



BELSTAR INVESTMENT AND FINANCE PRIVATE LIMITED

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BELSTAR INVESTMENT AND FINANCE PRIVATE LIMITED WILL BE HELD ON TUESDAY, THE 27TH SEPTEMBER 2016 AT 12.30 P.M 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:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Report of the Board of Directors and Auditors Report thereon.

2. Ratification of the appointment of Statutory Auditors

To ratify the appointment of M/s. N. Sankaran & Co., Chartered Accountants, Firm Regn. No. 003590S, Chennai approved at the Annual General Meeting held on 15th September 2014 for the purpose of conducting the audit of the Company for the financial year 2016-17 and to authorize the Audit Committee and Board of Directors to fix their remuneration, and for this purpose, to pass the following resolution, as an Ordinary Resolution.

“RESOLVED THAT pursuant to the appointment of statutory auditors approved in the Annual General Meeting of the Company held on 15th September, 2014 and in continuation thereof appointment of M/s. N. Sankaran & Co., Chartered Accountants, Chennai (Firm Regn. No. 003590S) be and is hereby ratified by the Shareholders for the purpose of conducting audit of the Company for the financial year 2016-17 on a remuneration as may be decided by the Board of Directors of the Company in consultation with them.”

SPECIAL BUSINESS:

3. Appointment of Dr. N Jeyaseelan (Din:02281278) as a Director of the Company

To consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to Sections 149, 152, 164 read with the rule of the Companies (Appointment and Qualifications of Directors) Rules 2014, and any other applicable provisions of the Companies Act, 2013, Dr. N Jeyaseelan(Din:02281278) , who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on 23rd September 2015, whose term of office expires at ensuing Annual General Meeting ('AGM') be and is, hereby, appointed as a Director of the Company in non-executive capacity .”

**4. Appointment of Mr. KR Bijimon (DIN:00023071) as a Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to Sections 149, 152, 164 read with the rule of the Companies (Appointment and Qualifications of Directors) Rules 2014, and any other applicable provisions of the Companies Act, 2013, Mr. KR Bijimon (DIN:00023071), who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on 27th June 2016, whose term of office expires at ensuing Annual General Meeting ('AGM') be and is, hereby, appointed as a Director of the Company in non-executive capacity."

5. Increase in Borrowing powers of the Company

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 180(1)(c) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the Company hereby accords its Consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more Company's bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed **Rs. 1000 Crores** (Rupees One Thousand crores only). "

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."



6. Creation of charge, mortgage and hypothecation of properties of the Company

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

"RESOLVED that pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of Banks/Financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to secure Rupee/Foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/ foreign currency convertible bonds (hereinafter collectively referred to as "Loans") provided that the total amount of Loans payable by the Company in respect of the said Loans, shall not, at any time exceed **Rs. 1000 Crores** (Rupees One Thousand crores only).

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents /deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid."

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 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.

Place : CHENNAI

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

Dated : September, 03, 2016

Sunil Kumar Sahu
Company Secretary





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

IN RESPECT OF ITEM NO. 3

Pursuant to Sections 161 of the Companies Act 2013, the Board of Directors of the Company appointed Dr. N Jeyaseelan as an Additional Director of the Company with effect from September 23, 2015. In terms of Section 161 of the Companies Act, 2013, Dr. N Jeyaseelan holds office up to the date of ensuing Annual General Meeting.

Dr. N Jeyaseelan 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

A brief Profile of Dr. N Jeyaseelan is as below

Dr. N Jeyaseelan having over two decades of experience in rural banking, and 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, Tamil Nadu Corporation for Development of Women Ltd, and Water Partner International (USA).

Accordingly, the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for appointment of Dr. N Jeyaseelan as a Director.

Except Dr. N Jeyaseelan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

IN RESPECT OF ITEM NO. 4

Pursuant to Sections 161 of the Companies Act 2013, the Board of Directors of the Company appointed Mr.KR. Bijimon as an Additional Director of the Company with effect from 27th June 2016. In terms of Section 161 of the Companies Act, 2013, Mr.KR. Bijimon holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director

A brief Profile of Mr.KR. Bijimon is as below

Mr.KR. Bijimon is the Chief General Manager of Muthoot Group and oversees credit and operations of zonal offices, internal audit, marketing, IT and vigilance divisions of the Company. He is also the Chief Operating Officer for the global operations of Muthoot Group (USA, UK, UAE, Hong Kong, Singapore and Sri Lanka). A Fellow Member of the Institute of Chartered Accountants of India and a Fellow Member of Certified Management Accountants, Institute of Sri Lanka, Mr. KR Bijimon has over 18 years of experience in the field of financial services and is employed in the Muthoot Group since inception.



Accordingly, the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for appointment of Mr. KR Bijimon as a Director, liable to retire by rotation.

Except Mr. K. R. Bijimon, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

IN RESPECT OF ITEM NO. 5&6

At the Extra-Ordinary General Meeting of the Company held on April 29, 2015, the Members had, by way of Special Resolution, approved of borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 500 crores at any point of time.

With the proposed Business plan of the Company to build up the Loan Portfolio beyond Rs. 600 Crores in FY 2016-17 and onwards, the earlier limit on the borrowings as above-said needs to be revisited. Hence it has been thought fit to increase the limit on borrowings to Rs.1000 crores. Hence in this connection, the approval of the Members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 respectively.

The Directors commend the Resolutions at Item Nos. 5 and 6 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 5 & 6

Place : CHENNAI

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

Dated : September, 03, 2016


Sunil Kumar Sahu
Company Secretary



ATTENDANCE SLIP
BELSTAR INVESTMENT AND FINANCE PRIVATE LIMITED
U06599TN1988PTC081652

Reg Office :No 33, 48th Street ,9th Avenue , Ashok Nagar, Chennai, India-600083
Phone No:+91-44-43414567/45544026Email: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 28th Annual General Meeting of the Company on 27th September, 2016 at 12.30 p.m at Old14, New No.33, 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: 14, New No.33, 48th Street, 9th Avenue, Ashok Nagar, Chennai, Tamil Nadu, India – 600083,

Phone: +91-44-43414567/45544026, 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 28th Annual General Meeting of the Company, to be held on September 27th, 2016, at 12.30 p.m at Old No 14, New No.33, 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	Adoption of Financial Statements			
2	Ratification of the appointment of Statutory Auditors			
Special Business				
3	Appointment of Dr. N Jeyaseelan (Din:02281278) as a Director of the Company			
4	Appointment of Mr. KR Bijimon (Din:00023071) as a Director of the Company			
5	Increase in Borrowing powers of the Company			
6	Creation of charge, mortgage and hypothecation of properties of the Company			

Signed this _____ day of _____, 2016

Affix Re.1
Revenue
Stamp

Signature of shareholder/
Authorised Person in case of corporate shareholder

Signature of Proxy holder

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

(2) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP TO AGM VENUE

