



BWDA FINANCE LIMITED

A poverty free, prosperous, equitable and sustainable society
CIN : U65921TN1995PLC30939 & RBI Registration Certificate No. B – 07.00499
GSTIN : 33AABCN4607Q1Z9



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info@bwda.org.in



www.bwdafinanceltd.in

BWDA FINANCE LIMITED

U65921TN1995PLC060939

NO858,EAST PONDY ROAD, VILLUPURAM – 605602

Email: info@bwda.org.in, Tele No: 91 4146 242815

Website: www.bwdafinanceltd.com

NOTICE TO THE MEMBERS

Notice is hereby given that the (1/2024-25) Extraordinary General Meeting of BWDA Finance Limited will be held on Friday, 23rd August 2024 at 11.00 A.M. registered office No: 858, East Pondy Road, Villupuram – 605602 to transact the following business:

SPECIAL BUSINESS:

1. TO INCREASE AND RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 14 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, as may be amended from time to time, and the Articles of Association of the Company the members be and is hereby accorded for increase and reclassification of the Authorised Share Capital of the Company from) 5,00,00,000/- (Five Crore only) Nos. of Equity shares of Rs.10/- (Rs Ten each) amounting to Rs. 50,00,00,000 (Rs. Fifty Crores only), and b) 50,00,000 (Fifty lakhs only) Nos. of preference share of Rs.10 (Rs Ten only) each amounting to Rs. 5,00,00,000/- (Rs Five Crores only) whether convertible or non-convertible.”

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company and Article 2a of Articles of Association be substituted by the following:

“The Authorized Share Capital of the Company is 5,00,00,000/- (Five Crore only) Nos. of Equity shares of Rs.10/- (Rs Ten each) amounting to Rs. 50,00,00,000 (Rs. Fifty Crores only), and b) 50,00,000 (Fifty lakhs only) Nos. of preference share of Rs.10 (Rs

Ten only) each amounting to Rs. 5,00,00,000/- (Rs Five Crores only) whether convertible or non-convertible.”

“RESOLVED FURTHER THAT the KMPs of the Company be and is hereby authorized to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolution.”

2. ISSUE OF NON - CONVERTIBLE REDEEMABLE NON CUMULATIVE PREFERENCE (NCRNCPS) SHARE THROUGH RIGHT ISSUE BASIS FOR THE EXISTING SHAREHOLDERS:

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

RESOLVED THAT pursuant to the provisions of Sections 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, regulations and guidelines issued by the any other competent authorities from time to time to the extent applicable and other applicable Rules, Regulations, Guidelines, Notification and Circulars made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with Memorandum and Articles of Association of the Company, Members be and is hereby accorded to issue, and allot up to 20,00,000 (Twenty Lakh) Non-Convertible, Redeemable, Non - Cumulative Preference Shares ("NCRNCPS" or "Preference Shares") of face value of Rs.10/- (Rupees Ten only) each fully paid-up for cash at par at an issue price of Rs. 10/- (Rupees Ten only) aggregating to Rs 2,00,00,000 (Two Crores only) by way of Right issue basis through issue of offer document to Existing equity shareholders on the following terms and conditions as set out hereto:

- a) The Preference Shares shall carry dividend of 10.00% p.a. on the Nominal Value of NCRNCPS,
- b) The Preference Shares shall carry a preferential right to dividend to be determined by the Board. The dividend will be calculated pro-rata i.e. from the date of allotment of such Preference Shares,
- c) The Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company,
- d) The Preference Shares, in winding up, rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares,
- e) The holders of the Preference Shares will not be entitled to participate in surplus funds nor in surplus assets and profits, on winding up which may remain after the entire capital has been repaid,
- f) The holders of the Preference Shares shall have no option of conversion into equity shares of the Company,
- g) The payment of dividend on the Preference Shares shall be Non - cumulative,

- h) The Preference Shares shall be compulsorily redeemable,
- j) The voting rights of the persons holding the Preference Shares shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013;
- (k) The Preference Shares will be redeemed at nominal value, in one or more instalments on expiry of redemption period or before the redemption period, by passing an ordinary resolution at a general meeting of the preference shareholders.

RESOLVED FURTHER THAT the Key Managerial Personnel's hereby delegate all or any of the powers herein conferred to any to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolution.

**BY ORDER OF THE BOARD
For BWDA FINANCE LIMITED
Sd/-**

**Place : Villupuram
Date : 27.07.2024**

**Sarath Balasubramanian
Company Secretary
ACS 71768**

NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. A proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on a poll.

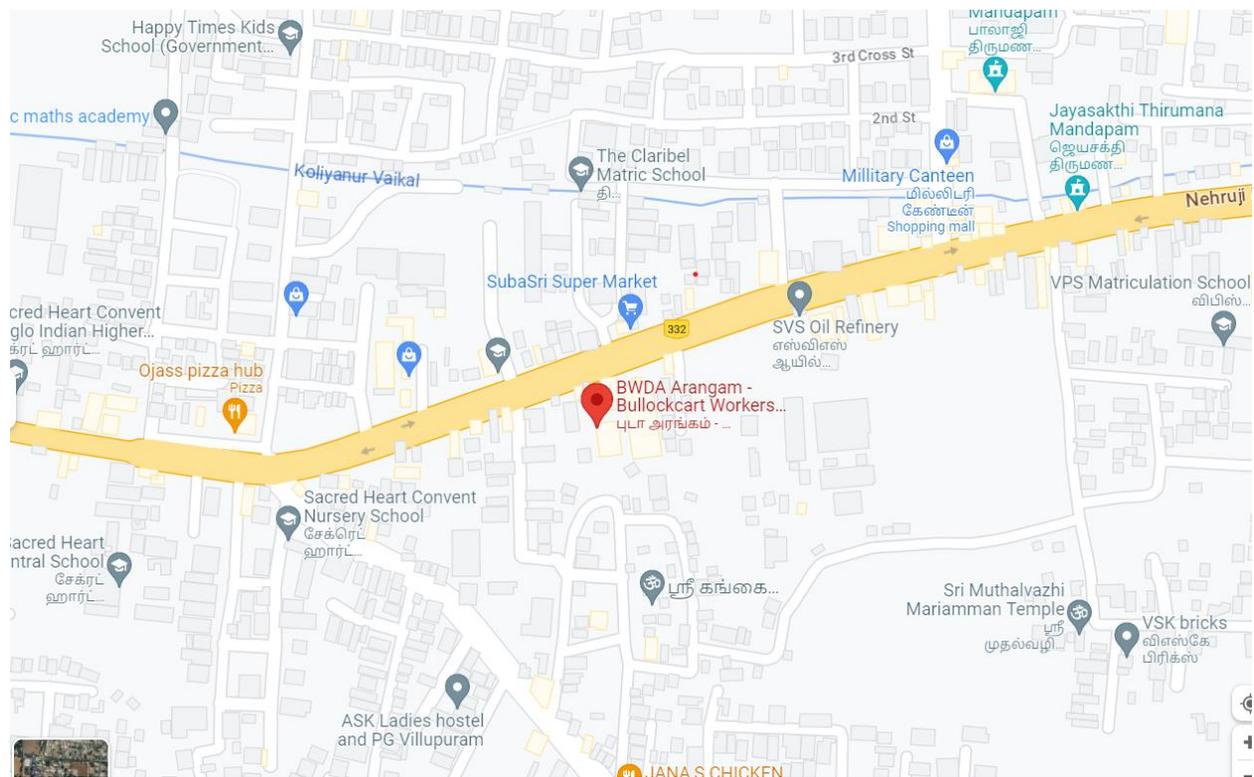
5. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. In order to enable us to register your attendance at the venue of the Extraordinary General Meeting, members are requested to please bring their folio number/demat account number/DP ID –Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Shareholders who possess shares as of 27th July, 2024, are eligible to exercise their voting rights at the Extraordinary General Meeting.
9. Pursuant to Section 101 of the Companies Act 2013 read with relevant Companies (Management and Administration Rules), 2014 companies can serve Notice and relevant documents prescribed under the law and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository, To support the ‘Green Initiative’ Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e- mail address to Mr. Sarath Balasubramanian, (Email: Sarath.eb@bwda.org.in). The Notice of the Extraordinary General Meeting along with the relevant documents is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA Circulars. Members may note that the Notice of Extraordinary General Meeting and relevant documents will also be available on the Company’s website, www.bwdafinanceltd.in.
10. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their e- mail address, are entitled to receive such communication in physical form upon request.
11. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Extraordinary General Meeting of the Company.
12. Pursuant to the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), information in respect of the Directors seeking appointment/re-appointment at the Extraordinary General Meeting is furnished in the explanatory statement.
13. Proxy Form is annexed. Members are requested to affix their signature at the space provided and hand over the same at the entrance to the place of meeting.

14. Electronic copy of the Notice of the Extraordinary General Meeting of the Company inter alia contains Attendance Slip, and Proxy Form is being sent to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Notice along with Attendance Slip, and Proxy Form is being sent.

15. The Members are requested to dematerialize their shares with their Depository Participants as the Company is public company.

ROUTE MAP OF THE EGM VENUE

**Venue: NO858,EAST PONDY ROAD, VILLUPURAM NA VILLUPURAM-605602
TAMIL NADU**



Nearest Landmark: Logalakshmi Mahal, Villupuram

EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM No. 1:

The current Authorised Share Capital of the Company is as follows:

- a) ₹5,00,00,000 (Five Crore) consisting of Equity Shares of ₹10 each, totaling ₹50,00,00,000 (Fifty Crores only), and
- b) ₹2,00,00,000 (Two Crores) consisting of 20,00,000 (Twenty Lakhs) Preference Shares of ₹10 each, whether convertible or non-convertible.

To facilitate the proposed issue of Preference Shares as mentioned in item no. 2 of this Notice and to accommodate future Preference Shares, it is necessary to increase and reclassify the Authorized Share Capital to:

- a) ₹5,00,00,000 (Five Crore) consisting of Equity Shares of ₹10 each, totaling ₹50,00,00,000 (Fifty Crores only) and
- b) ₹5,00,00,000 (Five Crores) consisting of 50,00,000 (Fifty Lakhs) Preference Shares of ₹10 each, whether convertible or non-convertible.

This reclassification requires alterations to Capital Clause V of the Memorandum of Association and Article 2a of the Articles of Association.

Therefore, the consent of the Members is being sought through a Special Resolution in accordance with Sections 13, 14, and 61 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel, or their relatives have any concern or interest in this Resolution.

The Board recommends Resolution No. 1 for the approval of Members as a Special Resolution.

ITEM No. 2:

In order to augment long term resources for implementing future growth plans, it is proposed to issue non-convertible, redeemable, non - cumulative preference shares ("NCRNCPS" or "Preference Shares") of the Company for the purposes of onward lending: The provisions of the Companies Act, 2013 require the Company to seek approval of the members for issue of preference shares on right issue basis.

Section 55 of the Companies Act, 2013, read with the relevant rules made therein provides, inter alia, that whenever it is proposed to issue preference shares if authorized by way of a special resolution.

The approval of the members is accordingly being sought by way of a special resolution under Sections 55 of the Companies Act, 2013, read with the rules made thereunder, for the issue of the Preference Shares aggregating an amount not

exceeding Rs. 2,00,00,000 to the existing shareholder via right issue basis on the terms and conditions set out hereunder.

Terms and Conditions:

S.no	Particulars	Remarks
1.	Nature of Share	Non-convertible Redeemable non - Cumulative Preference Shares
2.	Objective of issue	Onward lending to the Microfinance Loan
3.	Manner of Issue	Right issue to the existing equity share holders
4.	Price	Rs. 10 per share
5.	Mode of Payment	The Amount can be paid either by cheque or demand draft or other banking channel.
6.	Basis on which the price has been arrived	Not applicable
7.	Issuance Mode	Demat Mode
8.	Rate of Dividend	10% p.a. on the Nominal Value of the Shares subject to applicable taxes
9.	Premium of issue	--
10.	Tenure	20 Years from the date of Allotment of shares
11.	Listing	Unlisted
12.	Redemption Date	20 Years from the date of Allotment of shares
13.	Redemption of shares at premium	No
14.	Pre - Redemption	If the Company wishes to redeem its NCRNCPS before the redemption period, it can do so by passing an ordinary resolution at a general meeting of the preference shareholders.
15.	Mode of redemption	Preference share shall be redeemed out of the profits of the Company or out of proceeds of fresh issue of shares made for the purpose of such redemption.

15.	Capital Redemption Reserve	<p>In pursuance of Section 55 of the Companies Act, 2013, in the event that the issuer decides to redeem the NCRNCPS otherwise than out of proceeds realized from issuance of fresh shares, i.e. out of profits of the Company which would otherwise be available for dividend, the Company shall out of profits, transfer a sum equal to the nominal amount of the NCRNCPS to the redeemed, to the Capital Redemption Reserve Account, and the provisions of the Companies Act, 2013 relating to reduction of share capital of the Company shall apply as if the Capital Redemption Reserve Account were paid up share capital of the Company.</p> <p>The Capital Redemption Reserve Account may also be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid Bonus shares.</p>
16.	Current shareholding pattern of the company	Enclosed separately below
17.	Expected dilution in equity share capital upon conversion of preference shares	As the preference shares are non – convertible, there will be no dilution in equity shares of the Company.
18.	Others	<p>a) The Preference Shares shall carry a preferential right to dividend to be determined by the Board. The dividend will be calculated pro-rata i.e. from the date of allotment of such Preference Shares,</p> <p>b) The Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company,</p> <p>c) The Preference Shares, in winding up, rank, as regards repayment of capital and arrears of dividend, whether declared or not,</p>

		<p>up to the commencement of the winding up, in priority to the equity shares,</p> <p>d) The holders of the Preference Shares will not be entitled to participate in surplus funds nor in surplus assets and profits, on winding up which may remain after the entire capital has been repaid,</p> <p>e) The voting rights of the persons holding the Preference Shares shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013;</p>
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Applicable Law: Section 55 and 62(1)(a) of the Companies Act, 2013 and rules made there under.

Allotment and refund orders: The Company will allot the NCRNCPS within 60 days from the date of receipt of application money. Company will issue letters of regret along with refund orders, if any, within a period of 15 days from the date of completion of 60 days of receipt of share application money.

The Board recommends the resolution no. 2 for the approval of members as an Special resolution None of the Directors of the Company or their respective relatives/KMPs are, in any way, concerned or interested, financially or otherwise in this resolution.

Shareholding pattern as on 27.07.2024:

No	Name of the Shareholder	No. Of. Share	Percentage
I	Promoter Groups		
1.	D.C.Joslinthambi	2,156,423.00	7.06
2	Ms. Alphina Jos	554,417.00	1.82
3	Mrs.Prabala Jabeegara Ross	584,167.00	1.91
4	Ms. Avrina Jos	558,709.00	1.83
II	Promoters Institutions		
5	Centre for Development Education	6,341,804.00	20.77
6	MutualBenefit Trust (Central)	8,584,786.00	28.11
7	MutualBenefit Trust (South)	6,493,646.00	21.26
III	Investor		
8	SIDBI	4,400,000.00	14.41
IV	Public - Individuals		
9	Mrs. Sadhanadevi S	16,500.00	0.05
10	Mr. T.Anandavelan	18,142.00	0.06
11	Mr. D Chairman	16,500.00	0.05
12	Mrs. Alliroja	28,875.00	0.09
13	Mr. M Balan	14,300.00	0.05
14	Mrs. P S Santhi	22,221.00	0.07
15	Mr. Govindarajan S	16,500.00	0.05
16	Mr.Jeyakumar Perumalsamy	9,900.00	0.03
17	Mr. A Ashok	21,450.00	0.07
18	Mr.V.Sankara Senthunayagam	17,985.00	0.06
19	Mr.S.Ramachandran	18,150.00	0.06
20	Mr. D. Rajan Babu	16,500.00	0.05
21	Mrs. Amuthavalli	8,250.00	0.03
22	Mr.Rallyn P. George	161,000.00	0.53
23	Mr. A. Rajkumar	19,140.00	0.06
24	Mr. N. Vidyadharan	20,872.00	0.07
25	Ms. Susan Fonseca	150,398.00	0.49
26	Mrs. Maysmile Jayapaul	198,000.00	0.65

*In the Continuous sheet of
BWDA Finance Limited*

27	Mr. S. Sivakumar	24,750.00	0.08
28	Mr. N. Rajadurai	10,350.00	0.03
29	Mr. Alwin Zhaharia	16,500.00	0.05
30	Mrs. R. Ramya	11,000.00	0.04
31	Mr. Chidambarathanu Pillai	4,000.00	0.01
32	Mr. R. S. Hariharan	7,000.00	0.02
33	Mr. Venkatachalapathy	1,000.00	0.00
34	BWDA Finance Limited – Suspense Account	17,275.00	0.06
	Total	30,540,509.00	100.00

**ATTENDANCE SLIP FOR
EXTRAORDINARY GENERAL MEETING OF BWDA FINANCE LIMITED
CIN: U65921TN1995PLC030939
REG OFFICE & VENUE OF THE MEETING: NO858,EAST PONDY ROAD,
VILLUPURAM - 605602 TAMIL NADU.
Email: info@bwda.org.in, Tele No: 91 4146 242815
Website: bwdafinance.ltd.in
23rd August 2024 at 11.00 A.M.**

ATTENDANCE SLIP

Please complete the attendance slip and hand over at the entrance of the Meeting Hall.

Name & Address of the shareholder(s):

Joint Holder's Name, if any:

Folio no./DPID:

No. of Shares held:

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company at No. 858, East Pondy Road, Villupuram - 605602 on 23rd August 2024 at 11.00 a.m.

Signature of shareholder/Joint Holder/Proxy attending the meeting.....

Note: Person attending the meeting is requested to bring this attendance slip with Notice of EGM. Duplicate Attendance slip and Notice of EGM will not be issued at the Extraordinary General Meeting

PROXY SLIP FOR

EXTRAORDINARY GENERAL MEETING OF BWDA FINANCE LIMITED

CIN: U65921TN1995PLC030939

**REG OFFICE & VENUE OF THE MEETING: NO858, EAST PONDY ROAD,
VILLUPURAM - 605602 TAMIL NADU.**

Email: info@bwda.org.in, Tele No: 91 4146 242815

Website: bwdafinanceltd.in

23rd August 2024 at 11.00 A.M.

FORM MGT-11

Proxy form

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]**

Name of the member (s):

Registered address:

E-mail Id:

Folio No / Client Id:

DP ID:

I/We, being the member (s), holding
shares of the above named Company, hereby appoint

1. Name:.....or failing him

2. Name.....

Address(1):

Address(2):

E-mail Id(1):

E-mail Id(2):

Signature:.....

Signature:.....

as my/our proxy to attend and vote (on a poll) if any conducted for me/us and on my/our behalf at the Extraordinary general meeting, to be held on Friday, the 23rd day of August 2024 at 11.00 a.m. at the Registered office of the Company

Signed this..... day of..... 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue stamp

Note:

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. Your proxy will be entitled to vote in the manner as he /she may deem appropriate.
2. For the Resolutions No.1 to 2 please refer to the Notice of the Extraordinary General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.