



BELSTAR MICROFINANCE LIMITED

A Subsidiary of Muthoot Finance Limited

+91-44-43414567/ 43414511 www.belstar.in bml@belstar.in

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

Corporate Office : M V Square, No. 4/14,
Soundarapandian Street, Ashok Nagar,
Chennai - 600 083.

CIN:U06599TN1988PLC081652

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 35TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF BELSTAR MICROFINANCE LIMITED ('THE COMPANY') WILL BE HELD ON FRIDAY, SEPTEMBER 15, 2023, AT 3.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT M V SQUARE, NO. 4/14, SOUNDARAPANDIAN STREET, ASHOK NAGAR, CHENNAI- 600083 THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE BUSINESSES MENTIONED BELOW:

ORDINARY BUSINESS:

Item No. 1 - To receive, consider, and adopt the Audited Financial Statements of the Company for the Financial Year Ended March 31, 2023, with Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited financial statements including Balance Sheet of the Company as at March 31, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted."

Item No. 2 - To declare a final dividend of ₹ 0.60 per equity share of ₹ 10 each for the Financial Year ended March 31, 2023

"RESOLVED THAT a final dividend of ₹ 0.60 per equity share of ₹ 10/- each as recommended by the Board of Directors, for the Financial year ended March 31, 2023 be and is hereby declared and the same will be paid to the eligible members whose name appear in the register of members as on the record date being May 26, 2023."

Item No. 3 – Appointment of a Director in place of Mr. George Muthoot Jacob (DIN: 00018955) who retires by rotation and being eligible, offers himself for re-appointment:

"RESOLVED THAT Mr. George Muthoot Jacob (DIN: 00018955) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No. 4 – Appointment of a Director in place Mr. K R Bijimon (DIN: 00023071) who retires by rotation and being eligible, offers himself for re-appointment:

"RESOLVED THAT Mr. K R Bijimon (DIN: 00023071) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No. 5- Approve the Payment of Bonus to Dr. (Mrs.) Kalpanaa Sankar (DIN: 01926545), Managing Director 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 in partial modification of the resolution passed by the members at the 34th Annual General Meeting held on September 09, 2022 and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and

other applicable provisions, if any, of the Companies Act, 2013, after taking into consideration the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for payment of performance bonus for FY 2022-23 equivalent to 3 months' salary of FY 2022-23 i.e Rs. 37.5 Lakhs as ex-gratia to Dr. (Mrs.) Kalpanaa Sankar (DIN: 01926545), Managing Director of the Company "

Item No. 6 - Approve the Payment of Bonus to Mr. Balasubramanian Balakumaran (DIN:09099182), Wholetime Director 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** in partial modification of the resolution passed by the shareholder at its 34th Annual General Meeting held on September 09,2023 and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, after taking into consideration the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for payment of performance bonus of Rs.4,00,000 (Rupees Four Lakhs Only) as ex-gratia for FY 2022-23 to Mr. Balasubramanian Balakumaran, Wholetime Director (DIN: 09099182) of the Company."

By Order of the Board of Directors
For Belstar Microfinance Limited

Place : CHENNAI

Dated : August 22,2023



Sunil Kumar Saha
Company Secretary
M. No: F12545



Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 10/2022 dated December 28, 2022 read with General Circular Nos. 20/2020, 02/2021, 19/2021,21/2021 and 2/2022 dated May 5, 2020, January 13, 2021,December 8, 2021, December 14, 2021 and May 5, 2022 respectively, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. The members who have not yet registered their e-mail ids with the Company may contact Mr. Sunil Kumar Sahu on cs@belstar.in or Mobile: 8428152748 for registering their e-mail ids on or before the Annual General Meeting. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM, the facility for appointment of proxies by the members will not be available for this AGM. Hence the proxy form, attendance slip and route map are not annexed to this notice.
4. Details of Directors seeking appointment/Re-appointment as per Secretarial Standard on General Meetings, forms part of the explanatory statement annexed with the notice
5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote during the AGM.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The explanatory statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) in respect of special businesses is annexed herewith and form part of notice.
8. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF).
9. Subject to the approval of members at the AGM, dividend will be paid within one month from the date of AGM, to those members whose names appear on the register of members of the Company as of the record date i.e. May 26, 2023.
10. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through show of hands, during the meeting while participating through VC facility, unless a demand for poll is made by any member.
11. 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 electronically for inspection by the member during the Annual General Meeting.

All documents referred to notice, and in the accompanying explanatory statement are open for electronic inspection without any fee by the Members at the registered office of the Company during office hours on all working days, except Saturdays, Sundays and public holidays, between 9:30 a.m. Indian Standard Time and 6:30 p.m. Indian Standard Time, up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to Company’s email id: cs@belstar.in

12. Instructions for Members for attending the AGM through VC/OAVM:

- i.** ATTENDING THE AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by Microsoft Teams.
- ii.** Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND VOTING PROCESS:

The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:

- a. The login-id and password for joining the meeting shall be provided to the shareholders half an hour before the commencement of the meeting.
- b. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. 2.45 P.M
- c. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos.
- d. Participation of single member shall only be allowed at a time;
- e. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to cs@belstar.in at least seven days in advance of the meeting so that the answers may be made readily available at the meeting;
- f. Members are requested to e-mail at cs@belstar.in or call at 8428152748 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5- Approve the Payment of Bonus to Dr. (Mrs.) Kalpanaa Sankar (DIN: 01926545), Managing Director of the Company

The Nomination and Remuneration Committee (NRC), in its meeting held on August 03, 2023, recommended to the Board and the Board of Directors, in its meeting held on August 04,2023 approved the performance bonus for FY 2022-23, equivalent to 3 months' salary of FY 2022-23 i.e Rs. 37.5 Lakhs as ex-gratia to Dr. (Mrs.) Kalpanaa Sankar (DIN: 01926545), Managing Director of the Company. "

Further, the payment of ex-gratia require members' approval.

The Board recommends for the approval of members, the resolutions as set out at Item No.6 as Special Resolutions.

None of the Directors and Key Managerial Personnel are interested in the resolutions set out in Item nos.6, except Dr. (Mrs.) Kalpanaa Sankar.

Item No. 6 Approve the Payment of Bonus to Mr. Balasubramanian Balakumaran (DIN: 09099182), Wholetime Director of the Company

The Nomination and Remuneration Committee (NRC), in its meeting held on August 03, 2023, recommended to the Board and the Board of Directors, in its meeting held on August 04,2023 approved the performance bonus Rs.4,00,000 (Rupees Four Lakhs Only) as ex-gratia for FY 2022-23 to Mr. Balasubramanian Balakumaran, Wholetime Director (DIN: 09099182) of the Company."

Further, the payment of ex-gratia requires members' approval.

The Board recommends for the approval of members, the resolutions as set out at Item No. 7 as Special Resolutions.

None of the Directors and Key Managerial Personnel are interested in the resolutions set out in Item nos.7, except Mr. Balasubramanian Balakumaran.

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

Name of Directors	Mr. K R Bijimon	Mr. George Muthoot Jacob	Dr. Kalpanaa Sankar	Mr. Balasubramanian Balakumaran
DIN	00023071	00018955	01926545	09099182
Citizenship	Indian	Indian	India	India
Category	Non-Executive	Non-Executive	Executive	Executive
Designation	Investor Nominee Director	Investor Nominee Director	Managing Director	Wholetime Director
Date of Birth (Age)	25/05/1970 (53)	16/08/1983(40)	07/03/1964 (59)	17/08/1962 (62)
Date of First Appointment on the Board	27/06/2016	29/03/2017	11/02/2009	29/04/2021
Qualification & Experience	<p>A Fellow Member of the Institute of Chartered Accountants of India he holds a Bachelor's Degree in Law (LLB), a Bachelor's Degree in Science (BSc) and a Master's Degree in Business Administration (MBA). A Certified Associate of the Indian Institute of Bankers (CAIIB) and a Fellow Member of Certified Management Accountants (FCMA), Institute of Sri Lanka.</p> <p>He has over 26years of experience in the field of financial services and is employed in the Muthoot Finance Limited since inception. As Executive Director & COO of the Company he oversees credit, operations of zonal offices, internal audit,</p>	<p>A management graduate from Cass Business School (London) and holds a Master's in international Economic Law from the University of Warwick, Coventry, United Kingdom. He holds a bachelor's degree in law from the National University of Advanced Legal Studies, Kochi.</p> <p>Mr. George Muthoot Jacob is the Deputy Managing Director at the Muthoot group and manages Legal, Corporate Affairs & Marketing of the Group.. He renders his expertise in the field of legal, compliance, and corporate governance, internal audit, risk management, marketing and sales of the Company .He is the eldest son of Shri</p>	<p>Dr. Kalpanaa Sankar is a double doctorate in Physical Sciences and in Women's Studies and Self-Help Groups. She has guided interns from Stanford University, Stockholm School of Economics and students from Indian universities on microfinance. She has an Executive MBA from TRIUM, where she was the first recipient of a scholarship to pursue the Programme.</p> <p>She has been involved in the self-help group movement for 21 Plus years and has specialized in participatory assessment, gender differentiated impact and monitoring</p>	<p>B.Sc.(Agriculture)</p> <p>He has served in Indian Bank, a nationalized bank for 23 years in various capacities such as Rural Development Officer, Officer in-charge of Gramodaya Kendra, Project Manager - IBSUM and Branch Manager. He has independently managed the Agricultural Credit Desk at the Regional Office of Indian Bank. He brings with him a blend of skill and field experience in rural banking, SHG Movement and Microfinance, specifically in the areas of group formation, credit appraisal, credit linkage of SHGs, monitoring and portfolio quality. He worked as an Agricultural Officer in the extension wing of the Tamil Nadu State Agricultural Department. He worked at Belstar for more than 14 years in Operation department.</p>

	marketing, Information technology, recovery and legal and vigilance departments of the Company. He is the Chief Operating Officer for global operations of Muthoot Group (USA, UAE, UK, Nepal & Sri Lanka). He has been the driving force in Muthoot Group expanding its operations to USA, UK, Nepal and Sri Lanka.	George Jacob Muthoot, Chairman , The Muthoot Group.	tools. She was the Monitoring and Evaluation Officer for IFAD and was Consultant with UNOPS, UNDP, Christian Aid and Wetlands International. She had worked as a Consultant with the Government of South Africa and has supported microfinance and poverty reduction programmes in Afghanistan and Brazil. She had worked as a Key Person in Tamil Nadu Women Development Corporation, Govt. Of Tamil Nadu. Also, she is the Managing Trustee of Hand in Hand India.	
Shareholding in the Company	NIL	NIL	43,850 equity shares	NIL
No. of meetings of the Board attended during FY 2022-23	6	6	6	6
Directorships held in other Companies	1.Muthoot Forex Ltd 2.Muthoot Securities Ltd 3.Muthoot Commodities Ltd 4.Backdrop Advertising Private Ltd 5.MJBR Marketing And Financial Services Private Ltd 6.Muthoot Homefin (India) Limited	1. Vatul plantations private Ltd 2. Green guardians organic farms and exports private Ltd 3. Udeli rubber and plantations private Ltd 4. Halaval rubber & plantations private Ltd 5. Kasal rubber & plantations private Ltd	Hand in Hand Consulting Services Private Ltd	NIL

	<p>7.Muthoot Royalex Forex Services Private Ltd 8. Muthoot Money Ltd 9. Emgee Board And Paper Mills (P) Ltd 10.Emsyne Technologies Private Limited</p>	<p>6. Muthoot vehicle & asset finance Ltd 7. Emgee muthoot nidhi Ltd 8. Geobros properties and realtors private Ltd 9.Emsyne technologies private Ltd 10. Xandari hospitality services private Ltd 11. Venus diagnostics Ltd 12. Mmg credit marketing services private Ltd 13. Muthoot money Ltd 14. Muthoot securities Ltd 15.Muthoot broadcasting private limited 16. V Guard Industries Ltd 17. Muthoot Finance Ltd</p>		
<p>Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	NIL	<p>1.Muthoot Finance Limited(Member of Stakeholders Relationship committee) 2. V Guard Industries Limited (Member of Audit Committee and Stakeholders Relationship committee) 3. Muthoot Vehicle & Asset Finance Limited (Member of Audit Committee and Stakeholders Relationship committee)</p>	NIL	NIL
<p>Relationship with other Directors / KMP of the Company</p>	NIL	He is cousin brother of Mr. George Alexander	NIL	NIL

Listed entities from which the director has resigned in the past three years	NIL	NIL	NIL	NIL
Terms and Conditions of appointment/ re-appointment	Appointed as Director of the Company in Non-Executive capacity	Appointed as Director of the Company in Non-Executive capacity	Re-appointment as managing Director for a period commencing April 01,2018 to March 31,2023 and thereafter reappointed from April 1, 2024 up to August 31, 2024 (both days inclusive)	Three years i.e December 01, 2021, to November 30, 2024
Remuneration drawn during FY-2022-23	Sitting Fees: ₹9,80,000	Sitting Fees: ₹6,90,000	₹ 1,47,33,250	₹ 32,75,000
Remuneration sought to be paid	NA	NA	₹ 17,50,000 p.m.	₹ 3,16,250 p.m.