

Regd. Office:-
Bajaj Auto Limited Complex,
Mumbai - Pune Road,
Akurdi, Pune, 411035

NOTICE

Notice is hereby given that the first annual general meeting of the shareholders of Bajaj Financial Holdings Limited will be held on Monday, 15 day of June, 2015 at 3 p.m. at the registered office of the company at Bajaj Auto Limited Complex, , Mumbai Pune Road, Akurdi, Pune – 411 035 to transact the following business:

ORDINARY BUSINESS:

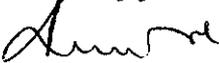
1. To consider and adopt the financial statements of the Company for the year ended 31 March 2015 together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Shri Kevin D'sa (DIN-00425661), the first director of the company retiring at the meeting and who being eligible offers himself for re-appointment.
3. To appoint a director in place of Shri V Rajagopalan (DIN-02997795), the first director of the company retiring at the meeting and who being eligible offers himself for re-appointment.
4. To appoint a director in place of Shri J Sridhar (DIN- 03413120), the first director of the company retiring at the meeting and who being eligible offers himself for re-appointment.
5. To appoint a director in place of Shri S Sreenivasan (DIN- 03206811), the first director of the company retiring at the meeting and who being eligible offers himself for re-appointment.
6. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution,

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the retiring auditors, M/s. Dalal & Shah, Chartered Accountants, (Firm Registration Number 102021W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 6th Annual General Meeting, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, on such remuneration as may be decided by Board of Directors".

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS' UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT 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 MEMBER.
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies / bodies corporate etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
 - i. Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - ii. Register of Directors & Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
4. Corporate members are requested to send in advance, duly certified copy of the Board Resolution / Power of Attorney authorising their representative to attend the annual general meeting.
5. Members / Proxies are requested to bring the copies of annual reports to the meeting.

**By order of the Board of directors
For Bajaj Financial Holdings Limited**


**Kevin D'sa
Chairman**

Place: Pune
Date: 20 May 2015