

2nd ANNUAL REPORT 2015-16

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 second annual general meeting of the shareholders of Bajaj Financial Holdings Limited will be held on **Tuesday, 26 July 2016 at 8.00 a. 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 2016 together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Shri Kevin D'sa (DIN-00425661), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To ratify appointment of Dalal & Shah LLP, Chartered Accountants (Registration No. 102021W/W100110) as Statutory Auditors of the Company and to fix their remuneration for the year 2016-17.

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


Kevin D'sa
Chairman

Place: Pune

Date: 24 May 2016

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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. Brief details of the directors, who is seeking re-appointment, is annexed hereto as per requirement under SS-2 Secretarial Standard on General Meetings.
4. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder & in terms of the approval given by the members at the AGM of the Company held on 15 June 2015, the current auditors of the Company, M/s Dalal & Shah, Chartered Accountants are eligible to hold the office for a period of five years, up to 2020, subject to ratification by members at every subsequent AGM. With effect from 21 December 2015, the auditors' firm has been converted into a limited liability partnership, having registration number 102021WW100110. The ratification of appointment of Dalal & Shah LLP, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the next annual general meeting along with their remuneration has hence been put up for the approval of members.
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 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: 24 May 2016

ANNEXURE TO THE NOTICE

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

ITEM NO.2 OF NOTICE

Shri Kevin D'sa (Born on 28 February, 1954), began his career with Bajaj Auto Ltd. in September 1978 and is presently its President (Finance). After acquiring a Bachelor's degree in Commerce, he completed his CA in 1978 and ICWA in 1981. He is on the Board of Bajaj Financial Holdings Limited & few other Bajaj group Companies.

He is working as President (Business Development) in Bajaj Finserv Limited with effect from 20 February 2008.

The Company had appointed Mr. Kevin D'sa (DIN00425661) as Director pursuant to section 152(6) of Companies Act,2013 as Director of the company liable to retire by rotation.

Directorships

Bajaj Financial Holdings Ltd
Bajaj Auto Holdings Limited
PT Bajaj Auto Indonesia
National Multi Commodity Exchange of India Ltd
Bajaj Electoral Trust

Committee Positions: Nil

Shareholding in the Company


Kevin D'sa is not disqualified from being appointed as a Director in terms of section 164 of the Act. He holds 100 equity shares of the Company of Rs. 10 each, jointly with Bajaj Finserv Ltd. as on 31 March 2016.

He is not related to any of the directors or key managerial personnel of the Company.

None of the directors, except Kevin D'sa himself is concerned or interested in the said resolution.

The Board commends this ordinary resolution for approval by shareholders.

For Bajaj Financial Holdings Limited


Kevin D'sa
Chairman

Place: Pune

Date: 24 May 2016