



BELSTAR MICROFINANCE LIMITED

(Formerly known as Belstar Investment and Finance Private 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- 600083

Corporate office : M V Square, No 4/14,
Soundarapandian Street , Ashok Nagar,
Chennai- 600083

CIN:U06599TN1988PLC081652

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE OF THE 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF BELSTAR MICROFINANCE LIMITED (Formerly known as Belstar Investment and Finance Private Limited) SCHEDULED TO BE HELD ON FRIDAY, SEPTEMBER 18, 2020 AT 2.30 P.M. THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE BUSINESS MENTIONED BELOW:

The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office the Company at No 33, 48th Street, 9th Avenue , Ashok Nagar, Chennai- 600083, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

Item No. 1- To receive, consider, and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, with Reports of the Board of Directors and Auditors thereon.

Item No. 2 - To declare dividend of Re. 0.60 per equity share of face value of Rs. 10 each (6%) for the Financial Year ended March 31, 2020.

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

Notes:

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read together with General Circular Nos. 14/2020 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, permitted the holding of this AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Act read with the MCA and SEBI Circulars and the Listing Regulations, the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.



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3. Details of Directors seeking appointment/Re-appointment as per Secretarial Standard on General Meetings, forms part of the explanatory statement annexed with the notice
4. PURSUANT TO THE PROVISIONS OF THE ACT, 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 PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS 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 Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF).
7. The Record date for the purpose of payment of dividend shall be July 31,2020. Any person who is not a Member as on the record date should treat this Notice for information purposes only.
8. 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 end of the day on July 31, 2020.
9. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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. **Electronic Dispatch of Notice and Annual Report:** In line with the MCA General Circular dated May 05, 2020, the Notice of the AGM along with the Annual Report for the Financial Year 2019-2020 is being sent only through electronic mode to the Members' email addresses registered with the Company and no physical copy of the Notice has been sent by the Company to any member. A copy of the Notice of this AGM along with the Annual Report is available on the website of the Company at www.belstar.in.



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12. Procedure for Inspection of Documents:

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 in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 18, 2020. As per the guidance note provided by the ICSI on 15.04.2020, (Point number 3, Paragraph Number 1.2.5), it would be sufficient compliance, if such documents are available for inspection through e-mode and guidelines for such inspection are given in the notice. Members seeking to inspect such documents can send an email to Company’s email id: bml@belstar.in

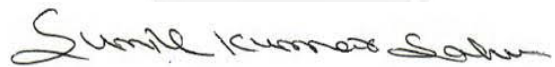
13. Instructions for Members for attending the AGM through VC/OAVM:

- 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.

Place : CHENNAI

Dated : August 26, 2020

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



Sunil Kumar Sahu
Company Secretary

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

Mr. George Muthoot Jacob

DIN	00018955
Category	Non-Executive
Designation	Director (Representing the Investor)
Date of Birth (Age)	16/08/1983(36)
Date of First Appointment on the Board	29/03/2017
Qualification & Expertise in specific functional areas and past experience.	Mr. George M Jacob is 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. He is the Whole-time Director of Muthoot Vehicle & Asset finance Limited and Head of Marketing in the rank of ED (Function Director) of Muthoot Finance Limited. He oversees Legal, Compliance and Corporate Governance, Internal Audit, Risk Management, Marketing and Sales of The Muthoot Group.
Shareholding in the Company as on 31/03/2020	Nil
No of meeting of the Board attended during FY 2019-20	4 (out of 4 Meetings held)
Directorships held in other Companies as on 31/03/2020	1.Xandari Hospitality Services Pvt Ltd 2.Emgee Muthoot Benefit Fund India Ltd 3.Halaval Rubber & Plantations Pvt Ltd 4.Kasal Rubber & Plantations Pvt Ltd 5.Green Guardians Organic Farms And exports Pvt Ltd 6.Muthoot Money Ltd 7.Vatul Plantations Pvt Ltd 8.Udeli Rubber and Plantations Pvt Ltd 9.Geobros Properties and Realtors Pvt Ltd 10.Muthoot Systems and Technologies Pvt Ltd 11.Muthoot Credit Marketing Services Pvt Ltd 12.Muthoot Vehicle & Asset Finance Ltd 13. Venus Diagnostics Ltd
Particulars of Committee Chairmanship/ Membership held in other Companies	Muthoot Vehicle & Asset Finance Limited <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Stakeholder Relationship Committee • Asset Liability Management Committee • Risk Management Committee • Finance Committee Muthoot Money Limited <ul style="list-style-type: none"> • Finance Committee
Relationship with other Directors / KMP of the Company	Except Mr. George Muthoot Jacob, the appointee and Mr. George Alexander being relative of appointee none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are related.
Terms and Conditions of appointment/ re-appointment	NIL
Remuneration drawn during FY-2019-2020	Sitting fees – Rs 5,60,000
Remuneration sought to be paid	NA