



# BELSTAR MICROFINANCE PRIVATE LIMITED

(Formerly known as Belstar Investment and Finance Private Limited)

## SHORTER NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT FIRST EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF BELSTAR MICROFINANCE PRIVATE LIMITED FOR THE FY 2019-20 WILL BE HELD THURSDAY ON DECEMBER 05, 2019 AT 2.00 P.M AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT MV SQUARE, NO 4/14, SOUNDARAPANDIAN STREET, ASHOK NAGAR, CHENNAI 600083, TO TRANSACT THE FOLLOWING BUSINESS:

### **SPECIAL BUSINESS:**

#### **1. APPROVAL FOR CONVERSION OF THIS COMPANY INTO A PUBLIC LIMITED COMPANY (BELSTAR MICROFINANCE PRIVATE LIMITED TO BELSTAR MICROFINANCE LIMITED)**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13 & 14 and other applicable provisions of the Companies Act, 2013 if any, and the rules made thereunder, approval of the members be and is hereby accorded, for the Conversion of the Company into a Public Limited Company and consequently the name of the Company be and is hereby changed from "Belstar Microfinance Private Limited" to "Belstar Microfinance Limited" by deletion of the word "Private" before the word Limited in the name of the Company."

**"RESOLVED FURTHER THAT** the word "Private" appearing in the name clause of the Memorandum of Association and Articles of Association of the Company be and is hereby deleted and necessary corrections be made in all such papers, documents and matters to give effect of the changed name accordingly."

**"RESOLVED FURTHER THAT** the Mr Sunil Kumar Sahu, Company Secretary of the Company be and is hereby authorised to make application, file forms, etc. for change of status of the Company and consequently change in name of the Company, with the Registrar of Companies and is hereby further authorised to do all such acts, deeds and things as may be required or deemed expedient to give effect to this resolution."

#### **2. AMENDMENT OF MEMORANDUM OF ASSOCIATION**

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

**"RESOLVED THAT** in terms of Section 13 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, approval of the members be and is hereby accorded that Clause I of the Memorandum of Association be and is hereby amended as follows:

I. The name of the Company is **BELSTAR MICROFINANCE LIMITED.**"

**"RESOLVED THAT** the Mr. Sunil Kumar Sahu, Company Secretary be and is hereby authorised to file, sign, execute and deliver relevant forms including with the Registrar of Companies, Chennai and provide certified copies of Amended Memorandum of Association of the Company to such lenders, regulators, investors, etc. as may be required in this regard."



CIN No. : U06599TN1988PTC081652

Regd. Off : No. 33, 48th Street, 9th Avenue, Ashok Nagar, Chennai - 600 083.

Corporate Office : No.4/14, Soundrapandian Street, Ashok Nagar, Chennai - 600 083.

Phone : +91 - 44 - 43414567 / 45544026 Email : bifpl@belstar.in Web site : www.belstar.in



**3.AMENDMENT TO THE ARTICLES OF ASSOCIATION**

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

**"RESOLVED THAT** in terms of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to the conversion of the Company into a Public Limited Company, approval of the members be and is hereby accorded for adoption of a new set of Articles of Association of the Company incorporating the provisions applicable to a Public Limited Company as placed before the meeting and new Articles of Association be and is hereby substituted in place of the existing Articles of Association of the Company.

**RESOLVED THAT** the Mr. Sunil Kumar Sahu, Company Secretary be and is hereby authorised to file, sign, execute and deliver relevant forms including with the Registrar of Companies, Chennai and provide certified copies of amended Articles of Association of the Company to such lenders, regulators, investors, etc. as may be required in this regard."

**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. 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.**
2. In case of Corporate Shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is given below and forms part of this notice.
4. 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 EGM
5. Route Map along with landmark to the venue of the Meeting is annexed and forms part of the notice.

Place : CHENNAI

By Order of the Board of Directors  
For **Belstar Microfinance Private Limited**  
(Formerly known as Belstar Investment and Finance Pvt Ltd)

Dated : November 30,,2019

Sunil Kumar Sahu  
Company Secretary





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE FIRST EXTRA ORDINARY ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY**

**IN RESPECT OF ITEM NO. 1,2&3**

In order to achieve operational efficiency and reach out to a large investor base, the Board of Director vides its Board meeting held on October 31,2019 proposes to convert into a Public Limited company subject to approval of shareholders

Upon conversion of the company, the word" Private", wherever it appears in the name of the company will be removed including in the Memorandum and Articles of Association of the company.

The company will amend the Memorandum of Association for deletion of word "Private", wherever it appears in the name of company. The company will also propose to adopt a new set of Articles of Association of the company applicable for a public limited company; changes will include removal of restrictive clauses applicable to a private limited company

Hence, consent of the Members is being sought by way of Special Resolution in terms of Sections 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the Resolution.

**Inspection of Documents**

The documents pertaining to the above Special Business are available for inspection in physical form only working day, during business hour, i.e., between 9.30 a.m. and 5.30 pm, at the Registered office of the Company and at the venue of here.

Place : CHENNAI

By Order of the Board of Directors  
For **Belstar Microfinance Private Limited**  
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Dated : November 30 ,2019

Sunil Kumar Sahu  
Company Secretary





# BELSTAR MICROFINANCE PRIVATE LIMITED

CIN: U06599TN1988PTC081652

Regd Office: New No 33, Old No 14, 48<sup>th</sup> Street ,9th Avenue, Ashok Nagar, Chennai, India-600083

Corporate Office: No.4/14, Soundrapandian Street, Ashok Nagar, Chennai - 600083

Phone No: +91-44-43414567 Email: bifpl@belstar.in Web site: www.belstar.in

## 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]

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: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_ , or failing him/her

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_ , or failing him/her

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_

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 1<sup>st</sup> Extraordinary General Meeting FY 2019-20 of the Company to be held on December 05, 2019 at 2.00 p.m at Corporate Office - No.4/14, Soundrapandian Street, 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:

Sl.No	Resolution	For	Against	Abstain
<b>Special Business</b>				
1	APPROVAL FOR_ CONVERSION OF THIS COMPANY INTO A PUBLIC LIMITED COMPANY (BELSTAR MICROFINANCE PRIVATE LIMITED TO BELSTAR MICROFINANCE LTD)			
2	AMENDMENT OF MEMORANDUM OF ASSOCIATION			
3	AMENDMENT TO THE ARTICLES OF ASSOCIATION			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Affix Re.1  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder

**Note:**

- \*1. 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
2. This proxy form in order to be effective must be duly completed and deposited at the registered office of the Company not less than 48 hours before commencement of the of the meeting.



# BELSTAR MICROFINANCE PRIVATE LIMITED

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PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID : \_\_\_\_\_

Folio / Client ID : \_\_\_\_\_

No of shares held : \_\_\_\_\_

Name and address of the shareholder/Proxy:

I hereby record my presence at the 1<sup>st</sup> Extraordinary General Meeting FY 2019-20 of the Company held on Thursday , December 05 ,2019 as at 2.00 p.m at Corporate Office - No.4/14, Soundarapandian Street, Ashok Nagar, Chennai – 600083.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

## Route Map to the Venue of EGM

