Notice of 6th Annual General Meeting

NPCI Bharat BillPay Limited

CIN: U67190MH2020PLC351595

Registered Office: 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

Phone: +91 22 40009100 | Email: companysecretary@nbbl.in | Web: www.bharat-connect.com

Notice is hereby given that the 6th (Sixth) Annual General Meeting ("**AGM**") of the Members of **NPCI BHARAT BILLPAY LIMITED** ("**NBBL**" or "**the Company**") will be held at a shorter notice on **Thursday, 24th September 2026**, at **12:00 noon** at the registered office of the Company situated at 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India through Hybrid Mode i.e. physical participation and participation through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

Item No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Reports of the Board and Auditors thereon.

Item No. 2:

To appoint a Director in place of Ms. Sohini Rajola (DIN: 07817739), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Item No. 3:

To authorize the Board to fix the remuneration of Statutory Auditors of the Company as appointed by the Comptroller & Auditor General of India (CAG) for the financial year 2026- 2027

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 139, 142 read with other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of the Directors be and is hereby authorized to fix the remuneration of M/s. J M T and Associates, Chartered Accountants (Firm Registration No. 104167W), Statutory Auditors of the Company as appointed by Comptroller and Auditor General of India (CAG) for the financial year 2026-2027 at such terms and conditions as provided, in the letter received from CAG in this regard;

RESOLVED FURTHER THAT the said Auditors shall hold office from the conclusion of 6th Annual General Meeting of the Company until the conclusion of 7th Annual General Meeting of the Company."

SPECIAL BUSINESS:

Item No. 4:

Appointment of Mr. Chander Shekhar Sharma (DIN: 11467864) as a Non-Executive Non-Independent Director of the Company

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 applicable provisions of the Companies Act, 2013 ("the Act") Mr. Chander Shekhar Sharma (DIN:11467864) who was appointed as an Additional Director of the Company effective from 11th February 2026 pursuant to the provisions of Section 161 and other applicable provisions of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director under the category of Non-Executive Non-Independent Director on the Board of the Company for a term of 3 (three) consecutive years or his term concurrent with the existing Directorship as Nominee Director on the Board of National Payments Corporation of India, the Parent Company, whichever is earlier AND THAT the office of Mr. Chander Shekhar Sharma shall be subject to liable to retirement by rotation;

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to the filing of forms, returns and finalise, execute any agreements, documents, instruments and writings, as it may in its absolute discretion deem fit and proper in order to give effect to this resolution and to delegate all or any of the powers conferred herein or under any law to a Committee of Directors or to any other Officer(s) / Authorised Representative of the Company."

Item No. 5:

Appointment of Mr. Rajanish Parmanand Prabhu (DIN: 11531771) as a Non-Executive Non-Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") Mr. Rajanish Parmanand Prabhu (DIN: 11531771) who was appointed as an Additional Director of the Company effective from 25th March 2026

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NPCI Bharat BillPay Ltd.

pursuant to the provisions of Section 161 and other applicable provisions of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director under the category of Non-Executive Non-Independent Director on the Board of the Company for a term of 3 (three) consecutive years or his term concurrent with the existing Directorship as Nominee Director on the Board of National Payments Corporation of India, the Parent Company, whichever is earlier **AND THAT** the office of Mr. Rajanish Parmanand Prabhu shall be subject to liable to retirement by rotation;

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to the filing of forms, returns and finalise, execute any agreements, documents, instruments and writings, as it may in its absolute discretion deem fit and proper in order to give effect to this resolution and to delegate all or any of the powers conferred herein or under any law to a Committee of Directors or to any other Officer(s) / Authorised Representative of the Company."

Item No. 6:

Revision in remuneration payable to Ms. Noopur Chaturvedi (DIN: 11013793), Managing Director and Chief Executive Officer of the Company

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

"**RESOLVED THAT** based on the approval of the Board of Directors ("the Board") and pursuant to the provisions of Sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the revision in the remuneration payable to Ms. Noopur Chaturvedi (DIN: 11013793), Managing Director and Chief Executive Officer ("MD & CEO") of the Company for the period from 1st April 2026 to 31st March 2027, detailed as under:

Basic Salary:

Rs. 1,00,25,224/- per annum

House Rent Allowance (HRA)

Rs. 50,12,612/- per annum

Perquisites:

Perquisites are valued in accordance with the Income-tax Rules, wherever applicable, and otherwise at the actual cost incurred by the Company. These include benefits under the Company's group insurance schemes (medical, life and personal accident insurance), company car lease and fuel facility (where availed), communication reimbursements including landline and broadband expenses, leave and leave travel concession, education allowance, professional pursuit allowance, provident fund, gratuity, home loan interest support under the NPCI Samriddhi Scheme (where availed), and such other employee benefits as may be approved by the competent authority and made available from time to time under the Company's policies. The aggregate value of the aforesaid perquisites and benefits is Rs. 15,10,856/- per annum.

Supplementary Allowance:

Rs. 88,22,198/- per annum

Annual Bonus:

Annual Bonus for FY 2025-26 payable during FY 2026-27, as approved by the Board as detailed in the Explanatory Statement.

RESOLVED FURTHER THAT all other terms and conditions of appointment, as earlier approved by the members, at the annual general meeting held on 25th September 2025 and which are not dealt with in this resolution, shall remain unaltered and continue to be effective during the period from 1st April 2026 to 31st March 2027;

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits in any financial year, the remuneration as decided by the Board or duly empowered Committee thereof, if any from time to time shall be paid to Ms. Noopur Chaturvedi as minimum remuneration subject to provisions of the Act and such approvals as may be required in this regard;

RESOLVED FURTHER THAT the Board (also deemed to include any Committee of the Board and/or any official duly authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things including the power to determine the amount of annual bonus for the FY 2026-27, settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution."

By Order of the Board of Directors
For **NPCI Bharat BillPay Limited**

Supreetha Shetty
Company Secretary
Membership No.: ACS 22546
Place: Mumbai
Date: 22nd September 2026
NPCI Bharat BillPay Limited
CIN: U67190MH2020PLC351595
Regd. Office: 1001A, B Wing,
10th Floor, The Capital,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
T: +91 22 40009100 F: +91 22 40009101
companysecretary@nbbl.in
www.bharat-connect.com

NOTES

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act") with respect to the Special Business (Item Nos. 4 to 6) forms part of this Notice. The special business as set out in the notice, being considered unavoidable in nature, be transacted at the forthcoming AGM of the Company. Additional information, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of Directors seeking appointment/re-appointment/ whose remuneration is to be revised at the Annual General Meeting is furnished as annexure to the Notice.

2. Pursuant to the General Circular Nos. 20/2020 dated 5th May 2020 read with circular No. 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April, 2020 and subsequent circulars in this regard the latest being 03/2025 dated 22nd September 2025 issued by Ministry of Corporate Affairs (collectively referred as 'MCA Circulars'), companies are allowed to hold Annual General Meeting through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM). Hence, in compliance with the MCA Circulars, the AGM of the Company is being held through hybrid mode with participation of members either in person or through VC/ OAVM.

3. The venue of the meeting shall be registered office of the Company situated at 1001A, B wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.

4. PROXIES:

i. For Members attending in-person:

a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY COMPLETED, SIGNED AND STAMPED, AND RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ONLY DULY FILLED, SIGNED AND STAMPED PROXY FORM WILL BE CONSIDERED VALID.

b. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder.

c. The instrument of proxy shall be signed by the appointer, or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorised by it.

d. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged, during the business hours at the Registered Office, provided that not less than three days of notice in writing is given to the Company.

e. Members/Proxies/Representatives are requested to bring their copies of the Annual Report and the Attendance Slip sent herewith to attend the AGM.

ii. For Members attending through VC / OAVM:

Pursuant to the applicable MCA circulars, the facility for appointing proxies is not available for Members attending through VC/OAVM

5. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Act, authorising their representatives to attend and vote on their behalf at the AGM. The documents are required to be sent to the Company Secretary at the Registered Office of the Company or by sending an email on companysecretary@nbbl.in.

6. Brief resume and other details of Directors proposed to be appointed / re-appointed / whose remuneration is proposed to be revised as required under the Act and Secretarial Standard – 2 ("SS-2") are given in Annexure 1 to the Notice.

7. Notice of AGM has been issued pursuant to the provisions of Section 101 of the Companies Act, 2013 and Members are requested to provide their consent to convene the AGM at shorter notice prior to the time fixed for the AGM, either physically or electronically on companysecretary@nbbl.in.

8. Procedure for inspection of documents:

a. All the documents referred to in the accompanying Notice and explanatory statement shall be available for inspection at the Registered Office of the Company situated at 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, India from Monday to Friday, except holidays, up to the date of the AGM during the AGM. Such documents shall also be available for inspection through electronic mode, basis the request being sent on companysecretary@nbbl.in.

b. During the AGM, 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 Directors are interested under Section 189 of the Act along with a copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of appointment is available for inspection by the Members.

9. The Members may send their queries, if any in advance mentioning their name, DP ID and Client ID/Folio No., e-mail id, mobile number at companysecretary@nbbl.in to enable smooth conduct of proceedings at the AGM.

10. Dispatch of notice through electronic mode:

In compliance with the applicable provisions of the Act, Notice of the 6th AGM and the Board's Report along with the Annexures and Financial Statements for FY 2025-26 ("Statutory Report") are being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participant(s). Members may note that the Notice and the Financial Statements for FY 2025-26 will also be available on the Company's website: www.bharat-connect.com.

11. For receiving all communication (including Annual Report) from the Company electronically, members holding shares in dematerialised mode are requested to register/update their email addresses with their Depository Participant(s).

12. Members may contact Mr. Mihir Darji on +91 - 8767223346 for seeking any technical assistance while attending the AGM through VC/OAVM Mode.

13. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

The Company will provide VC/OAVM facility to its members for participating at the AGM.

a. Members will be able to attend the AGM through VC/ OAVM by using the link provided:

Click here to join the meeting

b. Detailed instructions for the Shareholders to join the meeting are given below:

OPTION 1: Joining from Laptop or Computer (having access to webcam)

Step 1: In your email invite, select Join Microsoft Teams Meeting. In your meeting invite to be taken to a page where you can choose to either join on the web or download the desktop app. If you already have the Teams app, the meeting will open there automatically.

Step 2: Click on Join on the web instead, if you don't have a desktop app

Step 3: Type in your name

Step 4: Choose the audio and video settings you want

Step 5: Enter your name and Click on "Join"

Step 6: Depending on meeting settings, you'll get in right away, or go to a lobby where someone in the meeting can admit you.

OPTION 2: Joining from Mobile Phone

Step 1: Download Microsoft Teams Mobile App from the Application Store (e.g. Google Play Store, iOS App Store, as applicable.

Step 2: From your Calendar, select Join or an in-progress meeting or use the email invite link to join the meeting from the app.

Step 3: Choose the audio and video settings you want.

Step 4: Select Join now.

Step 5: Depending on meeting settings, you'll get in right away, or go to a lobby where someone in the meeting can admit you.

c. Further, Shareholders will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.

d. 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.

14. OTHER INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

i. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for all the Shareholders.

ii. In case, if a poll is demanded by any member, entitled to demand the same, in terms of the applicable provisions of the Companies Act, 2013, read with its applicable rules, during the meeting, the members present at the meeting, can cast their vote, on the items of business, for which such poll is demanded, by sending their response to companysecretary@nbbl.in

a. Shareholders are requested to use only registered Email ID for Voting during the time allotted for same. Votes casted by any other unregistered Email ID shall be considered as Invalid.

b. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

c. In case of multiple votes on the same resolution, the first one shall be counted for the purpose of counting Votes.

15. Procedure to raise questions/seek clarifications:

a. As the AGM is being conducted through Hybrid mode, members are encouraged to express their views/send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at companysecretary@nbbl.in to enable smooth conduct of proceedings at the AGM. Questions/queries received by the Company before the date of AGM on the aforementioned e-mail id shall only be considered and responded to during the AGM.

b. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id, PAN, mobile number at companysecretary@nbbl.in before the date of AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately. Further, questions may also be posed concurrently during the AGM may raise their hands during the meeting or may also use chat facility.

c. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

16. OTHER INFORMATION:

a. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

b. All documents, requests and other communications in relation thereto should be addressed directly to the Company, at the address mentioned below:

NPCI Bharat BillPay Limited

CIN: U67190MH2020PLC351595

Regd. Office: 1001A, The Capital,

B Wing, 10th Floor, Bandra Kurla Complex,

Bandra (E), Mumbai - 400 051

T: +91 22 40009196 F: +91 22 40009101

17. A route map of the venue of the Meeting forms part of this Notice.

18. ATTENDANCE REGISTRATION: Shareholders are requested to tender their duly filled attendance slips at the registration counters at the venue of the AGM along with a valid identity proof and seek registration before entering the meeting hall.

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

Item Nos. 4 and 5

The Board of Directors ("Board") had appointed the following individuals as Additional Directors on the Board of the Company:

a. Mr. Chander Shekhar Sharma as a Non-Executive Non-Independent Director of the Company effective 11th February 2026

b. Mr. Rajanish Parmanand Prabhu as a Non-Executive Non-Independent Director of the Company effective 25th March 2026

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, the abovenamed Additional Directors hold office up to the date of the ensuing Annual General Meeting ("AGM"). Accordingly, approvals are being sought from the Shareholders of the Company for the appointment of the above-mentioned Directors as a Non-Executive Non-Independent Directors of the Company. Further their term of Directorship will be for 3 (three) consecutive years or their term concurrent with the existing directorship on the Board of National Payments Corporation of India, the Parent Company, whichever is earlier.

Further, as per the Articles of Association, their offices shall be liable to retirement by rotation during their tenure.

In connection with the above appointments, the Company has received inter alia the following documents from the appointees:

1. A consent to act as Director;

2. A confirmation that they are not disqualified for being appointed as Directors in terms of Section 164 of the Act.

Further, the Company has received notices in writing under Section 160 of the Act from the Parent Company (being the shareholder of the Company), signifying their intention to propose the candidature of the aforementioned individuals as Directors of the Company. However, the requirement of deposit of rupees one lakh under the said section is not applicable, as the appointments have been approved by the Board of Directors.

Brief profiles of the above-mentioned appointees, covering details of qualifications, experience, etc., in terms of Secretarial Standard-2 on General Meetings, are provided as Annexure 1 to this Notice.

In view of the above, the Board recommends the Ordinary Resolutions as set out in Item Nos. 4 and 5 of the Notice for approval by the Shareholders.

Except the appointee directors, none of the Directors or Key Managerial Personnel of the Company or their respective relatives, except the respective appointees, are concerned or interested, financially or otherwise, in the respective Resolutions mentioned at Item No.4 and 5 of the Notice.

Item No.6

Revision in remuneration of Ms. Noopur Chaturvedi (DIN: 11013793), Managing Director and Chief Executive Officer of the Company

The shareholders at the Extra Ordinary General Meeting of the Company held on 6th June 2025 approved the appointment of Ms. Noopur Chaturvedi as the Managing Director and Chief Executive Officer (CEO) of the Company for a period of three (3) years effective from 1st April 2025 to 31st March 2028 along with the terms and conditions of the re-appointment and remuneration.

Under the leadership of the MD & CEO, NBBL delivered strong financial and operational performance, reporting revenue of Rs. 196.1 crore and PAT of Rs 42.1 crore, during FY 2025-26, supported by disciplined cost management, higher non-operating income, and optimized marketing spend. Transaction volumes grew 22% to 3.1 billion, while transaction value increased 53% to Rs. 15.5 trillion, driven by growth in key categories such as electricity payments, credit cards, and loan repayments.

The Company maintained 100% platform uptime with technical declines below 0.1%, strengthened its technology and security posture, and continued enhancing governance and operational efficiency. Bharat Connect expanded its offerings with new use cases including Forex Retail, EV Recharge, E-Challan, LPG Services, and Instant Bill Generation, while Bharat Connect for Business scaled significantly with over 9,500 B2B IDs and 6 million invoices exchanged.

Banking Connect was launched successfully with 7 banks and 11 payment aggregators, alongside ecosystem expansion through new Operating Units, full DISCOM coverage, and a biller network of 22,654 billers. NBBL also strengthened brand visibility and stakeholder engagement through a nationwide Bharat Connect campaign, while maintaining customer complaints below 0.07% despite significant transaction growth.

Taking into consideration the leadership of Ms. Noopur Chaturvedi and her significant contribution to the growth, operational strengthening and strategic advancement of NBBL, the Board approved and further recommended to the shareholders for their approval, an annual revision in the remuneration payable to the MD & CEO for the period from 1st April 2026 to 31st March 2027 as set out in Item no. 6 of the AGM Notice.

The Board also approved the payment of Annual Bonus / Variable Pay for FY 2025-26 aggregating to Rs. 47,00,000/- to Ms Noopur Chaturvedi which will be paid during FY 2026-27. Further, the annual bonus/variable pay for the FY 2026-27 shall be determined by the Board during the finalization of the incumbent's performance appraisal for the FY 2026-27 appraisal cycle. The details of the remuneration and the terms and conditions as out in Item No. 6 of the AGM Notice may be treated as the written memorandum setting out the terms of employment of Ms. Noopur Chaturvedi under Section 190 of Act.

In the event of no profits or inadequate profits in any financial year, the remuneration as decided by the Board or duly empowered Committee thereof, if any from time to time shall be paid to Ms. Noopur Chaturvedi as minimum remuneration subject to provisions of the Act and such approvals as may be required in this regard.

A brief profile covering the details of her qualification, experience, etc. as required in terms of Secretarial Standards-2 on General Meetings, are provided as Annexure-1 to this Notice.

In view of the above, the Board recommends for the approval of Shareholders, Special Resolution as set out at Item No. 6 of the Notice for the revision in the remuneration payable to Ms. Noopur Chaturvedi (DIN: 11013793), Managing Director and Chief Executive Officer of the Company for the period from 1st April 2026 to 31st March 2027 and payment of Annual Bonus for FY 2025-26.

Except Ms. Noopur Chaturvedi, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, thereof, are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 6 of the Notice.

By Order of the Board of Directors
For **NPCI Bharat BillPay Limited**

Supreetha Shetty
Company Secretary
Membership No.: ACS 22546
Place: Mumbai
Date: 22nd September 2026

Annexure 1

BRIEF PROFILE OF THE DIRECTORS BEING APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), ISSUED BY ICSI

Particulars	Details	Details
Name and DIN of the Director	Mr. Chander Shekhar Sharma(DIN: 11467864)	Mr. Rajanish Parmanand Prabhu (DIN: 11531771)
Category and Designation	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
Date of Birth (Age)	11th December 1967 (58 Years)	22nd August 1970 (56 years)
Date of first appointment on the Board	11th February 2026	25th March 2026
Qualifications	B.Sc., LLB	MBA in Marketing
Experience	Mr. Sharma joined SBI in the year 1994 as a Probationary Officer and has over 31 years of experience in all facets of banking. He started his career as Asst. Manager (C&I), at the Thane Main Branch. Thereafter, during his Banking and Finance Journey of 31 years, he has gained vast experience in the field of Operations, Compliance, Commercial Credit and International Banking across various offices of SBI in India as well as one stint at foreign Subsidiary of SBI where in 2009, he took charge as the Chief Operating Officer at TST Kowloon Branch, Hongkong for a period of four years. With his extensive financial expertise, strong leadership and communication skills and the ability to develop and implement strategic financial plans, in 2020 he had been promoted to General Manager, Chandigarh Circle. His proven ability to develop and manage high-performing teams, strong analytical and problem solving skills, capability at identifying and mitigating financial risks, passion about building long term banking relationships with clients and providing exceptional financial services, in 2022 enabled him to be promoted and entrusted the charge as the Chief General Manager of Bhubaneswar Circle where he has displayed his exceptional caliber serving as the head of Bhubaneswar Circle, from where he assumed the position of Chief General Manager, Bhopal Circle. Since October'25, he has assumed the position of Deputy Managing Director, Transaction Banking & New Initiatives.	Mr. Prabhu is a senior business executive with over 30 years of multi-industry experience in driving both top & bottom-line growth. He currently serves as Senior Executive Vice President with HDFC Bank, India largest private sector bank, where he leads multiple portfolios spanning Direct Banking Channels (Net, Mobile & Conversational Banking), Real Time Payments including Unified Payments Interface (UPI), Merchant Acquiring & various card products including Commercial Cards. He also oversees key customer experience platforms that enable HDFC Bank deliver seamless, personalized engagement across all customer channels. Prior to HDFC Bank, Rajanish held leadership positions with several leading organizations including Visa, where he contributed to building technology-driven payment ecosystems. Recognised as a pioneer in India's payments industry, Rajanish has been instrumental in designing and launching innovative products which has made their mark in the Indian Payment Ecosystem. His career is marked by a deep passion for building new businesses & driving sustainable growth. With extensive experience across strategy, product development and business leadership he has consistently launched & scaled initiatives that have delivered high impact. Throughout his journey, he has combined strong business acumen with a forward-looking perspective enabling multiple businesses to consistently be market leaders, adapt to change and unlock new sources of value. Outside of work, he enjoys mentoring young entrepreneurs, reading on technology trends and exploring travel & culture.
Shareholding in the Company	NIL	NIL
No. of Board meetings attended during the FY 25-26/ No. of Board meetings held during the tenure of Directors	Not Applicable	Not Applicable

Particulars	Details	Details
Directorships held in other Companies as on 31st March 2026	1. National Payments Corporation of India 2. NPCI International Payments Limited	1. National Payments Corporation of India
Memberships ("M")/ Chairmanships ("C") of Committees in other Companies as on 31st March 2026	**A. National Payments Corporation of India** 1. Nomination and Remuneration Committee - M 2. Risk Management Committee - M 3. Business Strategy Committee - M **B. NPCI International Payments Limited** i. Business Planning and Strategy Committee - C	**A. National Payments Corporation of India** 1. Customer and Stakeholders Service Committee - M 2. Business Strategy Committee - M
Relationship with other Directors / KMP of the Company	NIL	NIL
Terms and Conditions of appointment	1. Office of Director is subject to liable to retirement by rotation. 2. Appointed for a term of three (3) consecutive years w.e.f. 11th February 2026 or his term concurrent with the existing Directorship as Nominee Director on the Board of National Payments Corporation of India, the Parent Company, whichever is earlier	1. Office of Director is subject to liable to retirement by rotation. 2. Appointed for a term of three (3) consecutive years w.e.f. 25th March 2026 or his term concurrent with the existing Directorship as Nominee Director on the Board of National Payments Corporation of India, the Parent Company, whichever is earlier
Remuneration sought to be paid	He shall not be eligible for receiving any remuneration including sitting fees for attending the meetings of Board and its Committees.	He shall not be eligible for receiving any remuneration including sitting fees for attending the meetings of Board and its Committees.
Remuneration last drawn during FY 2025-26	Not Applicable	Not Applicable

Particulars	Details	Details
Name and DIN of the Director	Ms. Sohini Rajola (DIN: 07817739)	Ms. Noopur Chaturvedi (DIN: 11013793)
Category and Designation	Non-Executive Non-Independent Director	Managing Director & CEO
Date of Birth (Age)	7th January 1976 (50 Years)	25th August 1975 (51 years)
Date of first appointment on the Board	12th June 2025	1st April 2025
Qualifications	B.Sc, and PG in Management (Marketing & Finance)	B. Tech, Post Graduate Diploma in Business Management from IIM Lucknow.
Experience	Ms. Sohini Rajola is associated with NPCI as the Executive Director - Growth, bringing with her a wealth of experience and a strong passion for building impactful financial solutions. In her role, she's focused on making NPCI's payment products more accessible, useful, and widely adopted. From improving what's already working to exploring fresh ideas, Sohini is helping shape how NPCI connects with both institutions and everyday users. A big part of her work also involves collaborating with banks, fintechs, regulators, and government bodies - all with the goal of strengthening NPCI's reach and relevance in the market. With over two decades in the banking and payments industry, Sohini has worn many hats. Before NPCI, she led Western Union's business across the Asia Pacific region. And before that, at Axis Bank, she played key roles in digital banking and card services - both areas that saw major shifts under her leadership.	Effective 1st April 2025, Ms. Noopur Chaturvedi is the Managing Director and Chief Executive Officer of NPCI Bharat BillPay Limited (NBBL), a wholly owned subsidiary of the National Payments Corporation of India (NPCI). Prior to this, she was the Chief Executive Officer of the NBBL since 6th August 2021. Under her visionary leadership, NBBL has transformed into a multi-dimensional digital payments ecosystem, enabling a wide range of financial transactions beyond its initial remit of bill payments, serving individuals, businesses, and government institutions alike. Today, NBBL is at the forefront of building India's next-generation payments infrastructure. It has evolved into a comprehensive digital hub, enabling automated, secure, and interoperable transactions across a wide spectrum of use cases - including utility bills, subscription services, B2B transactions, Net banking, institutional collections, financial services payments, tax and municipal payments, and much more. In her role, she is responsible for strategic visioning, market expansion, policy engagement, and platform modernization. She is a champion for driving financial inclusion by making simplified payments accessible to every Indian through a robust, scalable, and inclusive digital payment ecosystem. Prior to joining NBBL, she held senior leadership roles at PayU (Country Head – SMB Business), Airtel Payments Bank (Chief – Corporate Business and Alliances), and worked across global brands such as Citibank, ING, and Samsung. With over two decades of experience in the BFSI sector – both B2C and B2B, she has led cross-functional teams and managed end-to-end business units across P&L management, Sales and Alliances, Marketing as well as Product and Portfolio Management. Her strengths lie in growth strategy, business transformation, and creating value-driven, tech-enabled services. Ms. Noopur is recognized as a thought leader in digital payments and fintech innovation and is deeply passionate about empowering Digital India through technology-driven financial solutions.
Shareholding in the Company	NIL	NIL
No. of Board meetings attended during the FY 25-26/ No. of Board meetings held during the tenure of Directors	3/3	4/4

Particulars	Details	Details
Directorships held in other Companies as on 31st March 2026	1. National Payments Corporation of India (appointed w.e.f. 22nd May 2025) 2. NPCI International Payments Limited (appointed w.e.f. 12th June 2025)	NIL
Memberships ("M")/ Chairmanships ("C") of Committees in other Companies as on 31st March 2026	**A. National Payments Corporation of India** 1. Technology and Project Management Committee - M	Not Applicable
Relationship with other Directors / KMP of the Company	NIL	NIL
Terms and Conditions of appointment	1. Office of Director is subject to liable to retirement by rotation. 2. Her term of Directorship shall be co-terminus with her tenure as a Whole Time Director on the Board of National Payments Corporation of India, the Parent Company.	Office of Director is not subject to liable to retirement by rotation.
Remuneration sought to be paid	She shall not be eligible for receiving any remuneration including sitting fees for attending the meetings of Board and its Committees.	Please refer Item No. 6 of the Notice
Remuneration last drawn during FY 2025-26	Not Applicable	As per details provided in the Annual Return (Form MGT-7) for the FY ended 31st March 2026 available on Company's website.

NPCI Bharat BillPay Limited

CIN: U67190MH2020PLC351595

Registered Office: 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

Phone: +91 22 40009100 | **Email**: companysecretary@nbbl.in| Web: www.bharat-connect.com

PROXY FORM

Form No. MGT-11

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

6th Annual General Meeting – Thursday, 24th September 2026

Name of the Member(s):
Registered address:
E-mail Id:
Folio No. /Client ID No:
DP ID:

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

1. Name: ....

   E-mail Id: ....

   Address: ....

   ....

   Signature: .... or failing him/her

2. Name: ....

   E-mail Id: ....

   Address: ....

   ....

   Signature: .... or failing him/her as my / our proxy to attend and / or vote (on a poll) for me / us and on my / our behalf at the 6th Annual General Meeting of the Company, to be held on Thursday, 24th September 2026 at 12:00 P.M. at the registered office of the Company situated at 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	Vote (Optional) (Please put a √ mark or please mention no. of shares)	
Ordinary Businesses		For	**Against**
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Board and Auditors thereon.		
2.	To appoint a Director in place of Ms. Sohini Rajola (DIN: 07817739), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.		
3.	To authorize the Board to fix the remuneration of Statutory Auditor of the company as appointed by the Comptroller & Auditor General of India (CAG) for the financial year 2026-27		
Special Businesses			
4.	Appointment of Mr. Chander Shekhar Sharma (DIN: 11467864) as a Non-Executive Non-Independent Director of the Company		
5.	Appointment of Mr. Rajanish Parmanand Prabhu (DIN: 11531771) as a Non-Executive Non-Independent Director of the Company		
6.	Revision in remuneration payable to Ms. Noopur Chaturvedi (DIN: 11013793), Managing Director and Chief Executive Officer of the Company		

Signed this on.. day of 2026

Signature of Shareholder ....

Signature of Proxy holder(s) ....

Affix Revenue Stamp of Rs. 1

Note

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the ‘For’ or ‘Against’ column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate

NPCI Bharat BillPay Limited

CIN: U67190MH2020PLC351595

Registered Office: 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

Phone: +91 22 40009100 | **Email**: companysecretary@nbbl.in | Web: www.bharat-connect.com

ATTENDANCE SLIP

6th Annual General Meeting – Thursday, 24th September 2026

DP Id: .... Folio No: ....

Client Id: .... No. of Shares: ....

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 6th Annual General Meeting of the Company on Thursday, 24th September 2026 at 12:00 P.M. at the registered office of the Company situated at 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

....

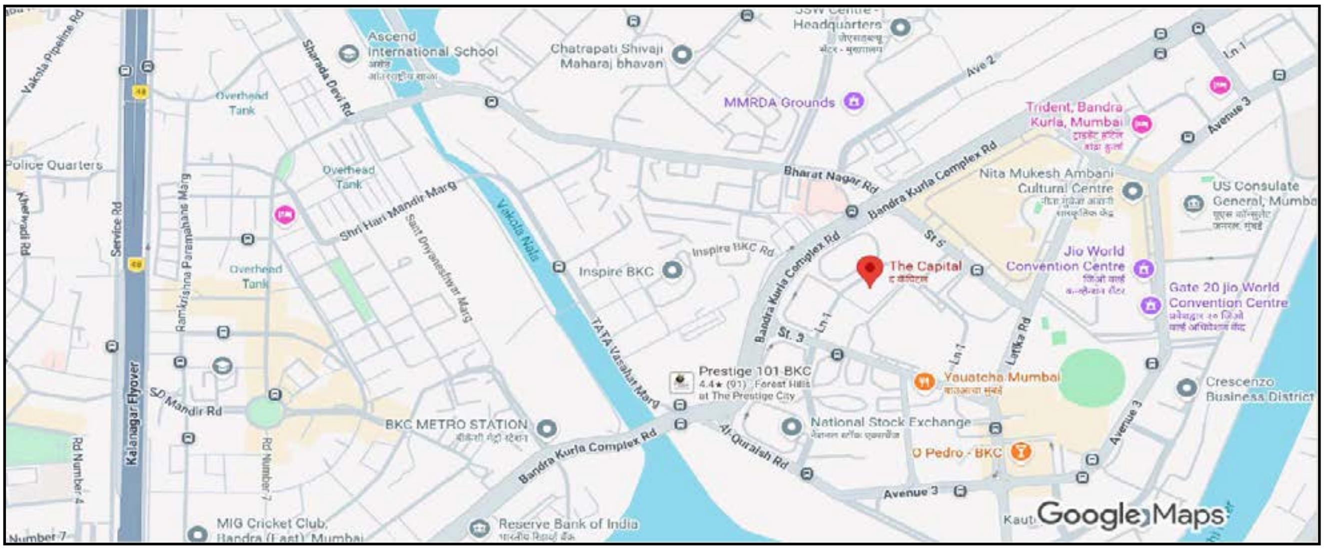
Name of the member / proxy Signature of the member / proxy

Notes

i. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.

ii. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting

ROUTE MAP



NPCI Bharat BillPay Limited-

1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051