

## Bajaj Finserv Direct Limited

CIN No: U65923PN2014PLC150522

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

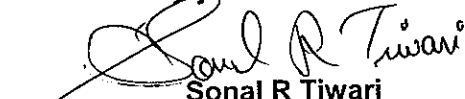
### NOTICE

Notice is hereby given that the Sixth Annual General Meeting of the shareholders of Bajaj Finserv Direct Limited will be held on **15 July 2020 at 3.00 p.m.** at 6<sup>th</sup> Floor, Bajaj Finserv Corporate office, Viman Nagar, Pune 411 014 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 2020, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Ganesh Mohan (DIN 07985728), 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 Limited

  
Sonal R Tiwari  
Authorised Signatory

Place: Pune  
Date: 18 May 2020



## 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. 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. Proxies submitted on behalf of the companies / bodies corporate etc., must be supported by an appropriate resolution/ authority, as applicable.
3. 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.
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 12.30 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, which 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, which 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. 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.

## ANNEXURE TO THE NOTICE

### BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS

**Ganesh Mohan (DIN 07985728)**

As regards re-appointment of Ganesh Mohan 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

Ganesh Mohan, Group Head of Strategy, joined Bajaj Finserv Limited (BFS-holding company to the Company) in 2015 and heads strategy across all the group companies of the Bajaj Finserv Group. At BFS, Ganesh helps set strategy for all the key operating companies, drives key cross-company initiatives as well as important corporate development plans.

Prior to joining BFS, Ganesh was a Partner at The Boston Consulting Group (BCG) and worked with BCG for 16 years across multiple geographies (US, Europe, Middle East & India) primarily focusing on the financial services practice. Ganesh has a B. Tech (Hons) in Chemical Engineering from IIT, Kharagpur and an MBA in Finance and Strategy from the Indian Institute of Management, Calcutta.

#### Major Directorships

Bajaj Finserv Direct Limited

**Committee positions:** Nil

Shareholding in the Company as on 31 March 2020 is nil.

Ganesh Mohan 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 four Board meetings of the Company held during the year viz., 6 May 2019, 18 July 2019, 21 October 2019, and 28 January 2020 respectively.

None of the directors, except Ganesh Mohan himself is concerned or interested in the said item.

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

For Bajaj Finserv Direct Limited

  
Sonal R Tiwari  
Authorised Signatory

Place: Pune

Date: 18 May 2020



Registered office:  
Bajaj Auto Ltd. Complex,  
Mumbai-Pune Road, Pune 411 035  
Email: [sonal.tiwari@bajajfinserv.in](mailto:sonal.tiwari@bajajfinserv.in)  
Website: [www.bajajfinservmarkets.in](http://www.bajajfinservmarkets.in)  
Phone : (020) 7187 7060

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



## 6<sup>th</sup> Annual Report – 2019-20

Name:

Address:

Email Id:

signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at the SIXTH Annual General Meeting of the Company, to be held on Wednesday, 15 July 2020 at 3.00 p.m. at 6th Floor, Bajaj Finserv Corporate office, Viman Nagar, Pune 411 014 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 2020		
2.	Re-appointment of Ganesh Mohan (DIN 07985728), who retires by rotation		

Signed this \_\_\_ day of \_\_\_\_\_ 2020

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.