

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

Shorter Notice is hereby given that an Extraordinary General Meeting (EGM) of the Company will be held at 27 BKC, C 27, G Block Bandra Kurla Complex, Bandra (E), Mumbai – 400051, on 7th September 2023, Thursday, at 2.30 PM to transact the following business;

Special Business:

1. Alteration of the Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company such that to append following sub clause (3) after sub clause a of Clause 3rd A of the Memorandum of Association of Company: “To carry on the business of Micro Insurance Agency and or Corporate Agency for distribution of Micro Insurance and other Insurance Products.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Executive Officer, Chief Financial Officer, Company Secretary be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Executive Officer, Chief Financial Officer or Company Secretary be and is hereby authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

By order of the Board of Directors
For BSS Microfinance Limited

P. B. Kavitha
[Company Secretary]

Place: Bangalore
Date: 4th September 2023

General instructions for participating in the EGM

- i) In pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting.
- ii) In line with the MCA Circulars, the EGM Notice will be available on the website of the Company at www.bssmfi.com.
- iii) Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iv) Members can submit questions in advance with regard to the subject matter to be placed at the EGM, from their registered email address, mentioning their name, folio number and mobile number, to reach the Company's email address bss@bssmfi.com atleast 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.
- v) 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.

vi) **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 ('√')

Item no. of agenda	Assent	Dissent
	√	
	√	
	√	
	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
	10	
	10	
	10	
	10	

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

In terms of Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to Item No. 3 of the accompanying Notice dated 31st August 2023

- ITEM NO. 1 : Altering of Memorandum of Association of the Company to become Corporate Agency for distribution of Insurance Product of Kotak Life Insurance and Kotak General Insurance.

The Company is intending to carry on the business of Micro Insurance agency and or Corporate Agency for distribution of Micro Insurance and other Insurance Products to its Program Members.

Approval of Shareholders is sought to enable to do the same.

By order of the Board of Directors
For BSS Microfinance Limited

P. B. Kavitha
[Company Secretary]

Place: Bangalore

Date: 4th September 2023

ROUTE MAP FOR THE VENUE OF THE EXTRAORDINARY GENERAL MEETING

