications thereof, Mr. S. Kumar (DIN: 06603865) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on 23rd April 2024, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Executive Director and CEO of the Company, with effect from the date of this Annual General Meeting till the date of Retirement as defined in the Retirement Policy of the Company, and on the existing terms and conditions as per the Terms of employment.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters, and things which may deem necessary in this behalf.”

6. 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. 3,000 crs (Rupees Three Thousand 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

Place: Bangalore
Date: 28th May 2024

P. B. Kavitha
[Company Secretary]

General instructions for accessing and participating in the 30th AGM through VC/OAVM Facility

- i) Pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020, 5th May 2020, 25th September 2023 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Act, the 30th 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 30th 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 30th 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 30th 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 Zoom Link 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 30th 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 30th 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 30th AGM with regard to the financial statements or any other matter to be placed at the 30th AGM.
- ix) The Members are requested to use the following 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 30th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 30th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 30th 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 30th AGM and the Annual Report for the financial year 2023-24 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 28th May 2024

7. ITEM NO. 3 , 4 & 5 : Brief profiles of Ms. Shwetha Kalappa, Mr. Manish Kothari and Mr. S. Kumar are briefly provided hereunder. In order to further strengthen the Board, the approval of Shareholders is sought to regularisation of appointment of the Additional Directors.
- a. Ms. Shwetha Kalappa (DIN: 10214941): Ms. Shwetha Kalappa is a Talent Engagement Champion with over two decades of expertise in balancing strategic intent with operational excellence. She has extensive experience in the BFSI sector having lead the integration of people, process and technology of HR in two of the biggest mergers in the industry. Has led the various facets of HR as COE, Business Partner and Shared Services. Adept at leading global projects, currently lead the employee experience, and HR digital transformation journey across Kotak Mahindra Bank.
 - b. Mr. Manish Kothari (DIN: 10546805): Mr. Manish has been with Kotak Mahindra Bank for close to 3 decades & has been a part of Kotak Leadership Team (KLT) for the last 15 years. He took charge as the President & Head – Commercial Banking in August 2022 and he currently heads a 11,000+ strong team across India covering multiple segments, viz., Agri Business – MSME & Corporates, Rural – Tractor & Crop Loans, Logistics and Infra – CV, CE Loans and Working Capital, Inclusion – Microcredit and Gold Loans.
 - c. Mr. S. Kumar (DIN: 06603865): Mr. S. Kumar, a Chartered Accountant by qualification and Certified Associate of Indian Institute of Bankers, has more than 33 years of experience in the Financial Sector, including 19 years in the Banking Industry. Prior to this role, Kumar held position as Deputy General Manager of Vijaya Bank, Assistant General Manager of Syndicate Bank and Head of Finance of Bahraini Saudi Bank. Kumar had worked in several departments of the banks including Finance, Accounts, Credit Administration, ALM & Risk Management, Inspection & Audit, Planning and Funds Management & Treasury. Sankaranarayanan Kumar joined BSS Microfinance Limited as a member of Strategic Management Team (SMT) in September 2010.
8. 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 3,000 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

P. B. Kavitha
[Company Secretary]

Place: Bangalore
Date: 28th May 2024