

**BHARAT FINANCIAL INCLUSION LIMITED**  
**CIN: U65999MH2018PLC312539**

**Registered Office: One World Centre, Tower 1, Floor 8, 841,  
Senapati Bapat Marg, Elphinstone, Mumbai 400013.  
Tel: (022) 6641 2487 / 2359; E-mail: info@bfil.co.in**

**NOTICE is hereby given that the Fifth Annual General Meeting (AGM) of the Members of Bharat Financial Inclusion Limited will be held at a shorter notice, through Video Conference, on Wednesday, August 23, 2023, at 3.00 p.m., to transact the following business:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone) for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Anand (DIN: 07074653), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Appointment of Mr. Anil Rao (DIN: 06395743) as a Non-Executive Non-Independent Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 or any amendments thereto or modifications thereof, Mr. Anil Rao (DIN: 06395743) who was appointed as Additional Director of the Company with effect from November 24, 2022, and who holds office up to the date of 5<sup>th</sup> Annual General Meeting, and in respect of whom, the Company has received a Notice in writing from IndusInd Bank Limited (Holding Company) for his appointment, be and is hereby appointed as a Non-Executive Non- Independent Director of the company with effect from November 24, 2022, till the date of withdrawal of his Directorship by IndusInd Bank Limited, in terms of Article 79 of the Article of Association.

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the company be and are hereby severally authorized to do all such act, deeds, matters and things as may be required to give effect to the aforesaid resolution.

4. **To Approve payment of Commission to Non-Executive Directors.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (the "Act"), approval of the Company be and is hereby accorded for payment of commission to the Non-Executive Director(s), of the Company (other than the Employees of IndusInd Bank Limited nominated in the Board

of the Company), in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof and reimbursement of expenses, up to 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act and rules framed thereunder, subject to a maximum of Rs. 5,00,000/- per annum for each eligible Director, for each financial year commencing from F.Y 2022-23, for a period of five years, in such a manner as the Board of Directors may decide from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

**By Order of the Board  
For Bharat Financial Inclusion Ltd.**

Sd/-

**V. Ravi Kumar Reddy  
Company Secretary  
Membership No. A19245**

**Place: Hyderabad  
Date: August 22, 2023**

## NOTES:

1. Explanatory Statement setting out the material facts concerning Item Nos. 3 and 4, under Special Business to be transacted at the Annual General Meeting, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this Notice.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (Applicable Circulars) and Circular No. 2/2022 & Circular No. 3/2022 dated May 5, 2022 and Circular No.10/2022 dated December 28, 2022 and all other relevant Circulars issued from time to time, physical attendance of the Shareholders to the venue of the Annual General Meeting (AGM) is not required and the AGM may be held through Video Conference / Other Audio Visual Means (VC / OAVM). Hence, Shareholders can attend and participate in the ensuing AGM through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. In compliance with MCA Circulars, electronic copy of the Notice along with the Annual Report for the Financial Year March 31, 2023, consisting of the Financial Statements, including Board's Report, Auditors' Report and other documents required to be attached therewith (collectively referred to as Notice) are being sent to the Members to their respective email-ids registered with the company ("BFIL"), or the Depository Participants, through electronic means and no physical copy of the Notice is being sent to any member.
4. Since the company is a Wholly Owned Subsidiary of the IndusInd Bank and all the members are Registered Owners to comply with requirement of law, their e-mail IDs are available with the company and the E-mail IDs have been verified with the respective Member.
5. The Members who desire to change their e-mail IDs may send their request by e-mail to: [ravikumar.reddy@bfil.co.in](mailto:ravikumar.reddy@bfil.co.in).
6. Members are requested to specify your DP ID and Client ID and attach self- attested KYC documents such as Aadhar, or PAN and Driving License or Passport for identification, for requesting change of email IDs.
7. In accordance with the MCA Circulars, the company has internal mechanism supported by in-house IT for providing the VC facility to the Members for participating in the meeting.
8. Members are requested to follow the below instructions in order to participate in the meeting through videoconference (VC):
  - a. The link for joining the meeting has been sent separately along with this Notice to each member;
  - b. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled for the meeting to commence i.e. 2:45 p.m. and till 15 minutes after the scheduled time i.e. till 3.15 p.m.;
  - c. Since all the shares are held in dematerialised form, Members are requested to specify their Name or DP ID and Client ID Numbers for easy identification of attendance at the meeting.

- d. Members are requested to call at Mobile: 7337057757 or may e-mail at [ravikumar.reddy@bfil.co.in](mailto:ravikumar.reddy@bfil.co.in) in case of any assistance required with at the time of log-in / accessing or voting at the meeting;
9. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  10. In view of the MCA Circulars no Proxy shall be appointed by Members. However, in case of Corporate Member, it is requested to send to the company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 for its Authorised Representative to be able to attend and vote at the meeting through VC;
  11. Since, the company has only 7 members and falls in category of company not required to provide facility of e-voting as prescribed in sub-paragraph B – XIII para 3 in MCA Circular 14/2020 dated April 8, 2020 the voting on items placed for approval at the meeting shall be conducted by show of hands, unless a demand for Poll is made by any member in accordance with Section 109 of the Companies Act, 2013.
  12. The Chairman, shall at the Annual General Meeting, at the end of the discussion on the Resolutions on which voting is to be held, allow the voting to be conducted by show of hands pursuant to Section 107 of the Companies Act, 2013 for all the members, who are present at the meeting.
  13. If a Poll is demanded, the Chairman of the meeting shall forthwith allow the members to communicate their vote assent or dissent from their e-mail IDs registered with the company to the designated e-mail id [ravikumar.reddy@bfil.co.in](mailto:ravikumar.reddy@bfil.co.in) by members present at the meeting via VC in accordance with Section 109 of the Companies Act, 2013.
  14. The result of the voting conducted by show of hands for each item shall be counted by the Company Secretary and declared by the Chairman of the meeting before the meeting is concluded.
  15. In accordance with Section 107(2) a declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the Minutes of the meeting of the company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
  16. All necessary documents with respect to the items placed for approval, Registers and other information would be made available for the inspection of members. The members may write to [ravikumar.reddy@bfil.co.in](mailto:ravikumar.reddy@bfil.co.in) to inspect the necessary documents, which shall be made available online.

**By Order of the Board  
For Bharat Financial Inclusion Ltd.**

Sd/-

**V. Ravi Kumar Reddy  
Company Secretary  
Membership No. A19245**

**Place: Hyderabad  
Date: August 22, 2023**

## **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

The Board of Directors of the Company through Circular Resolution passed on November 24, 2022, approved the appointment of Mr. Anil Rao as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, subject to the approval of Shareholders.

In terms of Section 161(1) of the Companies Act, 2013 ('the Act'), an Additional Director can hold office up to the date of AGM, held after the date of his / her appointment. In compliance with Section 152(2) of the Act, approval of the Members is required to be obtained at the general meeting of the Members, for appointment of Director on the Board for the proposed term of appointment, by passing Ordinary Resolution.

The Company has received Notice in writing from Member under Section 160(1) of the Act, proposing the candidature for the Office of Director.

The aforesaid Additional Director was inducted basis the nomination by IndusInd Bank Limited, the holding company in accordance with Article 79 of the Articles of Association of the company.

The brief profile of the aforesaid Additional Director is mentioned below:

#### **Mr. Anil Rao (DIN: 06395743):**

Mr. Anil Rao is currently holding the position of Head - Consumer Operations & Solution Delivery of the Bank.

An alumnus of IIT Delhi, and an MBA, Mr. Anil Rao started his career with a fast-moving consumer durable company in the sales and distribution division, covering the eastern and northern India markets. His stint in the banking industry began with Bank of America. He has also worked with ABN AMRO Bank and Royal Bank of Scotland, where he managed branch banking and back-office operations for assets, liabilities and non-branch channels. He has led several large change-the-bank project implementations, which include core banking and credit card systems, CRM, digital banking initiatives such as payments, mobile & net banking. He is responsible for service delivery at customer touchpoints like contact center.

With over 30 years of experience, Mr. Rao has been a key change-agent in moving the Bank towards a digitized environment and facilitating its growth in a scalable and efficient manner.

Mr. Anil Rao, holds one share of the company as nominee of IndusInd Bank Ltd.

Mr. Anil Rao does not hold any other Directorships.

Mr. Anil Rao is not related to any Director or any Key Managerial Personnel of the Company.

During the Financial Year 2022-23, from the date of appointment as an Additional Director, Mr. Anil Rao has attended all the Board meetings held.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 3 of this Notice, for the approval of the Members.

Except for Mr. Anil Rao on his appointment, none of the other Directors or the Key Managerial Personnel of the Company and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out in Item No. 3 of this Notice.

#### **Item No. 4**

Section 197 of the Companies Act, 2013, (the 'Act') permits payment of remuneration to a director, who is neither a whole-time director nor a managing director of a company, by way of commission not exceeding one percent of the net profits of the company if the company authorises such payment.

In view of the participation of the non-executive directors in the Board and its Committee meetings, their responsibilities in the overall supervision and direction in the management of the affairs of the Company, and the pursuit of excellence in corporate governance, it is proposed to pay commission of Rs. 5,00,000/- per annum each to the non-executive directors, for a period of five years commencing F.Y.2022-23, so long as the total commission does not exceed one per cent of Net Profit for the year.

The amount of commission shall be payable each year after the annual accounts is approved by the Board of Directors and adopted by the members.

Within the overall limit approved by shareholders, the Board of Directors may determine commission for Directors based on several parameters including attendance at Board/Committee meetings.

Pursuant to the Companies (Amendment) Act, 2020, read with rules made thereunder, if a company fails to make profits or makes inadequate profits in a financial year, any non-executive director of such company, including an independent director, may be paid remuneration in accordance with Schedule V of the Act.

The above payment to non-executive directors will be in addition to the sitting fees payable to them for attending Board/committee meetings, which at present is fixed at ₹ 1,00,000 /20,000 per meeting.

None of the Directors/key managerial personnel and/or their relatives, except the concerned non-executive directors may be deemed to be concerned or interested, directly or indirectly, financially, or otherwise, to the extent of their shareholding, if any, and remuneration that may be received by them in the resolution set out in item no. 4 of the Notice.

The Board recommends passing of special resolution as set out at item no. 4 of this notice.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FIFTH ANNUAL GENERAL MEETING**

	<b>Mr. Sanjeev Anand</b>	<b>Mr. Anil Rao</b>
DIN	07074653	06395743
Age	58 years	58 years
Qualifications	As mentioned in the Brief Resume below.	As mentioned in the Explanatory Statement.
Brief Resume including experience	Mr. Sanjeev Anand, an engineer from IIT Roorkee and an MBA from McGill University, Montreal Canada, is an experienced corporate banker with 31 years of work experience of which, he spent 29 years in the banking space. Currently, as the Head - Corporate, Commercial, Rural & Inclusive Banking at IndusInd Bank, he is involved in the development of strategy and business in areas like SME Banking, Mid-Market Corporates, Financial Inclusion Business, Corporate Agri Business and Supply Chain Finance. Prior to IndusInd Bank, he was with ABN AMRO as Head of Commercial Banking. He is a keen & active sportsperson and has played Squash at the National level. He has also won the National Men Squash title in the Over 40 category. Being a sportsperson, he is of the belief that sports is a terrific metaphor for life. Besides the physical benefits, sports gives one the wherewithal to achieve a high level of emotional quotient. With this belief, he has also set up IndusInd For Sports - a non-banking sports vertical at IndusInd Bank.	As mentioned in the Explanatory Statement.
Terms and conditions of reappointment	Hold office until the date of withdrawal of his Directorship by IndusInd Bank Limited, subject to liable to retire by rotation.	As mentioned in the aforesaid Resolution for appointment in Item 3.
Details of Remuneration	Nil	Nil
Date of first appointment in the Board	Appointed as First Directors of the company.	November 24, 2022
Shareholding in the company	One Share, as nominee of IndusInd Bank Limited	One Share, as nominee of IndusInd Bank Limited

Relationship with Directors and KMPs of the company	Nil	Nil
Number of meetings attended during the year	5/5	1/1
List of Directorships/ Memberships/ Chairmanships of Committees of other Boards		Nil
Directorships in other entities:	i) Samhita Community Development Services. ii) Cashpor Micro Credit.	-
Chairmanships of the Committees of other Boards:	Nil	-
Membership of Committees of other Boards	Nil	

**By Order of the Board  
For Bharat Financial Inclusion Ltd.**

Sd/-

**V. Ravi Kumar Reddy  
Company Secretary  
Membership No. A19245**

**Place: Hyderabad  
Date: August 22, 2023**