

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 5.45 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 business:

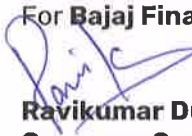
1. Re-designation of Manish Jain (DIN: 06413162) as the Managing Director of the Company w.e.f. 1 April 2024:

To consider, and if thought fit, to pass, the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the approval of the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any person(s) authorised by the Board in this regard) of the Company, approval of the Members be and is hereby accorded for re-designation of Manish Jain (DIN: 06413162) as the Managing Director of the Company, liable to retire by rotation, with effect from 1 April 2024 upto 29 August 2028 (both days inclusive) i.e., remainder of his current tenure as the Manager, on the existing terms and conditions as Manager as approved by the Members of the Company in its 13th Annual General Meeting held on 25 July 2023.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors 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 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."

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


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

**BAJAJ BROKING**

Bajaj Financial Securities Limited

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Email: connect@bajajfinserv.inWebsite: www.bajajbroking.in

Corporate ID: U67120PN2010PLC136026
SEBI Reg. No. (Trading): INZ000218931
BSE Cash/F&O (Member ID: 6706)
NSE Cash/F&O (Member ID: 90177)
POP: 325022021
SEBI Reg. No. (DP): IN-DP-418-2019
CDSL: 12088600 | NSDL: IN304300
AMFI: 163403 | SEBI (RA): INH000010043

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: Re-designation of Manish Jain (DIN: 06413162) as the Managing Director of the Company w.e.f. 1 April 2024:

Vide Ordinary Resolution dated 25 July 2023 passed in the 13th Annual General Meeting (AGM), the Members of the Company had appointed Manish Jain (DIN: 06413162) as Manager of the Company, for a period of five (5) years, from 30 August 2023 to 29 August 2028 (both days inclusive), pursuant to the provisions of the Act.

In order to maintain robust leadership positions in the Company and entrusting such leaders with higher responsibilities, the Management felt it would be appropriate and in the best interest of the Company to create the position of Managing Director in the Company.

Accordingly, based on the recommendation of the Board of Directors of the Company, at its meeting held on 24 January 2024, approved the re-designation of Manish Jain, Manager as the Managing Director of the Company, with effect from 1 April 2024 upto 29 August 2028 i.e., remainder of his current tenure as an Manager, subject to the approval of Members of the Company.

The remuneration and other terms and conditions of his appointment as Manager as approved by the Members of the Company in the 13th AGM held on 25 July 2023 remains unchanged on account of his re-designation as Managing Director.

While approving the re-designation of Manish Jain as Managing Director of the Company, the Board considered the outcome of his performance assessment. They also noted the leadership provided by Manish Jain in driving growth and profitability of the Company in a complex and challenging environment and the strategic imperatives being undertaken under his vision to drive innovation and excellence at the Company.

Manish Jain is not disqualified from being appointed/re-designated as a Managing Director in terms of Section 164 of the Act. Further, he is not disqualified from being appointed/re-designated as Managing Director as per Schedule V of the Act.

Brief profile and other requisite information of Manish Jain, pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standard -2, as on date of Notice, are given in Annexure - B.

As per Section 196 of the Act, appointment of a person on the Board has to be approved by shareholders at the next general meeting. Accordingly, approval of members is being sought for the re-designation of Manish Jain as Managing Director, liable to retire by rotation, to hold office with effect from 1 April 2024 upto 29 August 2028 i.e., remainder of his current tenure as a Manager.

Brief Profile:

Manish Kumar Jain, born on 20 January 1975, is a Chartered Accountant. He is the Director & Chief Executive Officer of the Company and is also responsible for providing strategic direction, managing and growing the Loan Against Securities (LAS) & Corporate Finance business in Bajaj Finance Limited.

He joined Bajaj Finance in January 2010 as National Head - Credit & Risk, Loans against Securities. He was instrumental in developing the complete credit underwriting & risk management philosophy for the Loan against Securities business at the time of launch and in creating a roadmap in line with the organizational strategic intent. In April 2013, he took over the responsibility of heading the Product function for Business Loans. In the year 2014, he was elevated to Business Head for Loan against Securities where he successfully

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managed to grow the AUM from ~ Rs. 500 Crore to Rs. 15,000 Crore today. In 2019, he was nominated and promoted as CEO for the Bajaj-Financial Securities Limited which is into Broking business. He possesses a strong domain expertise and has always been an exceptional team player.

Particulars	Details
Age	49
Qualification	Chartered Accountant
Experience	As mentioned above
Terms and conditions of re-appointment	The remuneration and other terms and conditions of his appointment as Manager as approved by the Members of the Company in the 13 th AGM held on 25 July 2023 remains unchanged on account of his re-designation as Managing Director.
Date of first appointment on the Board	30 August 2018
Disclosure of relationship with Directors or Key Managerial Personnel	He is not related to any of the directors or key managerial personnel of the Company
Shareholding in the Company	NIL
Remuneration last drawn (FY 2023)	NIL
Remuneration proposed to be paid	NIL
Directorships in other Companies	NIL
Membership/Chairmanship of Committees of other Boards	NIL
Number of Board meetings attended	During FY2023, he attended all 4 meetings of the Company.

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

None of the Directors or Key Managerial Personnel or their relatives, except Manish Jain and his relatives, are directly or indirectly concerned or interested, financially or otherwise, in the ordinary resolution set out at Item no. 1 of the Notice.



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



Ravikumar Dugar
Company Secretary

Place: Pune
Date: 24 January 2024

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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 extra-ordinary general meeting of the Company, to be held at a shorter notice on Wednesday, 24 January 2024 at 5.45 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:

Table with 4 columns: Item No., Special Business, For, Against. Row 1: 1, Re-designation of Manish Jain (DIN: 06413162) as the Managing Director of the Company w.e.f. 1 April 2024

Signed this _____ day of _____ 2024

Affix revenue Stamp of Rs.1

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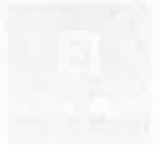
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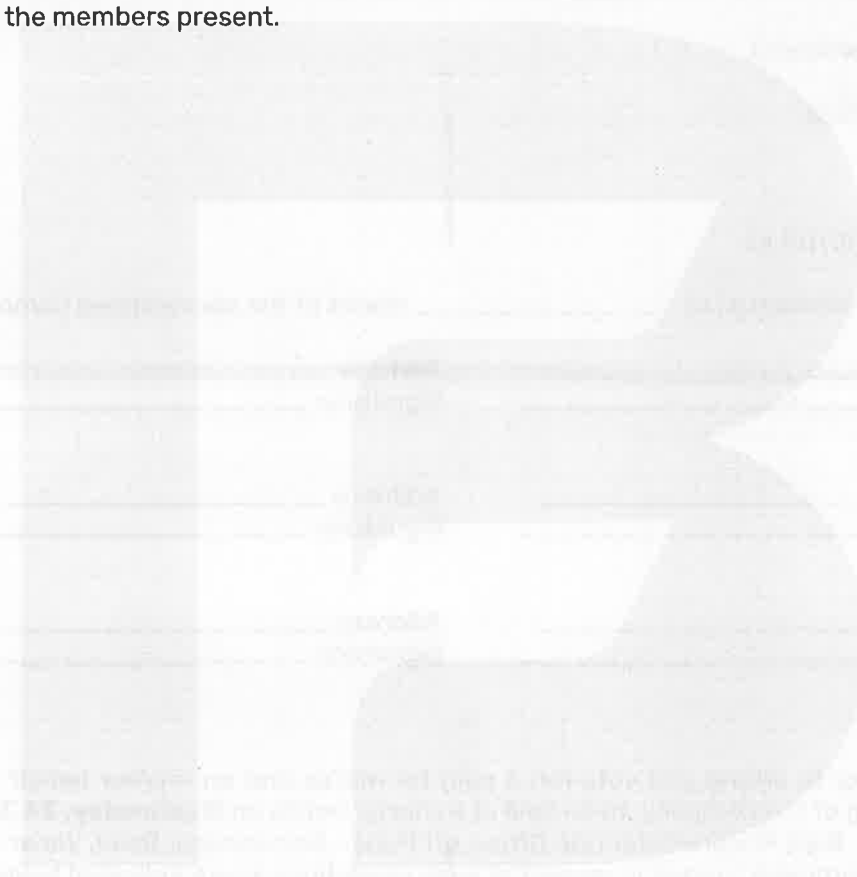


Signature of shareholder

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, 24 January 2024 at 5.45 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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