



FINSERV

Bajaj Financial Securities Limited

CIN: U67120PN2010PLC136026

Regd. Office:

Bajaj Auto Limited Complex,
Mumbai-Pune Road,
Akurdi, Pune 411 035

Email ID: ravikumar.dugar@bajajfinserv.in

Website: <https://www.bajajfinservsecurities.in/>

Phone: (020) -4857 4488

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the members of Bajaj Financial Securities Limited ('BFSL' or 'the Company') will be held at shorter notice on Wednesday, 24 January 2024 at 1.30 p.m. IST at the 6th floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune 411 014 to transact the following special businesses:

1. Increase in authorised share capital of the Company:

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

"RESOLVED THAT subject to the approval of BSE Ltd. and National Stock Exchange of India Limited and SEBI, if required, and such other regulators as may be applicable, and pursuant to sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the shareholders be and is hereby given for increasing the authorized share capital of the Company from Rs. 7,000,000,000/- (Rupees Seven Hundred Crore) divided into 700,000,000 equity shares of face value of Rs. 10/- each to Rs. 11,000,000,000/- (Rupees One Thousand One Hundred Crore) divided into 1,100,000,000 equity shares of face value of Rs. 10/- each.

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

The authorised share capital of the Company is ₹ 11,000,000,000 (Rupees One Thousand One Hundred Crore) divided into 1,100,000,000 equity shares of face value of ₹ 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.



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BSE Cash/F&O (Member ID: 6706)
NSE Cash/F&O (Member ID: 90177)
POP: 325022021
SEBI Reg. No. (DP): IN-DP-418-2019
CDL: 12088600 | NSDL: IN304300
AMFI: 163403 | SEBI (RA): INH000010043



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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is 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 and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

2. Increase in limits to grant loans to any person for Margin Trading Finance business:

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

"RESOLVED THAT in supersession of the special resolution passed by the members at its Extra-Ordinary General Meeting held on 17 October 2023 and pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) read with Companies (Meetings of Board and its Powers) Rules, 2014, SEBI circular dated 13 June 2017 and 1 August 2017 relating to Margin Trading Facility, and subject to such approvals as may be required in this regard, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board') to (a) give any loan to any person or other body corporate (s), (b) give any guarantee or provide security in connection with a loan to any other body corporate or person, for Margin Trade Facility in the ordinary course of business of the Company, in excess of limits prescribed in Section 186(2) of the Act but subject to maximum limit of Rs. 7,500 crore (Rupees Seven Thousand Five Hundred Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to negotiate and finalise the terms and conditions, agreements, deeds and documents to give the said loans, guarantee or provide security to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution and to sign and execute all deeds, application and documents, without being required to seek any further consent or approval of the Members of the Company."

3. To Invest funds of the Company:

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

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the read with Companies (Meetings of Board and its Powers) Rules, 2014, and subject to such approvals as may be required in this regard, consent of the shareholders be and is hereby accorded to the Board of Directors of

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the Company (hereinafter referred to as the 'Board') to invest the funds of the Company (acquire by way of subscription, purchase or otherwise, the securities of any other body corporate), in excess of limits prescribed in Section 186 of the Act but subject to maximum limit of Rs. 750 crore (Rupees Seven Hundred and Fifty Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to negotiate and finalise the terms and conditions, agreements, deeds and documents for purpose of purchase/sale of investment and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution and to sign and execute all deeds, application and documents, without being required to seek any further consent or approval of the Members of the Company."

By order of the Board
For **Bajaj Financial Securities Limited**

Ravikumar Dugar
Company Secretary
Membership No.: 39275
Place: Pune
Date: 24 January 2024



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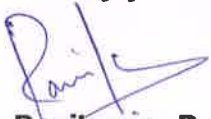


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NOTES:

- 1) A MEMBER ENTITLED TO ATTEND, AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT 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) 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 members are requested to furnish a duly certified copy of board resolution/power of attorney authorising their representative to attend the Extra-ordinary general meeting.
- 5) Members/ proxies are requested to bring the attendance slip/proxy form duly filled and signed in for attending the Meeting. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.
- 6) The Notice of this Meeting is available on the company's website <https://www.bajajfinservsecurities.in/download>
- 7) At the EGM, a resolution put to the vote at the meeting shall, unless a poll is demanded under section 109 of the Act, shall be decided by show of hands.
- 8) Since the Company is a wholly-owned subsidiary of Bajaj Finance Limited, it is exempt from providing route map as per secretarial standard on General meeting.

By order of the Board
For **Bajaj Financial Securities Limited**



Ravikumar Dugar
Company Secretary
ACS: 39275



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT:

Item no. 1: Increase in authorised share capital of the Company

Presently, the authorised share capital of the Company is Rs. 700 crore divided into 70 crore equity shares of face value of Rs. 10 each.

Considering the increased long term fund requirements of the Company to meet its future business objectives, it is proposed to increase the authorised share capital of the Company from the existing limit of Rs. 700 crore to Rs. 1100 crore divided into 110 crore equity shares of face value of Rs. 10 each so as to facilitate the Company to issue shares in the mode permissible under Companies Act and as determined by the Board of Directors.

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

A draft of the MOA incorporating the proposed amendment will be kept open for inspection by members at the Registered Office and Corporate Office Ext. of the Company, upto the date of the meeting and also at the meeting.

The Board of Directors recommends passing of the ordinary resolutions as set out in item no. 1 of this Notice.

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

Item no. 2: Increase in limits to grant loans to any person for Margin Trading Finance business

As per the provisions of Section 186(2) of the Companies Act, 2013 (the 'Act'), loan granted, or security or guarantee provided by a company in excess of 60% of paid-up capital, free reserves, and securities premium account; or 100% of the free reserves and securities premium account would require approval of shareholders by way of special resolution.

As per SEBI circular dated 13 June 2017 and 1 August 2017 relating to Margin Trading Facility, corporate brokers are allowed to borrow upto 5 times of their Net-worth (computed as per SEBI (Stockbrokers and Sub-Brokers) Regulations, 1992) for Margin Trade Funding book. Further, as per the aforesaid circular, the maximum allowable exposure towards the margin trading facility shall be within the self-imposed prudential limits and shall not, in any case, exceed the borrowed funds and 50% of its Net-worth. Also, exposure to any single client at any point of time shall not exceed 10% of the broker's maximum allowable exposure.

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The Company being a SEBI registered stockbroker, have been offering loan by way of Margin Trade facility to its client from 1 April 2019 in the ordinary course of business of the Company. Hence, it is proposed to seek approval of shareholders, as the overall exposure under MTF to bodies corporate may exceed the limits under section 186 of Companies Act, 2013. The aggregate loan to be granted under the said facility will not exceed Rs. 7,500 crore.

The Board of Directors recommends passing of the special resolution as set out in item no. 2 of this Notice.

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

Item no. 3: To invest the funds of the Company

Pursuant to Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of paid-up capital, free reserves and securities premium account; or 100%, of the free reserves and securities premium account, whichever is higher, would require approval of shareholders by way of special resolution.

The current investments of the Company are well within the limits specified under the Act, however, in order to achieve greater financial flexibility, enable optimal financial structuring and maintain adequate safeguards, the said limits specified under Section 186 be increased to Rs. 750 crore (Rupees Seven Hundred and Fifty Crores Only) subject to the approval of shareholders.

The Board of Directors recommends passing of the special resolution as set out in item no. 3 of this Notice.

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

By order of the Board of Directors
For **Bajaj Financial Securities Limited**

Place: Pune
Date: 24 January 2024




Ravikumar Dugar
Company Secretary

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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 : U67120PN2010PLC136026
 Name of the Company : Bajaj Financial Securities Limited
 Registered office : Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411035

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/Client ID/DP ID :

I/We, being the member(s) of _____ shares of the abovenamed Company, hereby appoint:

(1) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or
 failing him

(2) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or
 failing him

(3) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or
 failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extraordinary general meeting of the Company, to be held at a shorter notice on **Wednesday, 24 January 2024 at 1.30 p.m.** at 6th floor, Bajaj Finserv Corporate Office, off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

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2	Increase in limits to grant loans to any person for Margin Trading Finance business		
3	To invest the funds of the Company		

Signed this ____ day of _____ 2024

Affix revenue Stamp of Rs.1

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. 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.
2. Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the members present.

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ATTENDANCE SLIP

Folio No./DP ID Client ID:

Name and 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 Extra-Ordinary general meeting of the Company held at shorter notice on Wednesday, 29 January 2024 at 1.30 p.m. at 6th floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, 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.

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