

AGM NOTICE

Notice is hereby given that the Seventh Annual General Meeting ('AGM') of the members of Bajaj Finserv Direct Ltd. will be held on **Monday, 19 July 2021 at 3.30 p.m.** at registered office of the Company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2021, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Sourabh Chatterjee (DIN 07952127), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**By order of the Board of Directors
For Bajaj Finserv Direct Ltd.**

**Sonal R Tiwari
Authorised Signatory**

Pune: 26 June 2021

Corporate Office:


4th Floor, B2 Building,
Cerebrum IT Park, Kalyani Nagar,
Pune – 411 014, Maharashtra, India.


Registered Office:

Bajaj Auto Limited Complex,
Mumbai – Pune Road, Akurdi,
Pune – 411 035, Maharashtra, India.

Corporate ID NO.:

U65923PN2014PLC150522

 020-67064900

 www.bajajfinservmarkets.in

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO 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. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' written notice is given to the Company.
3. Proxies submitted on behalf of the companies / bodies corporate etc., must be supported by an appropriate resolution/ authority, as applicable.
4. Documents referred to in this Notice, if any, will be kept open for inspection by members at the registered office during Monday to Friday from 10.00 a.m. to 12.30 p.m. except holidays, up to the date of the AGM.
5. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection by member on all working days during business hours, in terms of the applicable provisions of the Companies Act, 2013 (the 'Act'):
 - a. Register of contracts or arrangements in which directors are interested under section 189 of the Act which shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible for the duration of the meeting to any person attending the meeting.
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act which shall also be kept open for inspection at the AGM 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 AGM.
7. Members / Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the AGM. Proxies are requested to bring their identity proof to the meeting for the purpose of identification.
8. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
9. The Notice of AGM, Proxy Form, and Attendance Slip are also available at the Company's website www.bajajfinservmarkets.in

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ANNEXURE TO THE NOTICE**BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO THE ACT AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS****Sourabh Chatterjee (DIN 07952127)**

As regards re-appointment of Sourabh Chatterjee 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**Brief Resume**

Sourabh Chatterjee is the Head of Technology, Digital Sales and Marketing at Bajaj Allianz General Insurance Company Limited. He is responsible for the digital strategy of the company and delivering innovative solutions for the company. He also handles digital and direct sales with a focus on growth through the direct online and offline channels and the digital marketing function for the company.

Prior to joining Bajaj Allianz in late 2015, Sourabh worked with ICICI Lombard as Vice President - Application development for 4.5 years. Before that, Sourabh played multiple leadership roles across delivery, consulting and sales in the US geography for Infosys Technologies from 1999 to 2011. Sourabh is an Electrical Engineer and is an MBA from INSEAD.

Major Directorships

Bajaj Finserv Direct Limited

Committee positions: Nil

Shareholding in the Company as on 31 March 2021: Nil

Sourabh Chatterjee is not disqualified from being re-appointed as a director in terms of section 164 of the Act. 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 has attended all the four Board meetings of the Company held during the year viz., 18 May 2020, 15 July 2020, 20 October 2020, and 18 January 2021 respectively. He is not related to any of the directors or key managerial personnel of the Company.

None of the directors or key managerial personnel or their relatives, except Sourabh Chatterjee, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

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

**By order of the Board of Directors
For Bajaj Finserv Direct Ltd.**

**Sonal R Tiwari
Authorised Signatory**

Pune: 26 Junel 2021

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
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 (on a poll) for me/us and on my/our behalf at the SEVENTH Annual General Meeting of the Company, to be held on **Monday, 19 July 2021 at 3.30 p.m.** at registered office of the Company at Bajaj Auto Limited 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
	Ordinary Business		
1	Adoption of audited financial Statements for the financial year ended 31 March 2021		
2	Re-appointment of Sourabh Chatterjee (DIN 07952127) who retires by rotation		

Signed this ___ day of _____ 2021

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.

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ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I HEREBY RECORD MY PRESENCE AT THE SEVENTH ANNUAL GENERAL MEETING OF BAJAJ FINSERV DIRECT LIMITED, HELD ON **19 JULY 2021 AT 3.30 P.M.** AT REGISTERED OFFICE OF THE COMPANY AT BAJAJ AUTO LIMITED COMPLEX, MUMBAI-PUNE ROAD, AKURDI, PUNE 411 035

**Full Name of the Shareholder /
Authorized representative**

Folio No/ DP ID- Client ID

No. of equity shares held

Name of Proxy (if any)

.....
Signature of the Shareholder
/Proxy/Corporate Representative*

* *Strike out whichever is not applicable*

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