Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road
Gurugram – 122011, Haryana, India
Ph: 0124-4100702/03
Email: info@grameenfoundation.in

DIRECTORS REPORT

To
The Members,
Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road,
Gurugram-122011, Haryana

The Directors have pleasure in presenting their tenth Annual Report on the Business and Operations of the Company together with Audited Statement of Accounts and Auditors Report thereon for the Financial Year ended March 31, 2022.

1. **PREAMBLE:**

Grameen Foundation for Social Impact (hereinafter referred as GFSI), was incorporated on August 23rd 2012 as a limited company under Section 25 of the Companies Act, 1956 (now section 8 of Companies Act, 2013). The GFSI has become a wholly owned subsidiary of M/s Grameen Foundation India Private Limited (GFI) by virtue of transfer of shares on 7th of March 2017.

The primary focus of the Company is to undertake activities and services that impact the lives of the poor and especially women.

2. **FINANCIAL RESULTS:**

The highlights of the financial results for the financial year ended 31st March 2022 is summarized below:

Rs. Rs.

	Current Year (In Hundreds) 31.03.2022	Previous Year (In Hundreds) 31.03.2021
Grants	210,089	215,161
Other Income	5,221	6,584
Total Income	**215,310**	**221,744**
Employee Benefit Expense	1,254	20,336
Programme Expenses	190,186	176,404
Overhead Expenses	1,724	11,670
Depreciation and amortization	2,749	1,422
Total Expense	**195,912**	**209,831**
Surplus for the period	**19,398**	**11,913**

Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road
Gurugram – 122011, Haryana, India
Ph: 0124-4100702/03
Email: info@grameenfoundation.in

3. **PUBLIC DEPOSITS:**

The Company has not accepted any deposits during the year under review.

4. **DIVIDENDS:**

As a policy matter as laid down in the Article no. 65(i) of Articles of Association, your company is not required to pay any portion of the profits by way of dividend to any of the shareholders.

5. **RESERVES:**

As at 31.03.2022, the balance to reserves and surplus stood at Rs. 3,580,287 (Rupees Thirty-Five Lacs Eighty Thousand Two Hundred and Eighty-Seven only).

6. **REVIEW OF BUSINESS OPERATIONS:**

In FY 2021-22, the company made the following progress:

I. CITI-NPCI Dive Project:

The foundation is implementing the Digital Inclusion Via Education (DIVE)-II project in Nagpur district of Maharashtra with grant support from Citi Global Markets and Citi Corp Finance. The project started in July 2019 and has a goal to provide digital financial literacy to 500,000 people in Nagpur district of Maharashtra and to come with various use cases that can drive adoption and usage of digital financial services. In addition, the project is also mandated to extend follow on support to 100,000 clients who were reached earlier under DIVE-I. The project ended in August 2021.



Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road
Gurugram – 122011, Haryana, India
Ph: 0124-4100702/03
Email: info@grameenfoundation.in

II. Project- Assisted Financial Access for Low-Income Communities:

This project is supported by Experian India services through a CSR contribution. The project aimed to test an innovative, alternate model for financial inclusion of the under-served communities, who are excluded from financial services due to not having credit score in credit bureaus. The project successfully demonstrated a technology-based solution for overcoming the above barriers, and ensured digital financial literacy of over 30,000 beneficiaries in Maharashtra and Uttar Pradesh.

III. Project- Imparting Digital Literacy to Transport Sector Workers and Truck Drivers:

This project is supported by Total Oil India Private Limited (TOIPL) as part of their CSR commitment. The project aims to impart digital financial literacy to truck drivers and mechanics, who have low-income and financial literacy levels in Maharashtra. 2,000 such beneficiaries were trained and connected to the banking system for adoption of financial products. The project was implemented in Nagpur district of Maharashtra.

The project had planned to extend digital financial literacy modules through GLEAP mobile application. However, a number of learners did not have smart phones, which affected the plan. Another challenge was posed by the mobile nature of the target population, due to which, they were not available for a follow-on activity after the first phase of training.

IV. Project- Response to Second Wave of COVID-19 in India: Supporting Families of the Deceased Healthcare Workers

This project is funded by MetLife Foundation. The objective of this program is to support the families of healthcare workers who lost their lives during the second wave of COVID-19. The initiative has been launched in three cities: Delhi -NCR, Varanasi, and Nagpur. Through this initiative, Grameen will provide emergency cash assistance to help the households of such health workers. This assistance will enable the affected households to meet their essential household consumption needs in the face of loss of the earning family member, loss of employment and livelihoods, thereby saving lives and preventing these affected households from falling into the poverty trap.

V. Youth Awareness and Education on Digital Financial Services

This project is supported by Amazon Development Centre (India) Private Limited. The project will enable the digital financial financial literacy of 5,000 youth across the district of Wardha in Maharashtra. The aim is to increase their awareness by providing digital financial literacy, making available avenues to access digital financial services, and providing last-mile handholding support for sustained adoption by these beneficiaries and facilitation by trusted neighbourhood/ community advisors called Grameen Mittras.

This programme has two key components –

Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road
Gurugram – 122011, Haryana, India
Ph: 0124-4100702/03
Email: info@grameenfoundation.in

1. Providing digital financial literacy campaigns en-masse to youth enrolled in educational, vocational and skilling institutions.

2. Creating a cadre of last-mile agents of change called Grameen Mittras that provides doorstep support in building awareness, driving adoption, and sustained behavior change.

VI. Women as Agents of Change and Economic Empowerment (W-ACE)

This project is supported through CSR contribution by Bajaj Holdings & Investment Limited. This project will provide livelihood opportunities to 300 women who will be engaged as Grameen Mittra in Chandrapur district. The project will support these women to become self-employed entrepreneur and increase their income upto Rs 5,000 per month with intensive training and capacity building support. W-ACE project will support over 150,000 community members in the district through financial education and digital financial literacy and also address intra-household and socially determined gender norms through gender dialogues at the household level, and drive behaviour change that enables women to gain more autonomy and decision-making both within the home as well in their micro-enterprises.

This leads to three-fold outcomes– i) women as an individual improve their agency and decision-making ability in their family and the community; ii) increase their business skills and income as a self-employed entrepreneur, and iii) increases financial inclusion and economic opportunities in the community through financial education and digital financial services.

7. CORPORATE GOVERNANCE:

a. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Company's philosophy on corporate governance is to ensure fairness, transparency, accountability, credibility and responsibility to all stakeholders.

b. BOARD OF DIRECTORS

The Board at present comprises of following Directors:

S. No.	Name of Director	Designation
1.	Mr. Suresh Krishna Kodihalli (DIN: 01217401)	Director
2.	Ms. Girija Srinivasan (DIN: 00531734)	Director

The Company has received and taken on record, the requisite disclosures and undertakings from all the Directors in compliance with the provisions of the Companies Act, 2013.

Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road
Gurugram – 122011, Haryana, India
Ph: 0124-4100702/03
Email: info@grameenfoundation.in

c. **KEY MANAGERIAL PERSONNEL**

Mr. Prabhat Kumar Labh is Chief Executive Officer (Key Managerial Personnel) of company.

d. **NUMBER OF BOARD MEETINGS:**

The Board of Directors of the company held regular Board meetings throughout the year at regular intervals in compliance with Companies Act, 2013. The meetings are convened by giving appropriate advance notice. To address any specific urgent need, meetings are sometimes also called at a shorter notice. In case of exigencies or urgency, resolutions are also passed by circulation.

The Board of Directors of the Company met three times during the financial year 2021-22 to discuss various plan and strategies.

Details of Board Meeting convened:

Date of Board Meeting	Board Strength	Directors Present
27th August 2021	Suresh Krishna Kodihalli Girija Srinivasan	Suresh Krishna Kodihalli Girija Srinivasan
01st September 2021	Suresh Krishna Kodihalli Girija Srinivasan	Suresh Krishna Kodihalli Girija Srinivasan
22nd February 2022	Suresh Krishna Kodihalli Girija Srinivasan	Suresh Krishna Kodihalli Girija Srinivasan

Extraordinary General Meeting of Shareholders

No Extra-Ordinary General Meeting was held during the year.

Annual General Meeting of Members

The Company convened its ninth Annual General Meeting on 06th September 2021 at Navya Disha Trust, Amruth Nagar Main Rd, Avalahalli, JP Nagar 9th Phase, J. P. Nagar, Bengaluru, Karnataka 560062 and resolutions were unanimously passed regarding following issues:

- Adoption of Audited Accounts for the FY 2020-21
- Availing of secretarial, accounting and other allied services from a related party

8. **DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of the Section 134(5) of the Companies Act, 2013, your directors confirm and declare that:

a) in the preparation of the annual accounts for the financial year ended 31st March 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures.

Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road
Gurugram – 122011, Haryana, India
Ph: 0124-4100702/03
Email: info@grameenfoundation.in

b) they had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the year ended March 31, 2022 and of the loss of the Company for that period;
c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d) they had prepared the accounts for the year ended March 31, 2022, on a 'going concern' basis; and
e) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently.

9. **PARTICULARS OF EMPLOYEES:**

The provisions of Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the company.

10. **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:**

The company has adequate internal financial controls commensurate with its size and complexity of operations.

11. **STATUTORY AUDITORS AND THEIR REPORT:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, M/s DCM & Associates, Chartered Accountants (Firm Registration No. 013189S), were appointed as Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of Annual General Meeting held for the Financial Year 2019-20 till the conclusion of the Annual General Meeting to be held for the financial year 2024-25.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

The Auditors Report prepared by M/s DCM & Associates (FRN 013189S) were presented to the Board.

QUALIFICATION/RESERVATION/ADVERSE REMARK/DISCLAIMER MADE BY THE STATUTORY AUDITORS IN AUDIT REPORT

The Auditor's Report does not contain any qualification, reservation or adverse remarks or disclaimer. The notes on financial statements referred to in Auditors Report are self-explanatory and do not call for any further comments.

Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road
Gurugram – 122011, Haryana, India
Ph: 0124-4100702/03
Email: info@grameenfoundation.in

DETAILS OF FRAUD REPORTED BY AUDITOR

There are no frauds on or by the Company which were required to be reported by the Statutory Auditors of the Company to the Central Government u/s 143(12) of the Companies Act, 2013.

COST RECORDS

During the period under review, the Company was not required to maintain the cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013.

12. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

13. **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY OPERATIONS IN FUTURE:**

There were no significant and material orders passed by the regulators or courts or tribunals during the financial year 2021-22 under review impacting the going concern status and company's operations in future.

14. **RISK MANAGEMENT POLICY:**

The Board of Directors of the Company has established a framework to address the risk faced by the organization and adopted a Risk Management Policy which provides a formal mechanism to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In the opinion of the Board there are no elements of risk which may threaten the existence of the Company.

15. **COMPLIANCES OF SECRETARIAL STANDARDS:**

During the year 2021-22, the Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.

Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road
Gurugram – 122011, Haryana, India
Ph: 0124-4100702/03
Email: info@grameenfoundation.in

16. **EXTRACT OF THE ANNUAL RETURN:**

Pursuant to Section 92(3) of the Companies Act, 2013 Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the website of the company on the link: https://www.gfsi.in/compliance/GFSI_MGT-7.pdf

17. **MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR:**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate.

18. **CHANGE IN THE NATURE OF BUSINESS:**

There was no change in the nature of the business of the company during the year under review.

19. **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Your Company believes in providing a safe and harassment free workplace for every individual working in premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. Your Company has constituted committee to be known as the Internal Complaints Committee in pursuance of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year, no compliant was lodged with the Committee.

20. **CORPORATE SOCIAL RESPONSIBILITY:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

21. **RELATED PARTY TRANSACTIONS:**

There were no material contracts or arrangement with related party under section 188 of Companies Act, 2013 during the year. Therefore, form AOC-2 is not required to be attached.

22. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments.

23. **SUBSIDIARY/HOLDING/JV/ASSOCIATE COMPANY:**

As on March 31st, 2022, the company does not have any subsidiary, Joint Venture or Associates. Holding company of the company is Grameen Foundation India Private Limited which holds 100% beneficial ownership of the company.

Grameen Foundation for Social Impact
E-86, LGF, Suncity, Sector 54, Golf Course Road
Gurugram – 122011, Haryana, India
Ph: 0124-4100702/03
Email: info@grameenfoundation.in

24. **ACKNOWLEDGEMENT:**

The Board of Directors of the Company wish to place on record, their thanks and appreciation to all workers, staff members, executives, business associates and consultants for their contribution to the operations of the Company. The Directors also place on record their sincere thanks to the shareholders for their continued support, co-operation and confidence in the Management of the Company.

For and on behalf of the Board of Directors

Girija Srinivasan
Director
DIN: 00531734
Add: T-2, Flat 403, Kapil Malhar, Baner, Pune- 411045

Place: Cambodia
Date: 25-08-2022

Suresh Krishna Kodihalli
Director
DIN: 01217401
Add: 4A/2, Nandi Garden Apartments, Amruth Nagar, Main Road, Avalahalli, JP Nagar 9th Phase, Anjanapaura, Bengaluru-560062, Karnataka

Place: Bangalore
Date: 22-08-2022