

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

**NOTICE**

Notice is hereby given that the third annual general meeting of the shareholders of Bajaj Financial Holdings Limited will be held on **Wednesday, 19 July 2017 at 9.00 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 2017 together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Shri V Rajagopalan (DIN-02997795), 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 consider and, if thought fit, to pass, the following resolution, with or without modifications, as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, S R B C & CO LLP, Chartered Accountants, with firm registration number 324982E/E300003 be and are hereby appointed as the Statutory Auditors of the Company in place of Dalal & Shah LLP, Chartered Accountants with firm registration number 102021W/W100110, to hold office of the Statutory Auditors of the Company for a period of five years, from the conclusion of this Annual General Meeting until the conclusion of the Eighth Annual General Meeting of the Company, subject to ratification by shareholders at every Annual General Meeting to be held hereafter, on a remuneration of Rs. 5,000 (Rupees five thousand only) plus tax thereon and reimbursement of travelling expenses and other out-of-pocket expenses for the year 2017-18.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

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



**Kevin D'sa  
Chairman**

Place: Pune  
Date: 17 May 2017

## 3<sup>rd</sup> ANNUAL REPORT 2016-17

### 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 director, 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 102021W/W100110. 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: 17 May 2017

## 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

V Rajagopalan (born on 24 April 1956), is currently President (Legal & Taxation) of Bajaj Finserv Limited and is spearheading the new business initiatives of the Group in the field of financial services. In his present role, he is responsible for acquisitions & structuring initiatives besides treasury, regulatory and legal oversight at the corporate level for the group's financial services businesses. He comes to the Bajaj group with more than 30 years of rich professional experience ranging across various industries in varied functional roles within Corporate Advisory, Taxation, Restructuring, Treasury and M&A.

V. Rajagopalan is a Post Graduate in Commerce and also Fellow member of the Institute of Chartered Accountants of India. He also holds a degree in Law and is a qualified Cost Accountant as well as Company Secretary. He is a Certified Associate Member of the Indian Institute of Bankers and possesses professional qualification in Industrial Finance.

The Company had appointed V Rajagopalan (DIN 02997795) as Director pursuant to section 152(6) of Companies Act, 2013 as Director of the Company liable to retire by rotation.

#### Directorships

Bajaj Allianz Financial Distributors Limited  
Bajaj Financial Holdings Ltd  
Bajaj Auto Holdings Limited  
Bajaj Electoral Trust  
Bajaj Allianz Staffing Solutions Limited

#### Committee Positions:

Bajaj Allianz Financial Distributors Limited-Member  
Bajaj Allianz Staffing Solutions Limited-Member

#### Shareholding in the Company

V Rajagopalan 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 2017.

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

None of the directors, except V Rajagopalan himself is concerned or interested in the said resolution. The Board commends this ordinary resolution for approval by shareholders.

### ITEM NO. 3 OF NOTICE

As regards appointment of Statutory Auditors referred to in Item No. 3 of the notice, following disclosures are made for the information of the shareholders:

The current Statutory Auditors Dalal & Shah LLP were last re-appointed by the shareholders at their First Annual General Meeting held on 15 June 2015 to hold the office of Statutory Auditors from the conclusion of the First Annual General Meeting till the conclusion of Fifth Annual General Meeting.

The current auditor of the Company, Dalal & Shah LLP, Chartered Accountants, have conveyed their unwillingness to the ratification of appointment as statutory auditor at the ensuing Third Annual General Meeting of the Company.

The Board of Directors at their meeting held on 17 May 2017, has recommended the appointment of new auditor viz., S R B C & CO LLP, Chartered Accountants (firm registration no. 324982E/E300003) as the Statutory Auditors of the Company for approval by the shareholders.

S R B C & CO LLP, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under section 141(3)(g) of the Act and that they are not disqualified to be appointed as Statutory Auditors of the Company.

S R B C & CO LLP, Chartered Accountants will be appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Eighth Annual General Meeting, subject to ratification of their appointment by the members at every Annual General Meeting and on a remuneration of Rs. 5,000 (Rupees five thousand only) plus tax thereon and reimbursement of travelling expenses and other out-of-pocket expenses for the year 2017-18.

Brief profile of the Auditors is as under:

"S R B C & CO LLP (FRN 324982E/E300003), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 2002 and is a limited liability partnership firm ("LLP") incorporated in India. It has registered office at 22, Camac Street, Kolkata and has 11 branch offices in various cities in India.

The Board recommends passing of the ordinary resolution set out in item no. 3 of this notice.

None of the directors of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

**For Bajaj Financial Holdings Limited**



**Kevin D'sa**  
**Chairman**

Place: Pune

Date: 17 May 2017