

BSS Microfinance Limited
Reg Off: No. 11, 2nd Block, 2nd Stage
Outer Ring Road, Near BDA Complex
Nagarabhavi Layout, Bangalore – 560072
Corporate Identity Number (CIN): U74899KA1994PLC049746
Tel: 080-2318-8389, 080-2977-8389 Fax: +91-80-2318-8350
E-mail: bss@bssmfi.com **Website:** www.bssmfi.com

NOTICE

Notice is hereby given that the Thirty- First Annual General Meeting (AGM) of the Company will be held on Friday, 20th June 2025, at 11.00AM, from the registered office of the Company at Bangalore through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) Facility to transact the following business;

Ordinary Business:

1. To, receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March 2025, together with the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Sri. D Kannan (DIN: 00498935) of the Company, who retires by Rotation and, being eligible, offers himself for re-appointment.

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

“RESOLVED THAT, pursuant to the provisions of Section 152 (6) and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Sri. D Kannan (DIN: 00498935), who retires by rotation and being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation.”

By order of the Board of Directors
For BSS Microfinance Limited

Shreevidya BS
Company Secretary

Place: Bangalore
Date: 27th May 2025

General instructions for accessing and participating in the 31st AGM through VC/OAVM Facility

- i) The Ministry of Corporate Affairs ("MCA"), Government of India has, vide General Circular No. 9/2024 dated 19th September 2024, General Circular No. 9/2023 dated 25th September, 2023 read together with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 20/2020 dated 5th May, 2020 ("MCA Circulars"), permitted companies to hold general meetings through Video Conferencing ("VC") or Other Audio Visual Means up to 30th September, 2025, without physical presence of the members at a common venue. Accordingly, the Thirty-First Annual General Meeting ("AGM") of the members of BSS Microfinance Limited ("Bank") is being held through VC.
- ii) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 31st AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting.
- iii) In line with the MCA Circulars, the Notice of the 31st AGM will be available on the website of the Company at www.bssmfi.com.
- iv) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- v) On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using the Dial-in details from 11.00 A.M. to 12.15 Noon and post that no person shall be able to join the meeting.
- vi) Attendance of the Members participating in the 31st AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- vii) Members are requested to use Internet with a good speed to avoid any disturbance during the meeting. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- viii) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 31st AGM, from their registered email address, mentioning their name, folio number and mobile number, to reach the Company's email address bss@bssmfi.com at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Members, may also ask questions during the 31st AGM with regard to the financial statements or any other matter to be placed at the 31st AGM.
- ix) The Members are requested to use the following Dial-in details to join the meeting:

Click on below following link, Meeting ID and password.

<https://bssmfi.zoom.us/j/83063732652?pwd=KauzPSbQGNpjfvOuJMhhSDLgbV63Mb.1>

Meeting ID: 830 6373 2652

Passcode: 485992

- x) During the 31st AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 31st AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 31st AGM.

xi) Pursuant to the MCA Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 31st AGM and the Annual Report for the financial year 2024-25 including therein the Audited Financial Statements, are being sent only by email to the Members.

xii) The members desiring to inspect the documents referred to in this Notice and other statutory registers/other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send requests on the Company's email address: bss@bssmfi.com. An access of such documents would be given to the members.

xiii) **Voting:**

i. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.

ii. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: bss@bssmfi.com stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using Symbol ('V')

Item no. of agenda	Assent	Dissent
	√	
	√	
	√	
	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
	10	
	10	
	10	
	10	

xiv) The recorded transcript shall be available on the website: www.bssmfi.com post the conclusion of the meeting.