

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 Sixth Annual General Meeting (AGM) of the Members of Bharat Financial Inclusion Limited ('the Company / BFIL') will be held at a shorter notice, through Video Conference, on Tuesday, July 16, 2024, at 12.00 noon, 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, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sumant Kathpalia (DIN: 01054434), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Nangia & Co. LLP, Chartered Accountants (Firm Registration No. 002391C/N500069), as Statutory Auditors of the Company and fix their remuneration and in this regard 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 Sections 139,141 and 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. Nangia & Co. LLP , Chartered Accountants (Firm Registration No. 002391C/N500069), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Sixth Annual General Meeting until the conclusion of the Eleventh Annual General Meeting at such remuneration plus taxes, out-of-pocket expenses, travel and other expenses, etc. as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Vivek Bajpeyi (DIN: 02349436) as a Non-Executive Non-Independent Director.**

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 Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 or any amendments thereto or modifications thereof, Mr. Vivek Bajpeyi (DIN: 02349436) a who was appointed as Additional Director of the Company with effect from September 8, 2023, and who holds office up to the date of 6th 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 September 8, 2023, 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.

5. **Appointment of Mr. Jayant Deshmukh (DIN: 08697679) as a Non-Executive Non-Independent Director.**

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 Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 or any amendments thereto or modifications thereof, Mr. Jayant Deshmukh (DIN: 08697679) who was appointed as Additional Director of the Company with effect from December 13, 2023, and who holds office up to the date of 6th 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 December 13, 2023, till the date of withdrawal of his Directorship by IndusInd Bank Limited, in terms of Article 79 of the Article of Association, on such term and condition, including remuneration and sitting fees, as applicable.

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.

6. **To approve payment of Commission to Non-Executive Directors.**

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

"RESOLVED THAT in supersession of the Resolution passed by the Members of the Company at the 5th Annual General Meeting held on August 23, 2023 and pursuant to the provisions of Section 197 and 198 and other applicable provisions of the Companies Act, 2013 (the "Act"), the provisions of Articles of Association of the Company and pursuant to the approval of the Board of Directors of the Company, consent of the members 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. 10,00,000/- per annum for each eligible Director, for each financial year commencing from F.Y 2023-24, 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/-

**Place: Hyderabad
Date: July 15, 2024**

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

NOTES:

1. Explanatory Statement setting out the material facts concerning Item Nos. 4, 5 and 6, 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 Circular No.9/2023 dated September 25, 2023 all other relevant Circulars issued from time to time (collectively referred to as “MCA Circulars”), 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 ended March 31, 2024, 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.
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 an 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. 11:45 a.m. and till 15 minutes after the scheduled time i.e. till 12.15 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 contact through Mobile: 7337057757 or e-mail at 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 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 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: July 15, 2024**

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

Item No. 4

The Board of Directors of the Company through Circular Resolution passed on September 8, 2023, approved the appointment of Mr. Vivek Bajpeyi 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. Vivek Bajpeyi (DIN: 02349436):

Mr. Vivek Bajpeyi is the Chief Risk Officer at IndusInd Bank and oversees all risk functions across the Bank. He is a senior banker with around 34 years of experience in India and Indonesia, which includes leadership roles in Credit & Risk Management, Corporate & Investment Banking and Distressed Asset Management.

Mr. Bajpeyi began his career at Bank of America and subsequently held key positions at multinational financial institutions and Indian private sector banks. At ANZ Grindlays and then at Deutsche Bank, he held Corporate Banking roles including VP of Debt Restructuring, Indonesia and Head of Corporate Banking, Chennai. As MD and Head of Risk Management at Nomura India (and Lehman Brothers prior to that), he led integrated risk and played a key part in rolling out a significant franchise. He joined IDFC as Deputy Chief Risk Officer and transitioned to IDFC Bank as a founding team member to manage Risk for Wholesale Bank. His employment prior to IndusInd Bank, was with RBL Bank, where he held roles such as Head of Corporate Finance and Head of Risk, CIB. Mr Bajpeyi has extensive experience in building teams, implementing change and managing a complex portfolio of assets.

Mr. Bajpeyi holds a Post Graduate Diploma in Management from IIM Bangalore and a Bachelor of Technology (Hons.) from IIT Kharagpur. Furthermore, he has completed Post

Graduation Program in Artificial Intelligence for Leaders, a certification from McCombs School of Business, UT Austin in 2021. He is a sports enthusiast and an avid golfer.

Mr. Vivek Bajpeyi, holds one share of the company as nominee of IndusInd Bank Ltd.

Mr. Vivek Bajpeyi does not hold any other Directorships.

Mr. Vivek Bajpeyi is not related to any Director or any Key Managerial Personnel of the Company.

Mr. Vivek Bajpeyi as a Director is not entitled to any remuneration as he is in employment of IndusInd Bank Limited.

During the Financial Year 2023-24, from the date of appointment as an Additional Director, Mr. Vivek Bajpeyi has attended all the Board meetings held.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of this Notice, for the approval of the Members.

Except for Mr. Vivek Bajpeyi 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. 4 of this Notice.

Item No. 5

The Board of Directors of the Company through Circular Resolution passed on December 13, 2023, approved the appointment of Mr. Jayant Deshmukh 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. Jayant Deshmukh (DIN: 08697679):

Mr. Jayant Deshmukh is an Independent Director at Board of IndusInd Bank Limited. Mr. Jayant Deshmukh was a Government official with over 31 years of vast and varied experience in the field of Agriculture. He served as Director of Agriculture, Maharashtra State, from April 2010 to March 2016. Prior to that he held many important positions in the Department of Agri, Maharashtra. He has rich experience of working from grass root level to the top administration. He has domain expertise in the fields of seed certification, watershed development, crops insurance, agri input management, capacity building, farmers' organization, Organic farming, soil health, etc. He also worked as the Licensing and Regulatory Authority for the agri inputs and have closely coordinated with the Government of India and the World Bank for successful implementation of their projects. Before joining the Department of Agriculture, Maharashtra, Mr. Deshmukh served as Agri. Finance Officer in the Bank of Maharashtra for nearly 18 months. Here he gained first-hand knowledge about rural and agricultural finance, rural livelihood issues, cooperation and issues related to recovery of Loans.

A postgraduate in Agriculture, Mr. Deshmukh has imparted training in many areas relevant to his work. Training on Soil and water Conservation and Management at the International Irrigation Centre, Utah State University, Logan, USA and training on Rural Development at Feldafing, Munich, Germany, being a few notables among them. He has worked in close coordination with different Cooperative Institutions like the sugar cooperatives, Dist. Cooperative Banks, Multipurpose Societies for successful implementation of Government Programmes.

Mr. Jayant Deshmukh does not hold any shares of the company.

Mr. Jayant Deshmukh holds Directorships in the following companies.

1. IndusInd Bank Limited.
2. Paranda Bhoom Agro Producer Company Limited.

Mr. Jayant Deshmukh is not related to any Director or any Key Managerial Personnel of the Company.

During the Financial Year 2023-24, from the date of appointment as an Additional Director, Mr. Jayant Deshmukh has attended all the Board meetings held.

Mr. Jayant Deshmukh shall be entitled to Sitting Fees and Profit Related Commission as may be applicable for Non- Executive Directors.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 5 of this Notice, for the approval of the Members.

Except for Mr. Jayant Deshmukh 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. 5 of this Notice.

Item No. 6

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.

The Members of the Company at their 5th Annual General Meeting of the Company held on August 23, 2023, had approved the payment of commission to Non- Executive Directors 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.

Further, the Board of Directors of the Company has recommended for increase in maximum amount of profit related commission from Rs. 5,00,000 to Rs. 10,00,000 per annum for each eligible Director.

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 enhance maximum payable commission to Rs. 10,00,000/- per annum each to the non-executive directors, for a period of five years commencing F.Y.2023-24, 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. 6 of the Notice. The Board recommends passing of Special Resolution as set out at item no. 6 of this Notice.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE SIXTH ANNUAL GENERAL MEETING

	Mr. Sumant Kathpalia	Mr. Vivek Bajpeyi	Mr. Jayant Deshmukh
DIN	01054434	02349436	08697679
Age	62 years	58 years	66 years
Qualifications	As mentioned in the Brief Resume below.	As mentioned in the Brief Resume below and detailed in Explanatory Statement.	As mentioned in the Brief Resume below and detailed in Explanatory Statement.
Brief Resume including experience	<p>Mr. Sumant Kathpalia is a career banker with years of rich experience in large multi-national banks such as Citibank, Bank of America and ABN AMRO, prior to joining IndusInd Bank. Mr. Kathpalia has successfully led several leadership roles in his career spanning over 35 years with a focus on driving business growth and innovation. At IndusInd Bank, he has been part of the management team that joined the Bank 15 years ago and has been pivotal in turning the Bank around. He has been a key member of the top-level executive committee looking at Bank-wide financial management, managing investor relations and evaluating inorganic growth opportunities. In his prior role as Head - Consumer Bank at IndusInd Bank, Mr. Kathpalia has been instrumental in setting up several new businesses from scratch</p>	<p>Mr. Vivek Bajpeyi holds a Post Graduate Diploma in Management from IIM Bangalore and a Bachelor of Technology (Hons.) from IIT Kharagpur. Mr. Vivek Bajpeyi is the Chief Risk Officer at IndusInd Bank and oversees all risk functions across the Bank. He is a senior banker with around 34 years of experience in India and Indonesia, which includes leadership roles in Credit & Risk Management, Corporate & Investment Banking and Distressed Asset Management. Mr. Bajpeyi began his career at Bank of America and subsequently held key positions at multinational financial institutions and Indian private sector banks.</p>	<p>Mr. Jayanth Deshmukh is an Independent Director at Board of IndusInd Bank Limited. Mr. Jayant Deshmukh was a Government official with over 31 years of vast and varied experience in the field of Agriculture. He served as Director of Agriculture, Maharashtra State, from April 2010 to March 2016. Prior to that he held many important positions in the Department of Agri, Maharashtra. Before joining the Department of Agriculture, Maharashtra, Mr. Deshmukh served as Agri. Finance Officer in the Bank of Maharashtra for nearly 18 months. Here he gained first-hand knowledge about rural and agricultural finance, rural livelihood issues, cooperation and issues related to recovery of Loans. A postgraduate in Agriculture, Mr. Deshmukh has imparted training in many areas relevant to his work.</p>

	<p>to cater to the needs of Individual and SME segments while successfully balancing growth with quality and compliance to regulatory and internal guidelines. He has also led the expansion of the Consumer Distribution franchise and has been instrumental in positioning IndusInd Bank as a customer responsive Bank with a slew of industry-first innovations for clients. Mr. Kathpalia has also been keenly focused on revitalising and re-energising the business models leveraging decision, sciences and digitisation to redefine client experience and to scale with efficiency. Prior to joining IndusInd Bank, he worked with ABN AMRO where he held several critical leadership positions including Head - Consumer Bank for ABN AMRO, India. Prior to ABN AMRO, Mr. Kathpalia spent a decade at Bank of America and before that, he was at Citibank, where he started his career and held various positions across functions including Business Growth & Strategy, Sales & Distribution, Operations, Systems, Risk Management and Financial Management. Mr. Kathpalia is a</p>		
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	Qualified Chartered Accountant and a Graduate in B Com (Hons.) from Hindu College, Delhi University.		
Terms and conditions of appointment/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 4.	As mentioned in the aforesaid Resolution for appointment in Item 5.
Details of Remuneration received	Nil	Nil	Sitting Fee- Rs. 1,00,000
Date of first appointment in the Board	April 14, 2020	September 8, 2023	December 13, 2023
Shareholding in the company	One Share, as nominee of IndusInd Bank Limited	One Share, as nominee of IndusInd Bank Limited	Nil
Relationship with Directors and KMPs of the company	Nil	Nil	Nil
Number of meetings attended during the year	5/5	2/2	1/1
Directorships in other entities:	IndusInd Bank Limited.		i) IndusInd Bank Limited. ii) Paranda Bhoom Agro Producer Company Limited
Chairmanships of the Committees of other Boards:	Review Committee- Wilful Defaulters	Nil	Nil
Membership of Committees of other Boards	1. Committee of Directors 2. Customer Service 3. CSR Committee 4. Finance Committee 5. IT Strategy Committee	Nil	Nil

	6. Risk Management Committee 7. Special Committee - (Monitoring Large Value Frauds) 8. Vigilance Committee		
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**By Order of the Board
For Bharat Financial Inclusion Ltd.**

Sd/-

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

**Place: Hyderabad
Date: July 15, 2024**