



NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of **BMW INDIA FINANCIAL SERVICES PRIVATE LIMITED** will be held on Monday, 25th September 2023 at 10:00 a.m. at the Registered Office of the Company situated at The Oberoi Corporate Tower, Building No. 11, 1st Floor, DLF Cyber City, Phase 2, Gurugram – 122002, Haryana, India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon. In this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Annual Financial Statements (including Consolidated Financial Statements) of the Company comprising of the Balance Sheet as on March 31, 2023, and the Statement of Profit and Loss for the period ended as on that date together with the notes forming part thereto and Board’s Report and Auditors’ Report thereon be and are hereby received, considered, and adopted by the Members of the Company.”

2. To confirm the payment of interim dividend of INR 0.58 per share amounting to INR 150,000,000/- (INR One Hundred and Fifty Million Only) on 25,76,35,182 equity shares of the Company.

SPECIAL BUSINESS:

3. APPROVAL FOR REGULARISATION OF MS. EKATERINA RUPERTI AS DIRECTOR AND WHOLE TIME DIRECTOR

To regularize appointment of Ms. Ekaterina Ruperti, who was appointed as Additional Director and further designated as Whole-time Director during the year and to consider the proposal of being appointed as Director and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of 152, 161 (1) and 196 including any other applicable provisions of the Companies Act, 2013 and applicable rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, including any statutory modifications or re-enactment thereof for the time being in force and subject to Article 81 of Articles of Association of the Company, Ms. Ekaterina Ruperti (DIN: 09729859), Additional Director and designated as Wholetime Director of the Company be and is

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hereby appointed as Wholetime Director of the Company as per the terms and conditions as agreed between the Company and Ms. Ekaterina Ruperti.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for the regularization of appointment of Ms. Ekaterina Ruperti, Director as the Wholetime Director & Chief Financial Officer of the Company, for a term of five (5) years with effect from 09th January 2023 on such terms and conditions and such remuneration as provided in her Employment Contract, as may be amended from time to time.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors of
BMW India Financial Services Private Limited**

Sd/-

**Govind Singh
Company Secretary
Membership No.: ACS 52107**

**Date: 17th August 2023
Place: Gurugram, Haryana**

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses to be transacted at the meeting is annexed hereto.
2. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument of proxy should, however, be deposited at the registered office of the Company not less than 48 hours before commencing the meeting. A Proxy Form is enclosed with this Notice of Meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the meeting.
4. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company during office hours.
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
6. Authorised representatives of the members should bring the enclosed attendance slip, duly filled in for attending the meeting. Copies of the annual report or the attendance slips will not be distributed at the meeting.
7. Route Map of the Venue of AGM is attached herewith.



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

Item No. 3:

Ms. Ekaterina Ruperti (DIN: 09729859) was appointed as Additional Director by the Board of Director w.e.f. 26th December 2022 in accordance with the provisions of Section 152 and 161 of the Companies Act, 2013 and Article 81 of Article of Association of the Company. Further Ms. Ekaterina Ruperti (DIN: 09729859) was designated as Whole-time Director and Chief Financial Officer by the Board of Directors w.e.f. 09th January 2023 for a period of 5 years in accordance with the provisions of Section 196 and 203 of the Companies Act 2013 and Rules made thereunder. Pursuant to Section 161 of the Companies Act, 2013, the above-mentioned director in the capacity of Additional Director holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Ms. Ekaterina Ruperti as Director on the Board is desirable and would be beneficial to the Company and hence recommend resolutions No. 3 for approval.

Except Ms. Ekaterina Ruperti, none of the Directors, Key Managerial Personnel, or their relatives, are concerned or interested, financially or otherwise, in this resolution. Necessary details regarding Ms. Ekaterina Ruperti are provided hereinafter.

The Board recommends resolution No. 3 to be passed as an Ordinary Resolution.

Pursuant to SS-2 of ICSI, necessary details on the regularisation and ratification of appointment of Ms. Ekaterina Ruperti (DIN: 09729859) as Director and Wholetime Director and Chief Financial Officer of the Company are appended hereunder in Table A.

Table A

Particulars	Ms. Ekaterina Ruperti
Age	43 years (28 th September, 1979)
Qualification(s)	Degree in Banking & Finance (Diploma), Degree in Linguistics, Education (Diploma)
Experience in special functional areas	Over 20 years of work experience in different domains viz. client services, issuer relations, Corporate Finance & Treasury, and Financial Risk Management etc. In her previous role, she was associated with BMW AG, Munich, Germany as a Manager - Corporate Finance, Treasury, Structured Finance. Prior to joining BMW, she has worked with organizations like Fujitsu Technology Solutions Munich, Germany, Deutsche Bank AG London, Moody's Investors Service Limited, London etc.
Terms & Conditions of appointment along with details of remuneration to be paid and remuneration last drawn by such person	I) Salary: INR 10,085,017per annum II) Perquisites/ Benefits as per the Employee Remuneration policy of the Company: a. A vehicle (with a driver, petrol and maintenance) for self-use- official.



Particulars	Ms. Ekaterina Ruperti
	<ul style="list-style-type: none"> b. A vehicle (with a driver and maintenance) for usage by the family. c. A rent free furnished accommodation in National Capital Region of Delhi.: Eligible HRA only. d. Holiday Allowance for meeting the travelling expenses incurred in India or out of India for the purpose of traveling to any location in India or out of India. e. Actual Mobile phone expenses incurred in India and out of India. f. Life and Medical Insurance Expenses. g. Special allowance equivalent to tax withholding applicable on salary and other expenses. h. Reimbursement in respect of any legitimate out of pocket expenses incurred in discharge of his bona fide functions and duties on behalf of the Company. i. Such other benefits as may be available to other employees of the company at his level. j. Gross up on taxes. <p>The above salary may vary basis taxable figures for salary paid outside India which has been computed basis exchange rate varying on month-to-month basis as per the provisions of Income-tax Act, 1961.</p> <p>Last Remuneration Drawn: NA, as first-time appointment in BMW India Financial Services Private Limited.</p>
Date of first appointment on the Board	26 th Dec 2022
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the financial year 2022-23	3

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Particulars	Ms. Ekaterina Ruperti
Directorship, Membership / Chairmanship of committees of other Boards as on March 31, 2023	NA

**By Order of the Board of Directors of
BMW India Financial Services Private Limited**

Sd/-

**Govind Singh
Company Secretary
Membership No.: ACS 52107**

**Date: 17th August 2023
Place: Gurugram, Haryana**



ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE:

Registered Folio No	
No. of Shares	
Name	
Company represented, if any	

I certify that I am a member of the Company.

I hereby accord my presence at the 14th Annual General Meeting of the Company at The Oberoi Corporate Tower, Building No. 11, 1st Floor, DLF Cyber City, Phase 2, Gurugram - 122002, on Monday 25th September 2023 at 10.00 a.m.

Signature : _____
Name : _____

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FORM NO. MGT 11

Proxy Form

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

CIN : U65921HR2009FTC039654
Name : BMW India Financial Services Private Limited
Registered Office : The Oberoi Corporate Tower, Building No. 11 1st Floor, DLF Cyber City,
Phase 2, Gurugram 122002

Name of the member :
Registered address :
E-mail Id. :
Folio No./Client Id. :
No. of shares held :

I/We, being member(s) of _____ shares of above-named company, hereby appoint:

1. Name:
Address:
E-mail Id:
Signature: or failing him/her
2. Name:
Address:
E-mail Id:
Signature: or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company to be held on Monday, 25th September 2023 at 1st Floor, Oberoi Centre, Building No. 11, DLF Cyber City, Phase-II, Gurugram, Haryana – 122002, on 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31 March 2023 together with the reports of the Board of Directors' and Auditors' thereon.			
2.	Confirmation of payment of interim dividend of INR 0.58 per share amounting to INR 150 million on 25,76,35,182 equity shares of the Company.			
3.	Approval for regularisation of Ms. Ekaterina Ruperti as Director and Wholetime Director			

Signed thisday of2023.

Signature (s) of Member(s)/Proxy holder(s)

1. _____
2. _____

Affix Revenue
Stamp

Notes:

The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of annual general meeting.

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ROUTE MAP TO THE VENUE AND LANDMARK

<https://www.google.com/maps/place/Oberoi+Centre+Gurgaon,+BMW+Group+office/@28.4955631,77.0888678,12z/data=!4m5!3m4!1s0x390d192b49853653:0x97b192dab1de5411!8m2!3d28.4962939!4d77.0882992>

