



BELSTAR MICROFINANCE LIMITED

A Subsidiary of Muthoot Finance Limited

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

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE OF THE 2nd EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF BELSTAR MICROFINANCE LIMITED FOR FY 2022-23 SCHEDULED ON JUNE 29,2022 AT 12.00 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:

SPECIAL BUSINESS:

Item No. 1 - Adoption of Restated Articles of Association of the Company

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

"RESOLVED THAT in accordance with the terms of the second amendment agreement to the Shareholders Agreement May 30, 2022 ("**Shareholders' Agreement**") entered into between the Muthoot Finance Limited, Maj Invest Financial Inclusion Fund II K/S, Arum Holdings Ltd ,Augusta Investments Zero Pte Ltd and Augusta Investments IV Pte Ltd ("**Investors**"), Company and Promoters and pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members is hereby accorded for the adoption of the restated articles of association in supersession and substitution of the existing articles of association of the Company, in the form tabled before the members ."

RESOLVED FURTHER THAT Dr. Kalpanaa Sankar, Managing Director and Sunil Kumar Sahu, Company Secretary of the Company be and are hereby severally authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies and to do such acts and deeds that may be required for the purpose of alteration of the Articles of Association of the Company and adoption of such altered and amended restated Articles of Association of the Company, that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same."

By Order of the Board of Directors
For **Belstar Microfinance Limited**

Sunil Kumar Sahu
Company Secretary
M. No. A 39022

Place : CHENNAI

Dated : June 29, 2022

Notes:

1. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15,2020, General Circular No. 33/2020 dated September 28,2020, General Circular No. 39/2020 dated December 31,2020, General Circular No. 10/2021 dated June 23,2021, General Circular No. 20/2021 dated December 08,2021 and General Circular No. 3/2022 dated May 05,2022 (collectively referred to as "MCA Circulars"), has introduced certain measures enabling companies to convene their Extra ordinary General Meetings(EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) (hereinafter called as 'e-EGM') and also send notice of the Meeting and other correspondences related thereto, through electronic mode.
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 Contact No 8428152748 for registering their e-mail ids on or before the EGM. 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 EGM 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 EGM is being held through VC/OAVM, the facility for appointment of proxies by the members will not be available for this EGM. 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 EGM through VC/OAVM on their behalf and cast their votes at the EGM. 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 EGM through VC/OAVM on their behalf and to vote during the EGM.
6. The attendance of the Members attending the EGM 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. 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.
9. 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 EGM .

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 between 10.00 a.m. Indian Standard Time and 6:00 p.m. Indian Standard Time, up to the date of the EGM. The same will also be made accessible for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of EGM.

Members seeking to inspect such documents can send an email to Company's email id: cs@belstar.in

10. Instructions for Members for attending the EGM through VC/OAVM:

- i. ATTENDING THE EGM: Members will be provided with a facility to attend the EGM through video conferencing platform provided by Microsoft Teams.
- ii. Members can join the EGM 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 EGM 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 .
- c. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. and members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the Meeting;
- d. Participation of single member shall only be allowed at a time;
- e. Queries 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.

By Order of the Board of Directors
For **Belstar Microfinance Limited**



Sunil Kumar Sahu
Company Secretary
M. No. A 39022

Place : CHENNAI
Dated : June 29, 2022

ANNEXURE TO THE NOTICE

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

ITEM NO.1: Adoption of the Restated Articles of Association of the Company

Due to the Shareholders' Agreement dated August 24, 2021, 1st amendment to the same dated on February 25, 2022 and second amended to the SHA executed dated May 30, 2022 between the Investors, the Company and Promoters ("Shareholders Agreement") coming in force, several regulations of the existing Articles of Association ("AOA") of the Company require alteration or deletions. It is therefore considered expedient to replace the existing AOA with an entirely new set of AOA. The substitution of the existing AOA with the new AOA is proposed to align the AOA of the Company with the provisions of the Companies Act, 2013 and the terms of the Shareholders' Agreement.

The Board recommends the resolution set out at the item no. 1 for approval of the Members as a **Special Resolution**.

The Articles of Association of the Company and initialled by the Managing Director of the Company have been kept at the Registered office of the Company and are open for inspection by the members of the Company during business hours on all working days.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution.