



## NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of **BMW INDIA FINANCIAL SERVICES PRIVATE LIMITED** will be held on Tuesday, 24<sup>th</sup> September 2024 at 10:00 a.m. at the Registered Office of the Company situated at The Oberoi Corporate Tower, Building No. 11, 1<sup>st</sup> 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 (Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2024, 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 (Standalone and Consolidated Financial Statements) of the Company comprising of the Balance Sheet as on March 31, 2024, and the Statement of Profit and Loss & Cash Flow Statements 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 declare a Final Dividend of INR 0.97 per Equity Share amounting to INR 250,000,000 (INR Two Hundred and Fifty Million Only) for the Financial Year ended March 31, 2024 and in this regard, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Company do declare and pay a final dividend of INR 0.97 per Equity Share amounting to INR 250,000,000 (INR Two Hundred and Fifty Million Only) to all those Members whose names appear in the Register of Members of the Company as on 30th August, 2024 in proportion to the paid-up value of the equity shares.”

### SPECIAL BUSINESS:

#### 3. APPROVAL FOR REGULARISATION OF MR. PRASHANT KAPUR AS DIRECTOR.

To regularize appointment of Mr. Prashant Kapur, who was appointed as Additional Director during the year and to consider the proposal of being appointed as a Director 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 152 and 161 (1) including any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to Article 81 of

# BMW Financial Services



the Articles of Association of the Company, Mr. Prashant Kapur (DIN: 07828907), Additional Director of the Company be and is hereby appointed as a Director of the Company.

**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

**For BMW India Financial Services Private Limited**

**Sd/-**

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

**Date: 2<sup>nd</sup> September 2024**

**Place: Gurugram, Haryana**

CIN: U65921HR2009FTC039654

Registered Office: The Oberoi Corporate Tower,  
Building No. 11, 1<sup>st</sup> Floor, DLF Cyber City,  
Phase 2, Gurugram – 122002, Haryana, India

Website: <https://www.bmw.in/en/fastlane/bmw-financial-services-new/faqs.html>

Email id: [compliancenfsc@bmw.in](mailto:compliancenfsc@bmw.in)

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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:

Mr. Prashant Kapur (DIN: 07828907) was appointed as Additional Director by the Board of Directors w.e.f. 14<sup>th</sup> Oct 2023 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. Pursuant to Section 161 of the Companies Act, 2013. The above-mentioned director holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Mr. Prashant Kapur as Director on the Board is desirable and would be beneficial to the Company and hence recommends resolutions No. 3 for approval.

Except Mr. Prashant Kapur, none of the Directors, Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in this resolution.

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

Pursuant to SS-2 of ICSI, necessary details on the regularisation of appointment of Mr. Prashant Kapur as Director of the Company are appended hereunder in **Table A**.

**Table A**

<b>Particulars</b>	<b>Mr. Prashant Kapur</b>
<b>Age</b>	52 years (31/03/1972)
<b>Qualification(s)</b>	Bachelor of Arts, Master of Business Administration PGDM (Dual) Operations and Marketing and Military Courses.
<b>Experience in special functional areas</b>	He carries 31 years of Work Experience. Out of which 15 years of work experience for working with Bank and Financial Institutions. He has spent 9 years at HSBC and Working with BMW India Financial Services Private Limited from last 6 years as in capacity of Chief Operating Officer and leading the Operation Department (New Business, Collections, Wholesale Operations, Projects etc). He is working in the capacity of Chief Sales and Marketing Officer (CSMO) with effect from October 17, 2023.
<b>Terms &amp; Conditions of appointment along with details of remuneration to be paid and remuneration last drawn by such person</b>	I) Salary: INR 12,010,000 per annum II) Perquisites/ Benefits as per the Employee Remuneration policy of the Company: a. A vehicle (with petrol and maintenance) for self-use-official. c. A rent free furnished accommodation in National Capital Region of Delhi.: Eligible HRA only. d. Holiday Allowance for meeting the travelling expenses



<b>Particulars</b>	<b>Mr. Prashant Kapur</b>
	<p>incurred in India or out of India for the purpose of traveling to any location in India or out of India.</p> <p>e. Actual Mobile phone expenses incurred in India and out of India.</p> <p>f. Life and Medical Insurance Expenses.</p> <p>g. Special allowance equivalent to tax withholding applicable on salary and other expenses.</p> <p>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.</p> <p>i. Such other benefits as may be available to other employees of the company at his level.</p> <p>Last Remuneration Drawn: INR 12,010,000.</p>
<b>Date of first appointment on the Board</b>	14 <sup>th</sup> Oct 2023
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors and Key Managerial Personnel of the Company</b>	NA
<b>Number of Meetings of the Board attended during the financial year 2023-24</b>	2
<b>Directorship, Membership / Chairmanship of committees of other Boards as on March 31, 2024.</b>	<ol style="list-style-type: none"> <li>1. Director of BMW India Leasing Private Limited</li> <li>2. Chairman of Corporate Social Responsibility Committee of BMW India Leasing Private Limited</li> </ol>

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

Sd/-

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

**Date: 02<sup>nd</sup> September 2024**  
**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 15<sup>th</sup> Annual General Meeting of the Company at The Oberoi Corporate Tower, Building No. 11, 1<sup>st</sup> Floor, DLF Cyber City, Phase 2, Gurugram - 122002, on Tuesday 24<sup>th</sup> September 2024 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 15<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 24<sup>th</sup> September 2024 at 1<sup>st</sup> Floor, Oberoi Centre, Building No. 11, DLF Cyber City, Phase-II, Gurugram, Haryana – 122002, at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against	Abstain
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31 March 2024 together with the reports of the Board of Directors' and Auditors' thereon.			
2.	To declare a Final Dividend of INR 0.97 per Equity Share amounting to INR 250,000,000 (INR Two Hundred and Fifty Million Only) for the Financial Year ended March 31, 2024.			
3.	Approval for regularisation of Mr. Prashant Kapur as Director.			

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

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

1. \_\_\_\_\_
2. \_\_\_\_\_



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.

# BMW Financial Services



## 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>

