



BELSTAR INVESTMENT AND FINANCE PRIVATE LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT FIRST EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF BELSTAR INVESTMENT AND FINANCE PRIVATE LIMITED FOR THE FY 2018-19 WILL BE HELD FRIDAY ON JUNE 29, 2018 12.00 NOON AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OLD NO. 14, NEW NO. 33, 48TH STREET, 9TH AVENUE, ASHOK NAGAR, CHENNAI – 600 083, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY, WITH CONSEQUENT AMENDMENT OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

"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 Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, as may be amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from ` Rs. 100,00,00,000 (Rupees Hundred Crores Only) comprising 6,90,00,000 (Six Crores Ninety Lakhs Only) Equity Shares of Rs. 10/- each and 3,10,00,000 (Three Crores Ten Lakhs Only) Preference Shares of Rs. 10/- each to Rs. 100,00,00,000 (Rupees Hundred Crores Only) comprising 5,00,00,000 (Five Crores Only) Equity Shares of Rs. 10/- each and 5,00,00,000 (Five Crores Only) Preference Shares of Rs. 10/-

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted by the following:

"The Authorized Share Capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crores Only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of Rs. 10/- each and 5,00,00,000 (Five Crores Only) Preference Shares of Rs. 10/-". The Company has power from time to time to increase or reduce, its capital and to divide the share in the capital for the time being into other classes and to attach thereto respectively, such preferential deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary modify or aggregate any such rights. privileges or conditions or restrictions In such manner as may be from time to time permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

CIN No. : U06599TN1988PTC081652

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2. Issue of Rated Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) on Preferential Allotment Basis through Private Placement

"RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) (to the extent applicable) or any other competent authorities from time to time to the extent applicable and other applicable Rules, Regulations, Guidelines, Notification and Circulars made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with Memorandum and Articles of Association of the Company, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India (GOI), and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to necessary agreements with the concerned parties, the consent of the Company 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 duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), of the Company to invite/offer, issue, and allot up to 1,90,00,000 (One Crore Ninety Lakh) Rated, Non-Convertible, Redeemable, Cumulative Preference Shares ("**NCRCPs**" or "**Preference Shares**") of face value of Rs.10/- (Rupees Ten only) each fully paid-up for cash at par at an issue price of Rs. 10/- (Rupees Ten only) aggregating to Rs 19,00,00,000 (Nineteen Crores only) by way of preferential placement basis through issue of offer document to UNIFI AIF on the following terms and on such other terms and conditions as set out in the Explanatory Statement annexed hereto ("**Issue**"):

The Preference Shares shall be subject to the following terms and conditions:

- (a) The Preference Shares shall carry dividend of 10.25% on the Issue Price of NCRCPs -In case the Call Option is exercised else 10.50% on the Issue Price of NCRCPs.
- (b) The Preference Shares shall redeem at the end of 285 (Two Hundred and Eighty-five) days from the Deemed Date of Allotment in case the Call Option is exercised/ At the end of 546 (Five Hundred and Forty-Six) days from the Deemed Date of Allotment in case the Call Option is not exercised.
- (c) The Preference Shares shall carry a preferential right to dividend to be determined by the Board. The dividend will be calculated pro-rata i.e. from the date of allotment of such Preference Shares;
- (d) The Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company;
- (e) The Preference Shares, in winding up, rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares;
- (f) The holders of the Preference Shares will not be entitled to participate in surplus funds nor in surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
- (g) The holders of the Preference Shares shall have no option of conversion into equity shares of the Company;
- (h) The payment of dividend on the Preference Shares shall be cumulative.
- (i) The Preference Shares shall be compulsorily redeemable.





- (j) The voting rights of the persons holding the Preference Shares shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013;
- (k) The Preference Shares will be redeemed at such price, in one or more instalments on expiry of specified periods;

“RESOLVED FURTHER THAT the Board/Securities Allotment Committee of Board of Directors be and hereby authorized to decide from time to time about tranches of allotment and to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary to giving effect to this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolution.”

3. Issue of Equity Shares on A Preferential Allotment Basis

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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, subject to requisite permissions consents, sanctions and approval if any, or any authority, including Reserve Bank of India (RBI), as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to the Board to create, issue, offer, and allot, 42,00,000 nos. of Equity shares of the Company of the face value of Rs. 10/- each (“Equity Shares) at a price of Rs.156.77/- each (Including a Premium of Rs.146.77/- Per shares) aggregating up to Rs. 65,84,34,000/- (Rupees Sixty-Five Crore Eighty-Four Lakhs and Thirty-Four Thousand only) to M/s. Muthoot Finance Ltd (MFL), existing shareholder of the Company, on a preferential allotment basis, in one/more tranches within one year of passing this Special Resolution, on such terms and conditions, and in such manner as the Board may think fit in its absolute discretion.”

“RESOLVED FURTHER THAT pursuant to Section 62(1)(c) of the Companies Act, 2013, the Company has obtained the Share Valuation report from M/s. AROCKIASAMY & RAJ, Chartered Accountants, Chennai (having Firm Registration Number 06850S) dated May 15, 2018, and the value of the equity share is determined to be Rs.155/- per share, and the same is taken on record.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted pursuant to this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.”





“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to proceed for issue and allotment of the shares and issue of necessary Offer Letter, and other necessary papers, documents or letters in accordance with the Act.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable, incidental and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt and take all other steps which may be incidental, consequential, relevant or ancillary in this connection.”

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 Investment and Finance Private Limited**

Dated : June 25 ,2018

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**

The present Authorised Share Capital of the Company is Rs. 100,00,00,000 (Rupees Hundred Crores Only) comprising 6,90,00,000 (Six Crores Ninety Lakhs Only) Equity Shares of Rs. 10/- each and 3,10,00,000 (Three Crores Ten Lakhs Only) Preference Shares of Rs. 10/- each . The Paid-up Share Capital is `Rs. 55,64,65,680/- divided into 2,46,46,568 Equity shares of ` 10/- each and 3,10,00,000 preference shares of Rs 10 each. The unissued Share Capital stands at Rs. 44,35,34,320 /- divided into 4,43,53,432 Equity Shares of ` 10/- each.

To facilitate the proposed Issue of Preference Shares as stated under item no. 2 of this Notice, it is necessary to reclassify the Authorised Share Capital of ` to Rs. 100,00,00,000 (Rupees Hundred Crores Only) comprising 5,00,00,000 (Five Crores Only) Equity Shares of Rs. 10/- each and 5,00,00,000 (Five Crores Only) Preference Shares of Rs. 10/- each. Consequent to the said reclassification, the Capital Clause V of Memorandum of Association of the Company is also required to be altered.

Hence, consent of the Members is being sought by way of Special Resolution in terms of Sections 13 and 61 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.

The Board recommends the resolution no. 1 for the approval of members as a Special resolution.

IN RESPECT OF ITEM NO. 2

In order to augment long term resources for implementing future growth plans, it is proposed to issue rated, non-convertible, redeemable, cumulative preference shares ("**NCRCPs**" or "**Preference Shares**") of the Company for any one or more of the following purposes: (a) general corporate purposes (b) augmenting long term finance for funding growth and capital expenditure (c) funding capital requirements in any form (d) working capital requirements and (e) pre-payment/ repayment of debt. The provisions of the Companies Act, 2013 require the Company to seek approval of the members for issue of preference shares on private placement.

Section 62 of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a special resolution. Furthermore, as per Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, framed thereunder, a company offering or making an invitation to subscribe to securities, including Rated, Non-Convertible, Redeemable, Cumulative Preference Shares a preferential basis through private placement, is required to obtain the prior approval of the shareholders by way of a special resolution, for each of the offers and invitations. The approval of the members is accordingly being sought by way of a special resolution under Sections 42, 55 and 62 of the Companies Act, 2013, read with the rules made thereunder, for the issue of the Preference Shares aggregating an amount not exceeding





Rs. 19,00,00,000 and to offer and allot the Preference Shares on a preferential basis through private placement on the terms and conditions set out hereunder.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the Preference Shares:

- (i) Number of Preference Shares: 1,90,00,000 each having a face value of Rs. 10 (Rupees Ten)
- (ii) Nature of Shares: Cumulative; Non-Participating; Non-Convertible
- (iii) Objectives of the issue : For (a) general corporate purposes (b) augmenting long term finance for funding growth and capital expenditure (c) funding capital requirements in any form (d) working capital requirements and (e) pre-payment/ repayment of debt.
- (iv) Manner of Issue: Preferential Allotment basis to existing preference shareholder
- (v) Price of each Preference Share: Rs. 10/-
- (vi) Basis on which the price has been arrived at: Not applicable , as the proposed issue is of Non –Convertible Redeemable preference Shares)

(vii) Terms of Issue:

Issuance Mode	In demat mode only
Trading Mode	In demat mode only
Security Name	10.25% BIFPL NCRCPs 2019 – Series II
Rate of Dividend	10.25% on the Issue Price of NCRCPs -In case the Call Option is exercised else 10.50% on the Issue Price of NCRCPs
Yield (XIRR)	10.25% on the Issue Price of NCRCPs -In case the Call Option is exercised else 10.50% on the Issue Price of NCRCPs
Premium on Issue	Nil
Minimum Application	1000 (Thousand) NCRCPs and in multiples of 100 (Hundred) NCRCPs thereafter
Tenor	546 (Five Hundred and Forty Six)) days from the Deemed Date of Allotment
Put Option	Not Applicable
Call Option	Applicable
Put Option Date	Not Applicable
Call Option Date	At the end of 285 days from Deemed Date of Allotment
Put Option Notification Time	Not Applicable
Call Option Notification Time	30 (Thirty Days) prior to the exercise date
Dividend Type	Cumulative
Listing	Unlisted

Proposed Dividend Payment Mechanism:

In case the Call Option is exercised.

Dividend Payment Date and Redemption/Maturity Date	Dividend for the Period		Number of Days	Day Count Convention	Payment made and received by the holders of NCRCPs (Rs.)
	From and including	Up to and including			
29-Jun-18					-19,00,00,000
10-Apr-19	29-Jun-18	10-Apr-19	285	365	20,50,42,430
				XIRR	10.25%





In case the Call Option is NOT exercised.

Dividend Payment Date and Redemption/Maturity Date	Dividend for the Period		Number of Days	Day Count Convention	Payment made and received by the holders of NCRCPs (Rs.)
	From and including	Up to and including			
29-Jun-18					-19,00,00,000
10-Apr-19	29-Jun-18	10-Apr-19	285	365	1,50,42,430
27-Dec-19	11-Apr-19	27-Dec-19	261	365	20,44,51,090
				XIRR	10.50%

- All amounts above are net of any dividend distribution tax. If any dividend distribution tax is applicable on the above payments, the Issuer must gross up the Dividend such that the above amounts are received by the Investor. The issuer will protect the post-tax XIRR of 10.50% (10.25%, in case the Call Option is exercised) in preference dividends received by the investors from any change in regulations pertaining to taxation of all preference dividends without exception in the hands of investors, such that the pre-tax cost of dividend rate, and applicable corporate tax for that financial year to the issuer is maintained. However, change in regulations that doesn't impact all categories of investors will not be considered by the Issuer for maintaining the XIRR as aforesaid.
- If the Dividend Payment Dates are different from the dates stated above, the Dividend shall be calculated such that the Investor's Yield is maintained at the time of each payout. However, the last Dividend Payment Date must coincide with the Redemption Date.

(viii) Terms of Redemption; Manner and Mode of Redemption:

Redemption	At the end of 285 (Two Hundred and Eighty Five) days from the Deemed Date of Allotment in case the Call Option is exercised. At the end of 546 (Five Hundred and Forty Six) days from the Deemed Date of Allotment in case the Call Option is not exercised.
Redemption Date	December 27, 2019
Settlement Mode	Settlement by way of RTGS/Fund Transfer or any other electronic mode offered by Banks.
Redemption Premium	Not Applicable
Redemption Amount	Face Value amount of Rs. 10 per NCRCPs plus any Dividend accrued but not paid on any previous Dividend Payment Date(s) as well as the Dividend accrued up to the Redemption Date.
Transfer	The NCRCPs shall be freely transferable subject to guidelines laid down by SEBI, RBI, the Depositories, Memorandum and Articles of Association of the Issuer.
Mode of Redemption	In pursuance of sub-rule (6) of rule 9 of the Companies (Share Capital & Debentures) Rules, 2014, the Company shall redeem the NCRCPs as per terms specified in the Private Placement Offer Letter or as varied after due approval of holder(s) of the NCRCPs under section 48 of the Companies Act, 2013. In pursuance of section 55 of the Companies Act, 2013, the NCRCPs shall be redeemed out of the



	profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption.
Capital Redemption Reserve	<p>In pursuance of section 55 of the Companies Act, 2013, in the event that the Issuer decides to redeem the NCRCPs otherwise than out of proceeds realized from issuance of fresh shares, i.e. out of the profits of the Company which would otherwise be available for dividend, the Company shall, out of such profits, transfer a sum equal to the nominal amount of the NCRCPs to be redeemed, to the Capital Redemption Reserve Account, and the provisions of the Companies Act, 2013 relating to reduction of share capital of the Company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.</p> <p>The Capital Redemption Reserve Account may also be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.</p>

(ix) Current Shareholding Pattern of the Company

Sl. No.	Particulars/Category	No. of Shares	Percentage (%)
1	DR KALPANAA SANKAR	1,02,674	0.42
2	Mr. CV SANKAR	100	0.00
3	MS D BINDHU	100	0.00
4	SARVAM FINANCIAL INCLUSION TRUST	65,75,397	26.68
5	HAND IN HAND CONSULTING SERVICES PRIVATE LIMITED	4,29,472	1.74
6	MUTHOOT FINANCE LIMITED	1,75,38,825	71.16
Total		2,46,46,568	100.00

(x) Expected Dilution due to Issue: As the NCRCPs are non-convertible, there will be no dilution in equity shares of the Company.

The Board recommends the resolution no. 2 for the approval of members as a Special resolution. None of the Directors of the Company or their respective relatives/KMPs are, in any way, concerned or interested, financially or otherwise in this resolution.



**IN RESPECT OF ITEM NO. 3**

The following Explanatory statement sets out all material facts relating to the special resolution/special business mentioned in the accompanying Notice dated 25.06.2018.

Issue of 42,00,000 equity shares of Rs.10/- each on a preferential allotment basis

The Company proposes to make a preferential allotment of equity shares to the existing shareholder, M/s. Muthoot Finance Ltd (MFL), which has been recommended by the Board of Directors of the Company at its meeting held on May 11, 2018.

S. No.	Details of Subscriber	No of Equity shares	Consideration (Rs.)
1	Muthoot Finance Ltd (MFL)	42,00,000	65,84,34,000
	Total	42,00,000	65,84,34,000

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013")

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 42,00,000 nos. of Equity shares of the Company of the face value of Rs. 10/- each ("Equity Shares") at a price of Rs.156.77/- each (Including a Premium of Rs.146.77/- Per shares) aggregating up to Rs. 65,84,34,000/- (Rupees Sixty-Five Crore Eighty-Four Lakhs and Thirty-Four Thousand only) ("Equity Shares"), to Muthoot Finance Ltd (MFL), the existing shareholder of the Company on a preferential basis on the terms and conditions set out as under.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 the relevant disclosures / details are given below:

1. The Objects of the issue through preferential offer:

The Issuer shall utilise the moneys received towards general corporate purposes and for the ordinary course of business of the Issuer including towards the repayment / re-financing of existing debt of the Issuer. And repayment of existing Preference share Capital, which will help the company to reduce the borrowing cost and also to enhance the debt/ capital raising capacity in order to respond to various opportunities for the further growth of the business of the Company in terms of introduction of new products, and scaling up of existing SHJ/JLG on lending to members, so as to leverage such structure to achieve higher growth in terms of revenue and profit

2. The total number of shares or other securities to be issued:

The total number of Equity shares to be issued will be 42,00,000 nos.

3. Price or price band at/within which the allotment is proposed:

The equity shares will be allotted at face value of Rs. 10/- each (the "Equity Shares"), at a price of Rs.156.77/- each (Including a Premium of Rs. 146.77/- per share)



**4. Basis on which the price has been arrived at along with report of the registered valuer:**

For calculation of fair value of shares, the Discounted Cash Flow Method (DCF) method which is one of the internationally accepted methods for valuation of share has been taken into consideration.

The Share Valuation report dated May 15, 2018 was obtained by the Company from M/s. Arockiasamy & Raj Chartered Accountants, Chennai (having Firm Registration Number 06850S).

5. The Relevant date with reference to which the price has been arrived at:

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as March 31, 2018.

6. Class or classes of persons to whom the allotment is proposed to be made:

The identity of the natural persons who are the beneficial owners of the Equity Shares to whom it is proposed to be allotted and/or who ultimately control the proposed allottee is as follows:

S. No.	Details of Subscriber	No of Equity shares	Consideration (Rs)
1	Muthoot Finance Ltd (MFL)	42,00,000	65,84,34,000
	Total	42,00,000	65,84,34,000

7. The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:

The Preferential Issue is not being made to the Promoters, Directors or Key Management Personnel of the Company and the Promoters, Directors or Key Management Personnel of the Company do not intend to subscribe to the offer.

8. The proposed time within which the allotment shall be completed:

The Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 12 months from the date of passing of the special resolution by the shareholders granting consent for preferential issue at Extraordinary General Meeting.

9. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

S. No.	Name of the Proposed Allottee	% of Post Preferential Offer Capital
1.	Muthoot Finance Ltd (MFL)	75.36%

10. The change in control, if any, in the company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.





11. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential issue of equity shares during the current year.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

13. The pre-issue and post issue shareholding pattern

Sr. No	Category	Pre-issue		Post Issue	
		No of Shares held	% of Share holding	No of Shares held	% of Share holding
A	Promoter's holding:				
1	Indian:				
	Individual	102874	0.42	102874	0.36
	Bodies Corporate	70,04,869	28.42	70,04,869	24.28
	Sub -Total	71,07,743	28.84	71,07,743	24.64
2	Foreign Promoters	-	-	-	-
	Sub -Total (A)	71,07,743	28.84	71,07,743	24.64
B	Non- Promoter's holding:				
1	Institution Investors	17538825	71.16	2,17,38,825	75.36
2	Non – Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Other (including NRIs/ Non-resident Investor)	-	-	-	-
	Sub -Total(B)	17538825	71.16	2,17,38,825	75.36
	GRAND TOTAL	2,46,46,568	100%	2,88,46,568	100

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013.

The members are, therefore, requested to accord their approval authorizing the Board for the proposed issue of shares on preferential basis as set out in the Item no. 3 as a Special Resolution.





None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution, except Mr. George M Alexander, Mr. George M Jacob & Mr. K R Bijimon, Investor Directors representing Muthoot Finance Limited.

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 also at the venue of here.

Place : CHENNAI

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

Dated : June 25 ,2018

Sunil Kumar Sahu
Company Secretary

