

BAJAJ FINSERV DIRECT LIMITED

(CIN: U65923PN2014PLC150522)

Registered office: Bajaj Auto Limited Complex
Mumbai- Pune Road Akurdi- 411035, Pune, Maharashtra, India

Email ID: namrata.surana@bajajfinserv.in

Websites: <https://www.bajajfinservmarkets.in/> and

<https://www.bajajtechnologyservices.com/>

Tel No.: (020) 7157 6064

11th EXTRAORDINARY GENERAL MEETING NOTICE

Notice is hereby given that the Eleventh Extraordinary General Meeting of the members of Bajaj Finserv Direct Limited will be held at short notice on **Friday, 7 March 2025** at 5:15 p.m. (IST) at Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014 to transact the following:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to Clause 35 of Articles of Association of the Company and sections 13 and 61 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (Including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of shareholders, be and is hereby accorded for increasing the authorised share capital of the Company from Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakh) divided into 35,00,000 equity shares of face value of Rs.10/- (Rupees Ten only) to Rs. 500,00,00,000 (Rupees Five Hundred Crore) divided into 50,00,00,000 equity shares of face value of Rs.10/- (Rupees Ten only).

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company, be and is hereby substituted by the following:

V. The Authorized share capital of the company is Rs. 500,00,00,000 (Rupees Five Hundred Crore) divided into 50,00,00,000 equity shares of face value of Rs.10/- (Rupees Ten). The Company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions permitted by Articles of Association of the company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors or key managerial personnel, be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose."

By order of the Board
For Bajaj Finserv Direct Limited

Sd/-
NAMRATA SURANA SHAH
COMPANY SECRETARY
namrata.surana@bajajfinserv.in
Membership No.: 52469
Date: 7 March 2025
Address/Place of signing:
3rd Floor, Panchshil Tech Park,
Above ICICI Bank, Viman Nagar,
Pune, Maharashtra, India, 411014

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 BEFORE THE TIME OF HOLDING THE MEETING.
- 2 During the period before the time fixed for 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 a written notice is given to the Company.
- 3 The statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act") forms part of this notice.
- 4 Corporate Shareholders are required to send or carry of a copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote thereat.
- 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 Notice of this Meeting is available on the company's website <https://www.bajajfinservmarkets.in/legal-and-compliance/notices> and <https://www.bajajtechnologyservices.com/investor-relation>.
- 7 At the EGM, a resolution put to vote at the meeting shall, unless a poll is demanded under section 109 of the Act, shall be decided by show of hands.
- 8 Route map for directions to the venue of the meeting is attached.

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

Sd/-
NAMRATA SURANA SHAH
COMPANY SECRETARY
namrata.surana@bajajfinserv.in
Membership No.: 52469
Date: 7 March 2025
Address/Place of signing:
3rd Floor, Panchshil Tech Park,
Above ICICI Bank, Viman Nagar,
Pune, Maharashtra, India, 411014

ANNEXURE TO THE NOTICE

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item 1: INCREASE IN AUTHORISED SHARE CAPITAL

Presently, the authorised share capital of the Company is Rs.3,50,00,000 (Rupees Three Crore Fifty Lakhs Only) divided into 35,00,000 equity shares of face value of Rs.10/- (Rupees Ten).

Considering the proposal for conversion loans of the Company and capital raise to meet its future business objectives, it is proposed to increase the authorised share capital of the Company from the existing limit of Rs. 3,50,00,000 to Rs. 500,00,00,000 divided into 50,00,00,000 equity shares of face value of Rs.10/- (Rupees Ten) so as to facilitate the Company to issue shares in mode permissible under Companies Act, 2013 and as determined by the Board of Directors.

Subsequent to increase in authorised share capital, and in order to conform to the requirements of the Companies Act, 2013, Clause V of Memorandum of Association (MOA) also requires amendment with the approval of shareholders.

A draft of Memorandum of Association incorporating the proposed amendment will be kept open for inspection by shareholders at the registered office and corporate office of the Company, upto the commencement of the meeting and also at the meeting.

The board of directors recommends passing of the ordinary resolution as set out in item no.1 of this notice.

None of the Directors and/or Key managerial personnel of the Company and/or their respective relatives are, in any way, concerned or interested, directly or indirectly, financially or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

By order of the Board
For Bajaj Finserv Direct Limited

Sd/-

NAMRATA SURANA SHAH
COMPANY SECRETARY

namrata.surana@bajajfinserv.in

Membership No.: 52469

Date: 7 March 2025

Address/Place of signing:

3rd Floor, Panchshil Tech Park,
Above ICICI Bank, Viman Nagar,
Pune, Maharashtra, India, 411014

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
Registered office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411035

Name of the Member(s):

Registered Address

Email-id:.....

Folio No/Client 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 : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the eleventh extra-ordinary general meeting of the Company, to be held at a short notice on 7 March 2025 at 5:15 p.m. at Bajaj Finserv Corporate Office, off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014 and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Special Business	For	Against
1	Increase in authorised share capital		

Signed this ____ day of _____ 2025.

Affix revenue
Stamp of Re.1

Signature of member(s)

Signature of Proxy holder(s)

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, 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 Extra-Ordinary General Meeting of the Company held on 7 March 2025 at 5:15 p.m. at Bajaj Finserv Corporate Office, off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014.

Full name of proxy (in case of proxy)
holder/proxy

Signature of first

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:

