

# BFL ASSET FINVEST LIMITED

Regd. Office: 1, Tara Nagar, Ajmer Road, Jaipur - 302 006, Ph.: 9214018877  
CIN: L45201RJ1995PLC010646, Website: [www.bflfin.com](http://www.bflfin.com), E-mail: [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com)

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Ref. No.: BFL/2024-25/48

Date: September 02, 2024

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai-400001 (Maharashtra)

Scrip Code: 539662

**Sub: Submission of Annual Report for the Financial Year 2023-24 along with Notice of 29<sup>th</sup> Annual General Meeting of the Company.**

Dear Sir / Ma'am,

Pursuant to the provisions of Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**Listing Regulations**"), please find attached herewith a copy of Annual Report for the Financial Year 2023-24 along with Notice of 29<sup>th</sup> Annual General Meeting of the members of the Company to be held on **Thursday, September 26, 2024 at 03:00 P.M. (IST)** onwards through Video Conferencing ("**VC**") /Other Audio Visual Means ("**OAVM**").

Further, in terms of Regulation 46 of Listing Regulations, the Annual Report along with the Notice of Annual General Meeting is also available on the website of the Company at [https://www.bflfin.com/?page\\_id=19#tab-id-7](https://www.bflfin.com/?page_id=19#tab-id-7)

The Company has sent today, i.e. **Monday, September 02, 2024**, soft copy of the Notice of the 29<sup>th</sup> Annual General Meeting along with Annual Report for Financial Year 2023-24 via e-mail to those members who have registered their email addresses with the Company/Depository Participant(s)/Registrar and Share Transfer Agent of the Company.

We request you to take above information on record.

Thanking you,  
Yours Sincerely,  
For BFL ASSET FINVEST LIMITED

ILMA SUZA  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
MEMBERSHIP NUMBER: A70063

Encl: A/a

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## NOTICE OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 29<sup>th</sup> (Twenty-Ninth) Annual General Meeting (“AGM/ Meeting”) of the members of **BFL Asset Finvest Limited** (“the Company”) will be held on **Thursday, September 26, 2024, at 03:00 P.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS:

#### ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS.

To adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

#### ITEM NO. 2: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION.

To appoint a Director in place of **Mrs. Alpana Baid** (DIN: 06362806), Non-Executive Director of the Company, who retires by rotation at this meeting and being eligible, has offered herself for re-appointment.

### SPECIAL BUSINESS:

#### ITEM NO. 3: APPOINTMENT OF MR. AJAY AGARWAL (DIN: 10727170) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY.

To appoint Mr. Ajay Agarwal (DIN: 10727170) as Non-Executive, Independent Director of the Company and to consider, and if thought fit, to pass the following resolution as a “Special Resolution.”

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and regulations, notifications and circulars issued by the Reserve Bank of India in this regard from time to time (including any statutory modification(s) made thereto or re-enactment(s) thereof for the time being in force) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable and pursuant to relevant provisions of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Ajay Agarwal (DIN: 10727170) who was appointed as an Additional Director (Non-Executive, Independent Director) of the

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Company w.e.f. August 09, 2024 and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as Non-Executive, Independent Director of the Company, for a term of 5 (five) years with effect from August 09, 2024 to August 08, 2029 and whose office shall not liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**Date:- August 09, 2024**

**Place: Jaipur**

**Registered Office: 1, Tara Nagar, Ajmer  
Road, Jaipur-302 006 (Rajasthan)**

**By Order of the Board of Directors  
For BFL Asset Finvest Limited**

**Sd/-**

**Ilma Suza**

**Company Secretary and Compliance Officer**

**Membership Number: A70063**

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## NOTES:

1. The Ministry of Corporate Affairs (“**MCA**”) has vide its General Circular No. 09/2023 dated September 25, 2023 and earlier circulars issued in this regards (collectively referred to as “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide its Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (**collectively referred to as “SEBI Circulars”**) have permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue upto September 30, 2024. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the 29<sup>th</sup> Annual General Meeting (“29<sup>th</sup> AGM”) of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue.
2. In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at 1, Tara Nagar, Ajmer Road, Jaipur - 302006 (Rajasthan) which shall be the deemed venue of the AGM.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), which sets out details relating to Special Businesses to be transacted at the 29<sup>th</sup> Annual General Meeting is annexed hereto and forms part of this notice.
4. As per the provisions of Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 29<sup>th</sup> AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting, provided that the first holder has not already cast his/her vote by remote e-voting.
6. Pursuant to the provisions of Section 113 of the Act, Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members and other non-individual members intending to participate in the AGM through their authorized representatives are requested to send a scanned copy (PDF/JPG Format) of authorization letter/resolution passed by its Board or governing body etc., authorizing their representative to attend and vote on their behalf at the 29<sup>th</sup> AGM to the Company at [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com).

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Further, HUF members shall participate through Karta or any other member of HUF duly authorized by the Karta by way of authority letter.

7. Attendance of Members/Authorized Representatives through video conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Pursuant to the provisions of Section 91 of the Act, the register of members and share transfer books of the Company will remain closed from **Friday, September 20, 2024 to Thursday, September 26, 2024** (both days inclusive) for the purpose of the 29<sup>th</sup> AGM.
9. Members are requested to address all correspondence to MCS Share Transfer Agent Limited, F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi -110 020, who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and our Company's name in all your future correspondences.
10. Brief profile of the directors and other additional information pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the 29<sup>th</sup> AGM, is furnished as **Annexure** to the Notice.
11. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com), or the Company Secretary and Compliance Officer of the Company at the [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com) mentioning the relevant Folio number or DP ID and Client ID, for issuance of demand draft. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, shall, as per the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to IEPF as per Section 124 of the Act, and the applicable rules.

The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company and the same can be accessed through the link: [https://www.bffin.com/wp-content/uploads/2024/07/4.-Statement-of-Unpaid-and-Unclaimed-Dividend-Final-Dividend\\_31.03.2024.pdf](https://www.bffin.com/wp-content/uploads/2024/07/4.-Statement-of-Unpaid-and-Unclaimed-Dividend-Final-Dividend_31.03.2024.pdf)

The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in)

12. In compliance with MCA Circulars and SEBI circulars Notice of the 29<sup>th</sup> AGM along with the Annual Report for F.Y. 2023-24 is being sent electronically to all the members of the

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Company, whose name appear on the Register of Members/List of Beneficial Owners as on **Friday, August 23, 2024** and who have registered their e-mail addresses with the Depositories/ Depository Participants unless any member has requested for a physical copy of the same by sending a request for the same to the Company at [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com) mentioning Folio No/ DP ID and Client ID. Members may note that the Notice of the 29<sup>th</sup> AGM and Annual Report for F.Y. 2023-24 will also be available on the Company's website at [https://www.bflfin.com/?page\\_id=19#tab-id-3](https://www.bflfin.com/?page_id=19#tab-id-3), website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and on the website of e-voting service provider i.e. Central Depository Services (India) Limited ('CDSL') at <https://www.evotingindia.com/>.

13. Members may join the 29<sup>th</sup> AGM through VC or OAVM Facility by following the procedure as mentioned below in the notice, which shall be kept open for the Members from 02:30 P.M. (IST) i.e. 30 minutes before the time scheduled to start the 29<sup>th</sup> AGM and will remain open upto 15 minutes after the scheduled time to start the 29<sup>th</sup> AGM.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. **For shares held in electronic form:** to their Depository Participants ("DPs")
  - b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 which was later subsumed by the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

**Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.**

15. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to RTA, the format of which is available on the website of the Company at <https://www.bflfin.com/wp-content/uploads/2023/06/13.-Form-ISR-1-and-5.pdf>.

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Further, Members, holding shares in physical form, desirous of opting out cancelling/varying nomination, are requested to send their requests in Form No. ISR-3 or SH-14, as the case may be, to RTA the formats of which are available on the website of Company at <https://www.bflfin.com/wp-content/uploads/2023/06/13.-Form-ISR-1-and-5.pdf>.

16. Members may note that in terms of Regulation 40(1) of Listing Regulations, as amended from time to time, transfer requests shall not be processed unless securities are held in dematerialized form; also, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company at [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com) or RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com), for assistance in this regard.

Further, those Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com), for consolidation into single folio.

Furthermore, the Members/legal heirs of deceased Members who hold shares in the physical form are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.

17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 which was later subsumed by SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition, etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 or Form ISR – 5, as may be applicable, the format of which are available on the Company's website under the web link at [https://www.bflfin.com/?page\\_id=19#tab-id-4](https://www.bflfin.com/?page_id=19#tab-id-4).
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated vide SEBI Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal

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(<https://smartodr.in/login>) and the same can also be accessed through the Company's website [https://www.bflfin.com/?page\\_id=1705](https://www.bflfin.com/?page_id=1705).

19. Relevant documents referred to in the notice will also be available for electronic inspection without any fees by the members from the date of this notice upto the date of the meeting. Members desirous of inspecting the same may write at [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com).
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the 29<sup>th</sup> AGM.
21. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com) at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
22. In compliance with Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended), and the Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('Remote E-voting') on all resolutions set forth in this Notice as well as online voting during the AGM. For this purpose, the Company has entered into agreement with CDSL for facilitating voting through electronic means, as the authorized agency. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
23. The Company has appointed CS Manoj Maheshwari, FCS 3355, Company Secretary in Practice and failing him, CS Priyanka Agarwal, FCS 11138, Company Secretary in Practice, Partners of M/s V.M. & Associates, Jaipur to act as scrutinizer and alternate scrutinizer respectively, to scrutinize the remote e-voting and e-voting to be carried out at the Meeting in a fair and transparent manner.
24. The Remote e-voting period starts at **09:00 A.M. (IST)** on **Sunday, September 22, 2024** and ends on **05:00 P.M. (IST)** on **Wednesday, September 25, 2024**. The remote e-voting module will be disabled by CDSL for voting thereafter.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, September 20, 2024** may cast their vote electronically.

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25. Members will be provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.
26. The voting rights of shareholders shall be in proportion to their equity shares in the paid up equity share capital of the Company as on **Friday, September 20, 2024** (cut-off date). Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
27. The final results including votes cast during the AGM and votes casted through remote e-voting shall be declared within 2 working days from the conclusion of meeting. The final results along with the scrutinizer's report shall be placed on the Company's website [https://www.bffin.com/?page\\_id=19#tab-id-3](https://www.bffin.com/?page_id=19#tab-id-3), website of stock exchange <https://www.bseindia.com/index.html> and on CDSL's website <https://www.evotingindia.com/> immediately after the result is declared by the Chairman.
28. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
29. Instructions for remote e-voting, e-voting and joining the virtual Meeting are as follows:

## THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins at **09:00 A.M. (IST) on Sunday, September 22, 2024** and ends on **05:00 P.M. (IST) on Wednesday, September 25, 2024**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **Friday, September 20, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by

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the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step-1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.</li></ol>

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	<p>CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"><li>If the user is not registered for Easi/Easiest, option to register is available at CDSL Website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"><li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting</li></ol>

# BFL ASSET FINVEST LIMITED

Regd. Office: 1, Tara Nagar, Ajmer Road, Jaipur-302006, Ph.:9214018877

CIN: L45201RJ1995PLC010646, Website: [www.bffin.com](http://www.bffin.com), E-mail: [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com)

	page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-48867000 and 022-24997000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

# BFL ASSET FINVEST LIMITED

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CIN: L45201RJ1995PLC010646, Website: [www.bffin.com](http://www.bffin.com), E-mail: [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com)

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) **If you are a first-time user follow the steps given below:**

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (ii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

# BFL ASSET FINVEST LIMITED

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CIN: L45201RJ1995PLC010646, Website: [www.bffin.com](http://www.bffin.com), E-mail: [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com)

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- (v) Click on the EVSN for the relevant <**BFL ASSET FINVEST LIMITED**> on which you choose to vote.
- (vi) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

# BFL ASSET FINVEST LIMITED

Regd. Office: 1, Tara Nagar, Ajmer Road, Jaipur-302006, Ph.:9214018877

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can delink in case of any wrong mapping.
- It is mandatory, that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting and e-Voting at the 29<sup>TH</sup> AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

# BFL ASSET FINVEST LIMITED

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7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before **Saturday, September 21, 2024** to meeting mentioning their name, demat account number/folio number, email ID, mobile number at [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before **Saturday, September 21, 2024** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com) /RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no- 1800 22 55 33.

# BFL ASSET FINVEST LIMITED

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no-on 1800 22 55 33.

**Date: August 09, 2024**

**Place: Jaipur**

**Registered Office: 1, Tara Nagar, Ajmer Road,  
Jaipur-302 006 (Rajasthan)**

**By Order of the Board of Directors  
For BFL Asset Finvest Limited**

**Sd/-**

**Ilma Suza**

**Company Secretary and Compliance officer**

**Membership Number: A70063**

# BFL ASSET FINVEST LIMITED

Regd. Office: 1, Tara Nagar, Ajmer Road, Jaipur-302006, Ph.:9214018877

CIN: L45201RJ1995PLC010646, Website: [www.bffin.com](http://www.bffin.com), E-mail: [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com)

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special businesses mentioned in the Notice of 29<sup>th</sup> Annual General Meeting dated Thursday, September 26, 2024:

### ITEM NO. 3

The Board of Directors of the Company, appointed Mr. Ajay Agarwal DIN: 10727170, as an Additional Director (Non-Executive, Independent) of the Company with effect from **Friday, August 09, 2024** on the recommendation of Nomination and Remuneration Committee pursuant to provisions of Section 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Act and Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations 2015 (including any modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company.

Further, In accordance with the provisions of Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations 2015, the Board of Directors of the Company has recommended the appointment of Mr. Ajay Agarwal DIN: 10727170 as Director (Non-Executive, Independent) to the Members of the Company for their consideration and approval at the 29<sup>th</sup> Annual General Meeting.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also given his consent to act as Director of the Company, if so appointed by the members and the declaration in Form DIR-8 that he is not disqualified from being appointed as a director along with the certificate of independence and confirmation that he is not debarred or disqualified from being appointed or continuing as director of companies by the virtue of any order passed by SEBI, RBI or any other authority. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

There is no inter se relationship between him and any other Board of Directors and other Key Managerial Personnel of the Company. Mr. Ajay Agarwal (DIN: 10727170) is a Post Graduate from National Institute of Management having graduated in MBA with specialization in Marketing Management. He possesses detailed practical knowledge and

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expertise in the field of Marketing Management and he has more than 9 years of experience in the marketing Management. Considering his vast experience, the Board of Directors on the recommendation of the Nomination and Remuneration Committee has determined that the appointment of Mr. Ajay Agarwal (DIN: 10727170) would be beneficial to the Company.

His brief profile and the additional information as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is given under “Annexure-I”.

Save and except of Mr. Ajay Agarwal (DIN: 10727170), being appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for the approval by the Members as a Special Resolution.

**Date: August 09, 2024**

**Place: Jaipur**

**Registered Office: 1, Tara Nagar, Ajmer  
Road, Jaipur-302 006 (Rajasthan)**

**By Order of the Board of Directors  
For BFL Asset Finvest Limited**

**Sd/-**

**Ilma Suza**

**Company Secretary and Compliance officer**

**Membership Number: A70063**

# BFL ASSET FINVEST LIMITED

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## Annexure-I

**Information on Directors being appointed/re-appointed as required under Clause 1.2.5 of Secretarial Standards on General Meetings (SS-2) and Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Particulars	Mrs. Alpana Baid	Mr. Ajay Agarwal
Date of birth	September 14, 1967	March 18, 1978
Nationality	Indian	Indian
Age	56 Years	46 Years
Brief resume	She is a graduate and has more than 17 Years of experience in the field of Operations and Management.	He is a Post Graduate from National Institute of Management having graduated in MBA with specialization in Marketing Management. He possesses detailed practical knowledge and expertise in the field of Marketing Management and he has more than 9 years of experience in the marketing Management.
Qualification	Graduate	Post Graduate
Nature of Expertise in specific functional areas	She possesses appropriate skills, experience and knowledge; inter alia, in the field of operations and management.	He possesses detailed practical knowledge and expertise in the field of Marketing Management.
Years of Experience	More than 18 Years	More than 9 years.
Shareholding of Non-Executive Directors in the Company, including shareholding as a beneficial owner.	71,100 Equity Shares of Rs. 10/- each (0.70%)	120 Equity Shares of Rs. 10/- each (0.001%)
Terms of Appointment/ Re-	Re-appointed as Non-Executive Director liable to retire by rotation.	Proposed to be appointed as a Non-Executive Independent Director of the company for a term of five years with

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appointment		effect from August 09, 2024 to August 08, 2029.
Remuneration last drawn	NIL	NIL
Remuneration to be drawn	NIL	NIL
No. of Board meetings attended during the financial year 2023-24	7 (Seven) Board meetings attended in the Financial Year 2023-2024.	N.A.
Original date of appointment	June 30, 2022	August 09, 2024
Relationship between Directors, KMPs etc. inter-se	Mr. Mahendra Kumar Baid (Spouse) Mr. Aditya Baid (Son)	NIL
No. of the Companies in which Directorship held, except BFL Asset Finvest Limited	3 (Three)	NIL
No. of Listed Entities in which Directorship /Membership of committees was held except BFL Asset Finvest Limited	1 (One) <b>Baid Finserv Limited:</b> Non-Executive Director and Member of Corporate Social Responsibility Committee only.	NIL
Listed Entity from which he/she has resigned as director in past 3 years	NIL	NIL
Skills and Capabilities required for	Not Applicable	He is a Post Graduate from National Institute of Management having graduated in MBA with specialization

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<b>appointment and Manner in which the person meets such Requirements.</b>		in Marketing Management. He possesses detailed practical knowledge and expertise in the field of Marketing Management and he has more than 9 years of experience in the marketing Management.
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Date: August 09, 2024

Place: Jaipur

Registered Office: 1, Tara Nagar, Ajmer Road,  
Jaipur-302 006 (Rajasthan)

By Order of the Board of Directors  
For BFL Asset Finvest Limited

Sd/-

Ilma Suza

Company Secretary and Compliance officer

Membership Number: A70063