



NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BELSTAR INVESTMENT AND FINANCE PRIVATE LIMITED WILL BE HELD ON MONDAY, THE 31ST JULY 2017 AT 11.30 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NEW NO. 33, OLD NO. 14, 48TH STREET, 9TH AVENUE, ASHOK NAGAR, CHENNAI – 600 083, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item No. 1 - To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2017 and the Report of the Board of Directors and Auditors Report thereon.

Item No. 2 - To declare dividend of Re. 0.45 per equity share of face value of Rs. 10 each (4.5%) for the financial year ended 31st March 2017.

Item No. 3 - To appoint a Director in place of Dr. Natarajan Jeyaseelan (DIN 02281278), who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 4- To ratify the appointment of M/s. N. Sankaran & Co., Chartered Accountants, Firm Regn. No. 003590S, Chennai, Statutory Auditors of the Company and fixing their remuneration.

SPECIAL BUSINESS:

Item No. 5 – To ratify and confirm the appointment of Mr. Ananthanarayanan Subramanian as an Independent Director

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

“**RESOLVED THAT** pursuant to provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ananthanarayanan Subramanian (DIN 01777552), who was appointed as an Independent Director of the Company as per Companies Act 1956 and the Articles of Association of the Company, by the Board of Directors with effect from December 20, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act be and is ratified as Independent Director of the Company in Non-Executive capacity, to hold office up to 19th December 2018 and he shall not be liable to retire by rotation”

**Item No. 6 – To Appoint Mr. Srinivasan Aravamuthan Iyengar as an Independent Director**

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

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Srinivasan Aravamuthan Iyengar (DIN 07846141), who was appointed as an Additional Director in Independent capacity of the Company by the Board of Directors with effect from 22nd June 2017 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director in Non-Executive capacity of the Company to hold office up to 30th Sept 2019 or date of 31st AGM whichever is earlier and he shall not liable to retire by rotation.”

Place : CHENNAI

**By Order of the Board of Directors
For Belstar Investment and Finance Private Limited**

Dated : July 07, 2017


Sunil Kumar Sahu
Company Secretary

**Notes:**

1. ALL THE MEMBERS ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT ANOTHER MEMBER OR ANY OTHER PERSON, AS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER.
2. The proxies to be effective should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, (the “Act”) relating to Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
6. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF).



7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Sec 170 of the Companies Act 2013 ("the Act") and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the member at the Annual General Meeting.
8. The Voting rights of shareholders shall be in proportion to their shares in the paid-up share capital of the Company as on 7th July 2017. The Record date for the purpose of payment of dividend and interest shall be 7th July 2017. Any person who is not a Member as on the record date should treat this Notice for information purposes only.
9. The Board of Directors of the Company at their meeting held on 13th May 2017 has recommended a dividend of 4.5% i.e Rs 0.45 per share as final dividend for the financial year 2016-17. Dividend, if declared, at the AGM, will be paid on or before 30th August 2017. The dividend, if approved at the AGM, will be paid to those members whose names appear on the register of members of the Company as of the end of the day on 7th July 2017.
10. The relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the AGM.
11. This notice and the Annual Report will also be available on the Company's website <http://belstar.in/Annual-Reports.php> for download.
12. Additional information, pursuant to the Secretarial standard on General Meetings (SS-2), in respect of the Director seeking appointment/reappointment at the AGM, forms part of the explanatory statement.

Place : CHENNAI

**By Order of the Board of Directors
For Belstar Investment and Finance Private Limited**

Dated : July, 07, 2017


**Sunil Kumar Sahu
Company Secretary**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY****IN RESPECT OF ITEM NO. 5**

Mr. Ananthanarayanan Subramanian (DIN 01777552) was appointed as an independent Director on 20th December 2013. As the Company was a Private company at the time of his appointment, the appointment of an Independent Director was not mandatory for the Company as per the Companies Act, 1956. However, as per Articles of Association of the Company it was mandatory to appoint an independent director. Accordingly, the Company had appointed Mr. Ananthanarayanan Subramanian as Independent Director. The term of appointment was not determined as the erstwhile Act and the Articles of Association of the Company did not provide for the same at that time. As the Company is now a subsidiary of a public Company, the provisions of the Companies Act, 2013 pertaining to independent Director is applicable.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Ananthanarayanan Subramanian for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013. Mr. Ananthanarayanan Subramanian is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Ananthanarayanan Subramanian that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Mr. Ananthanarayanan Subramanian possesses appropriate skills, experience, and knowledge and, he fulfils the conditions for his appointment as an Independent Director as specified in the Companies. Act

Hence proposal is placed before the shareholders to ratify and confirm the appointment of Mr. Ananthanarayanan Subramanian and determine his term of office as valid for a period of Five years from 20th December 2013 to 19th December 2018.

The Board recommends the resolution no. 5 for the approval of members as an ordinary resolution.

Except Mr. Ananthanarayanan Subramanian being the appointee none of the Directors nor Key Managerial personnel or their respective relatives are in any way concerned or interested in this resolution.

IN RESPECT OF ITEM NO. 6

The Board of Directors of the Company in their meeting held on June 22, 2017, have appointed Srinivasan Aravamuthan Iyengar (DIN 07846141) as an Additional Director of the Company, categorised as Independent, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. A Srinivasan Aravamuthan Iyengar for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013. Mr. Srinivasan Aravamuthan Iyengar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Srinivasan Aravamuthan Iyengar that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board Mr. Srinivasan Aravamuthan Iyengar possesses appropriate skills, experience and knowledge and, he fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act .

Hence proposal is placed before the shareholders for appointment of Mr. Srinivasan Aravamuthan Iyengar and determine his term of office up to 30th Sept 2019 or date of 31st AGM whichever is earlier.

The Board recommends the resolution no. 6 for the approval of members as an ordinary resolution.

Except Mr. Srinivasan Aravamuthan Iyengar being the appointee none of the Directors nor Key Managerial personnel or their respective relatives of thereof are in any way, concerned or interested in the above resolution.



ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL MEETING AS PER SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

Name of Directors	Mr. Ananthanarayanan Subramanian	Mr. Srinivasan Aravamuthan Iyengar	Dr. Natarajan Jeyaseelan
DIN	01777552	07846141	02281278
Category	Non-Executive	Non-Executive	Non-Executive
Designation	Independent Director	Independent Director	Promoter Nominee Director
Date of Birth (Age)	03/06/1949	02/03/1950	23/05/1961
Date of First Appointment of the Board	20/12/2013	22/06/2017	23/09/2015
Experience	Mr. A. Subramanian is a former Executive Director of Indian Bank. Before elevation as Executive Director, he was General Manager in Oriental Bank of Commerce in charge of Treasury, Balance Sheet & Taxation, International banking, Investor relations and HR. He has four decades of banking experience both in administrative office and the field, in all facets of banking and also visited many foreign countries for attending various seminars and meeting investors of the bank. While in service he was an active member of Accounts and Taxation committee of Indian Banks Association since 2004.	He was a demonstrator in Chemistry in RDM College, Sivaganga for 6 months on completion of degree in 1969. Served in various capacities in Indian Bank and retired as General Manager in Technology Management Department in March 2010. He Served in various positions in branches and Head Office. Areas of exposure include Forex and Technology besides a stint as Faculty in banks Staff College and part of Organization and Methods (Systems and Procedure) department of the bank. He was part of the Technology Management department during introduction of ALPMs / ATMs / TBC during 1991 to 1998. Was an executive in charge of CBS implementation during 2004 to 2008, followed by implementation of many technology products in the bank till March 2010. Fifteen years exposure in technology management department of Indian Bank. He served as consultant to Precision Group on Banking Technology, CAMS (Computer Age Management Services) Equitas Micro Finance – now named as Equitas Small Finance Bank for their Core Banking Solution identification / implementation	Dr. N. Jeyaseelan, with over two decades of experience in rural banking has piloted several microfinance initiatives in the banking sector, including the Indian Bank's Special Unit for Microfinance Project. A PhD in Microfinance, he has done several assignments in self-help groups, microfinance and micro insurance programmes across several countries. He has served as consultant to the UNDP, UNOPS, GIZ, IFAD, Agricultural Finance Corporation, TamilNadu Corporation for Development of Women Ltd, and Water Partner International (USA)
Shareholdings in the Company	NIL	NIL	NIL
No of meeting of the Board attended during FY 2016-17	Seven out of Seven	NIL	Seven out of Seven

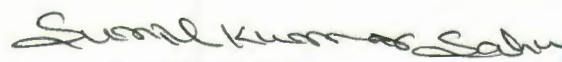


Directorships held in other Companies	NIL	NIL	1. HAND IN HAND CONSULTING SERVICES PVT LTD 2. HAND IN HAND INCLUSIVE DEVELOPMENT AND SERVICES
Particulars of Committee Chairmanship/ Membership held in other Companies	NIL	NIL	NIL
Relationship with other Directors / KMP of the Company	NIL	NIL	NIL
Terms and Conditions of appointment/ re-appointment	The appointment is for period of five years from December 20, 2013 to December 19, 2018 and he shall not liable to retire by rotation during the said tenor.	The appointment is up to 30th Sept 2019 or date of 31 st AGM whichever is earlier, and he shall not liable to retire by rotation during the said tenor.	Non-executive Director liable to retire by rotation
Remuneration sought to be paid	Sitting fees for attending per meeting of Board / Committees as may be decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder.	Sitting fees for attending per meeting of Board / Committees as may be decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder.	Sitting fees for attending, per meeting of Board / Committees as may be decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder.
Remuneration drawn during FY- 2016-2017	Rs 8,20,000 (As toward Siting Fees)	NIL	NIL

Place : CHENNAI

By Order of the Board of Directors
For Belstar Investment and Finance Private Limited

Dated : July 07, 2017


Sunil Kumar Sahu
Company Secretary



ATTENDANCE SLIP
BELSTAR INVESTMENT AND FINANCE PRIVATE LIMITED
U06599TN1988PTC081652

Regd Office: New No 33, Old No 14, 48th Street ,9th Avenue , Ashok Nagar, Chennai, India-600083
Phone No:+91-44-43414567 Email:bifpl@belstar.in Web site:www.belstar.in

Member(s) or his/her/their proxy(ies) are requested to present this form for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

Name and address of the shareholder/Proxy:

Folio No: _____

DP ID & Client ID*: _____

No of shares held: _____

I/ We certify that I/ we am /are registered shareholder/proxy for the registered Shareholder of the Company and hereby record my/our presence at the 29th Annual General Meeting of the Company on 31st July 2017 at 11.30 a.m at New No.33, Old 14, 48th Street, 9th Avenue, Ashok Nagar, Chennai, Tamil Nadu – 600083

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

*Applicable for investors holding shares in electronic form.

PROXY FORM
Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

BELSTAR INVESTMENT AND FINANCE PRIVATE LIMITED

Registered office: New No.33, Old no.14, 48th Street, 9th Avenue, Ashok Nagar, Chennai, Tamil Nadu, India – 600083,
Phone: +91-44-43414567, Email: bifpl@belstar.in, Web site: www.belstar.in
CIN: U06599TN1988PTC081652

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No/ Client Id:

DPID:

I/We, being the member(s), holding shares of the above named company, hereby appoint

1. Name: Address:

E-mail Id: Signature:, or failing him/her

2. Name: Address:

E-mail Id: Signature:, or failing him/her

3. Name: Address:

E-mail Id: Signature:, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on 31st July 2017, at 11.30 a.m at New No.33, Old No 14, 48th Street, 9th Avenue, Ashok Nagar Chennai-600083 and at any adjournment(s) thereof, in respect of the resolutions, as are indicated below:

I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sr.No	Resolution	For	Against	Abstain
Ordinary Business				
1	To Adopt the Financial Statements for the year ended 31 st March 2017			
2	To Declaration of Dividend			
3	To re-appoint DR. Natarajan Jeyaseelan who retires by rotation and being eligible, offers himself for reappointment			
4	To Ratification of the appointment of Statutory Auditors			
Special Business				
5	To ratify the Appointment of Mr. Ananthanarayanan Subramanian as an Independent Director			
6	To Appoint Mr. Srinivasan Aravamuthan Iyengar as an Independent Director			

Signed this _____ day of _____, 2017

Signature of shareholder/
Authorised Person in case of corporate shareholder

Signature of Proxy holder

Affix Re.1 Revenue Stamp

*Please put a "X" in the Box in the appropriate column against the respective resolutions. If you leave the 'Assent' or 'Dissent' column blank against any or all the resolutions, your Proxy will be entitled to vote in manner as he/she think appropriate

ROUTE MAP TO AGM VENUE

