

BAJAJ FINSERV DIRECT LIMITED

(CIN: U65923PN2014PLC150522)

Registered office:

Bajaj Auto Limited Complex,

Mumbai- Pune Road, Akurdi- 411035

Maharashtra, India

Email Id: namrata.surana@bajajfinserv.inWebsite: <https://www.bajajfinservmarkets.in>

Tel No.: (020) 7157 6064

Notice of 11th Annual General Meeting

Notice is hereby given that the 11th Annual General Meeting of the members of **Bajaj Finserv Direct Limited** will be held on Friday 25 July 2025 at 3.45 p.m. IST at Hotel Hyatt Regency, Viman Nagar, Pune – 411 014 to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Mr. Ashishkumar Jayantilal Panchal (DIN: 10106286), 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:

1. **Appointment of Mr. Anurag Krishan Chottani (DIN: 09804643) as a Non-Executive and Non-Independent Director, liable to retire by Rotation:**

To consider, and if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, (the 'Act') and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. Anurag Krishan Chottani (DIN: 09804643), who was appointed by the Board of Directors, as an Additional Non-Executive and Non-Independent Director with effect from 1 August 2024 and who holds office up to the date of the this Annual General Meeting in terms of Section 161(1) of the Act, and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of director of the Company, be and is hereby appointed as a Non-Executive, Non-Independent director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Anurag Krishan Chottani be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Directors of the Company or Ms. Uma Shende, Company Secretary, Bajaj Finserv Limited, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

By order of the Board

For **Bajaj Finserv Direct Limited**

Sd/-

Namrata Surana Shah

Company Secretary

Membership No: A52469

Place: Pune

Date: 28 April 2025

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 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 HOLDING 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 not less than 3 days written notice is given to the Company.
- 3 Corporate Shareholders are required to send or carry a copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM on its behalf and to vote thereat.
- 4 Brief details of Ashishkumar Jayantilal Panchal, who is seeking re-appointment, are annexed hereto in terms of the requirements of the Secretarial Standard on General Meetings and provisions of the Companies Act, 2013 (the "Act").
- 5 Members/Proxies are requested to carry the attendance slip/proxy form duly filled and signed for attending the meeting along with their identity proof at the meeting for the purpose of identification.
- 6 The following statutory registers of the Company will be open for inspection by members at the registered office as well as at the corporate office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays up to the date of AGM and also during the continuance of AGM, at the AGM venue:
 - a. Register of contracts or arrangements in which directors are interested under section 189 of the Act; and
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
- 7 Route map for directions to the venue of AGM is enclosed in this Notice.
- 8 In terms of section 107 of the Act, at the AGM, a resolution put to the vote at the meeting shall, unless a poll is demanded under section 109 of the Act shall be decided on a show of hands.

By order of the Board
For **Bajaj Finserv Direct Limited**

Sd/-
Namrata Surana Shah
Company Secretary
Membership No: A52469
Place: Pune
Date: 28 April 2025

Annexure to the Notice

Statement setting out additional information in respect of item no. 2 of the notice relating to appoint a director in place of Ashishkumar Jayantilal Panchal (DIN: 10106286), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 (the “Act”) and secretarial standards on general meetings (SS-2)

Brief profile:

Ashish Panchal is the Whole Time Director - Chief Executive Officer of Bajaj Finserv Direct Limited (BFSD), which operates under 2 synergistic divisions –

B2C - BFSI marketplace (Bajaj Markets) digitally sources & distributes financial products (loans & credit cards), insurance (LI & GI) & investments (FD, MF, NPS etc.) pan-India via partnerships with 90 Banks & FIs, offering 35 of their products.

B2B - Bajaj Technology Services division works in the digital and enterprise application space offering end-to-end services to customers across the globe to accelerate their Digital Transformation journey – predominantly in BFSI domain.

Ashish is a seasoned professional with experience in manufacturing, FMCG, retail banking, lending and payments industry. Ashish has 25+ years of experience in strategic roles across various business verticals. He has been a part of the Bajaj Finserv group of companies for more than 12 years. Before assuming his role as the CEO of BFSD, he served as the President of Rural, Investment & Insurance Businesses and Corporate Strategy at Bajaj Finance Limited.

Over the years, Ashish has successfully managed start-up businesses and high growth, high scale businesses, that have withstood various economic cycles, to lead them to grow in scale and profitability. He leverages his strong people management skills to drive innovative, customer-centric solutions to business problems.

Prior to joining Bajaj Finance Limited, Ashish held leadership positions at Citibank and Barclays.

Ashish is an alumnus of the Harvard Business School (AMP 200, 2021). He had completed his master's degree in management studies from the Jamnalal Bajaj Institute of Management Studies in 1999 and his Mechanical engineering from Walchand Institute of Technology in 1996.

Other Information:

Particulars	Details
Age	49 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-executive and Non-Independent Director, liable to retire by rotation
Remuneration last drawn (FY2024)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	1 May 2023
Shareholding in the Company	NIL
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended	Five Meetings (in FY2025) (Out of Five meetings held in FY2025)
Directorship of other Boards	NIL
Memberships/ Chairmanships of committees of other Boards.	<u>Memberships:</u> Nil <u>Chairmanships:</u> Nil

He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

The Board recommends the passing of ordinary resolution as set out in Item No. 2 of the Notice for

consideration and approval of the members.

STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT

Item no. 3 of the Notice

Appointment of Mr. Anurag Krishan Chottani (DIN- 09804643) as a Non-Executive and Non-Independent Director of the Company:

Brief profile:

Shri Anurag Chottani is currently designated as Chief Operating Officer at Bajaj Finance Limited, where he oversees company's Information Technology, Digital Platforms and Corporate Strategy. He also serves as director in Snapwork Technologies Private Limited (an IT services company) and Pennant Technologies Limited where Bajaj Finance Limited is both a partner and an investor.

Before joining Bajaj Finance Limited, Anurag had worked extensively with 3i Infotech in development and presales roles, where he had implemented a range of solutions for clients in multiple geographies.

Other Information:

Particulars	Details
Age	47 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-Executive and Non-Independent Director, liable to retire by rotation
Remuneration last drawn (FY2025)	Not Applicable
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	1 August 2024
Shareholding in the Company	NIL
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended	Not Applicable
Directorship of other Boards	NIL
Memberships/ Chairmanships of committees of other Boards.	Memberships: 1. IT Strategy Committee – Bajaj Holdings & Investment Ltd. Chairmanships: Nil

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further, he has consented to act as a director of the Company, if appointed by the shareholders.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary resolution set out in Item no. 3 of the Notice for approval by shareholders.

By order of the Board
For **Bajaj Finserv Direct Limited**

Sd/-

Namrata Surana Shah
Company Secretary

Membership No: A52469

Place: Pune

Date: 28 April 2025

Form No. MGT-11

Proxy form

[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

Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune – 411035

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

1. Name : _____ E-mail Id : _____
Address : _____ Signature : _____ or failing him
2. Name : _____ E-mail Id : _____
Address : _____ Signature : _____ or failing him
3. Name : _____ E-mail Id : _____
Address : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company, to be held on Friday 25 July 2025 at 3.45 p.m. IST at Hotel Hyatt Regency, Viman Nagar, Pune – 411 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Ordinary Business	For	Against
1	To consider and adopt the financial statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon		
2	To appoint a director in place of Mr. Ashishkumar Jayantilal Panchal (DIN:10106286), 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	Appointment of Mr. Anurag Krishan Chottani (DIN: 09804643) as a Non-Executive and Non-Independent Director, liable to retire by Rotation		

Signed this ____ day of _____ 2025.

Affix revenue
Stamp of Rs.1

Signature of member(s)
holder(s)

Signature of Proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office/corporate office of the Company, not less than 48 hours before commencement of the Meeting.

ATTENDANCE SLIP

Folio No./DP ID/Client ID :

Name & Address :

Name(s) of joint holder(s), if any :

No. of shares held :

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Eleventh Annual General Meeting of the Company held on 25 July 2025 at 3.45 p.m. IST at Hotel Hyatt Regency, Viman Nagar, Pune – 411 014.

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Signature of joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company and/or their proxy will be allowed to attend the meeting.

Route map:



Scan using the camera app for
iOS devices and google lens for
android devices for the AGM
venue