

**Bajaj Finserv Direct Limited**  
(Erstwhile Bajaj Financial Holdings Limited)  
CIN No.:- U65923PN2014PLC150522

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

**NOTICE**

Notice is hereby given that the Fifth Annual General Meeting of the shareholders of Bajaj Finserv Direct Limited (Formerly known as Bajaj Financial Holdings Limited) will be held on **Thursday, 18 July 2019 at 1.00 p.m.** at the registered office of the Company at Bajaj Auto Ltd. 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 financial year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Rakesh Bhatt (**DIN 02531541**), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Approval for revision in limits under section 186-Power to make investments, give loans etc.**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED that in accordance with the provisions of Section 179 (3) (e)&(f) and Section 186 of the Companies Act 2013, (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Companies (Meetings of Board and its Powers) Rules, 2014 and also subject to the requisite permission(s)/consent(s) of appropriate authorities, where required, consent of the Company be and is hereby accorded for revision in limits for making loans to a body corporate(s), giving guarantee(s) or providing security in connection with a loan and to acquire by way of subscription, purchase or otherwise, the securities of bodies corporate, on such terms and conditions as may be decided by the Board from Rs.500 Crore (Rupees Five Hundred Crores Only) up to an amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore Only) outstanding at any single point of time, regardless of the fact that the aggregate of the loans, guarantees, securities and investments in any body/bodies corporate may exceed the percentages prescribed under Section 186 of the Act."

**By order of the Board of directors**  
**For Bajaj Finserv Direct Limited**  
(Formerly known as Bajaj Financial Holdings Limited)

  
**Rakesh Bhatt**  
**Director**

Place: Pune  
Date: 6 May 2019

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. Explanatory Statement pursuant to section 102 of the Companies Act, 2013, forms part of this Notice.
4. Documents referred to in the Notice and in the Explanatory Statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.
5. 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 the 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.
6. 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.
7. Members / Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting.

**ANNEXURE TO THE NOTICE**

**BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS**

**Rakesh Bhatt (DIN 02531541)**

As regards re-appointment of Rakesh Bhatt referred to in item no. 2 of the Notice, the following necessary disclosures are made for the information of the members.

**Information about the appointee**

Rakesh Bhatt, 50, has done masters in computer applications and is responsible for leading a large portfolio of critical functions at the firm namely Technology, Operations, Customer Experience and Quality.

Rakesh is the person behind the host of technology innovations at the firm, harnessing the power of technology to create sustainable competitive advantage for us. He has practiced this penchant for innovation even in the way he has integrated multiple system with state of the art capabilities to suite our Business model. He manages the complete Operations landscape across all Branches and Centralized Operations, and was responsible to create a strategic BPO relationship. He is also responsible for introducing a slew of initiatives in Customer Experience, redefining how customers look at service in this category using Quality tools and methodology.

Rakesh joined Bajaj from AIG where he was the Vice President and Head of Technology. In his rich experience spanning over 20 years, he has held leadership positions at GE Money, Reliance Industries and 3i InfoTech.

**Major Directorships**

Bajaj Finserv Direct Limited

**Committee positions: Nil**

Shareholding in the Company as on 31 March 2019 is nil.

Rakesh Bhatt is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

He was first appointed on the Board with effect from 14 November 2017 and he is not being paid any amount in the form of remuneration.

He is not related to any of the directors or key managerial personnel of the Company. He has attended all the five Board meetings of the Company held during the year viz., 16 May 2018, 16 July 2018, 22 October 2018, 17 January 2019 and 7 March 2019 respectively.

None of the directors, except Rakesh Bhatt himself is concerned or interested in the said item.

The Board commends item no. 2 of the Notice for approval by shareholders.

**Explanatory Statement to item No. 3 of the Notice**

In terms of sections 179(3)(e) & (f) of the Companies Act, 2013, and considering the future business plans of the Company, the board of directors at its meeting held on 16 May 2018 accorded its approval for making loans to a body corporate(s), giving guarantee(s) or providing security in connection with a loan and to acquire by way of subscription, purchase or otherwise, the securities of bodies corporate, not exceeding Rs. 500 Crore (Rupees Five Hundred Crores Only) and the same was also approved by the members at their fourth Extraordinary General Meeting (EGM) held on 18 May 2018.

Also, the Board at its meeting held on 7 March 2019 had accorded its approval for changes in the Authorised Signatories of the Company in this behalf.

Further, as approved by the Board, it is now proposed to revise the said limit of Rs. 500 Crore as approved earlier, to Rs. 200 Crore (Rupees Two Hundred Crore Only), subject to the approval of the members.

None of the directors, are concerned or interested in the said item.

The Board commends item no. 3 of the Notice for approval by shareholders.

**For Bajaj Finserv Direct Limited**  
(Erstwhile Bajaj Financial Holdings Limited)



**Rakesh Bhatt**  
**Director**

**DIN: 02531541**

Place: Pune

Date: 6 May 2019

**BAJAJ FINSERV DIRECT LIMITED**

(Erstwhile Bajaj Financial Holdings Limited)

Registered office:

Bajaj Auto Ltd. Complex,  
Mumbai-Pune Road, Pune  
411 035

Email: [sonal.tiwari@bajajfinserv.in](mailto:sonal.tiwari@bajajfinserv.in)

Website: [www.bajajfinserv.in](http://www.bajajfinserv.in)

Phone : (020) 3040 5700, Fax: (020) 3040 5792

**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]*

CIN : U65923PN2014PLC150522  
Name of the Company : BAJAJ FINSERV DIRECT LIMITED (Erstwhile Bajaj Financial Holdings Limited)  
Registered office : Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035

Name of the member(s):

Registered Address:

Email ID:

Folio No/ Client ID:

DP ID:

I/We, being the member(s) of \_\_\_ shares of the above named Company, hereby appoint:

Name: Address:  
Email Id: signature:

or failing him

Name: Address:  
Email Id: signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at the FIFTH Annual General Meeting of the Company, to be held on **Thursday, 18 July 2019, at 1.00 p.m.** at Bajaj Auto Ltd. Complex, Mumbai–Pune Road, Akurdi, Pune 411 035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For	Against
	<b>Ordinary Business</b>		
1.	Adoption of Financial Statements for the financial year ended 31 March 2019		
2.	Re-appointment of Rakesh Bhatt, who retires by rotation		
	<b>Special Business</b>		
3.	Approval for revision in limits under section 186- Power to make investments, give loans etc.		

**5<sup>th</sup> Annual Report – 2018-19**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix revenue stamp

Signature of the shareholder

signature of the Proxyholder(s)

**Note:**

This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.