

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 Tuesday, 17 October 2023 at 5.30 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 the Borrowing Powers of the Company:

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 18 January 2022 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board') to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds/commercial papers or other debt instruments, with or without security, whether in India or abroad and through acceptance of inter corporate loans (whether in Rupees or in foreign currency), on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the moneys so borrowed together with moneys already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed by the Board shall not exceed the sum of Rs. 7,000 crore (Rupees Seven Thousand crore only) at any point of time.

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,



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NSDL: IN304300
AMFI: 163403
SEBI (RA): INH000010043

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. Creation of charge/security on the Company's asset with respect to borrowing:

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 shareholders at its Extra-Ordinary General Meeting held on 18 January 2022 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to creation by the Board of Directors of the Company (hereinafter referred to as the 'Board') from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the bank(s), financial institution(s), and/or other lender(s), debenture trustee, security trustee as may be agreed to by the Board for the purpose of securing repayment of any loans/financial assistance (whether in Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, subject to a maximum amount of 7,000 crore (Rupees Seven Thousand 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 creating the said mortgages, charges, liens, hypothecation and/or other securities 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, without being required to seek any further consent or approval of the Members of the Company."

3. Approval to grant loans to persons or other bodies corporate:

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)



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and/or re-enactment thereof for the time being in force) and the read with Companies (Meetings of Board and its Powers) Rules, 2014, as per SEBI circular dated 13 June 2017 relating to Margin Trading Facility, and subject to such approvals as may be required in this regard, consent of the Company 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 of the Act but subject to maximum limit of Rs. 3,500 crore (Rupees Three Thousand and Five Hundred Crore Only).

RESOLVED FURTHER THAT the loans given by the Company for the Margin Trade Facility in the ordinary course of business of the Company for the period commencing from 1 April 2019 till 16 October 2023 in excess of the aggregate ceiling prescribed under Section 186 of the Act but within the limit prescribed by SEBI be and is hereby ratified.

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."

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

Sd/ 
Ravikumar Dugar
Company Secretary

Membership No.: 39275
Place: Pune
Date: 16 October 2023



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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**


Sd/
Ravikumar Dugar
Company Secretary
ACS: 39275

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT:**Item nos. 1 & 2: Increase in borrowing powers of the Company and Creation of charge/security on the Company's asset with respect to borrowing**

Vide special resolution dated 18 January 2022 passed by the shareholders at its Extraordinary General Meeting, the shareholders of the Company had accorded their consent to the Board of Directors to borrow money(ies) not exceeding Rs. 4,900 crore (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 ('the Act') and creation of mortgages, charges, liens, hypothecation and/ or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to a limit of Rs. 4,900 crore in terms of Section 180(1)(a) of the Act.

Considering the future business plans of the Company, the Board of Directors may need to resort to further borrowings from time to time, inter alia, by way of loan / financial assistance from various bank(s)/financial institution(s), holding company and other lender(s), issue of debentures / bonds or other debt instruments and through acceptance of inter corporate loans. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee.

Pursuant to provisions of Section 180(1) (c) of the Act, the Board of Directors may exercise power to borrow money in excess of paid-up share capital, free reserves and securities premium with the approval of Members by way of a special resolution. Accordingly, it is proposed to seek approval of the Members for increase in borrowing limit from Rs. 4,900 crore to Rs. 7,000 crore which is in excess of the limits prescribed under the Act.

Further, in terms of Section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking, requires the approval of the Members by way of a special resolution. Accordingly, it is proposed to seek approval of Members by way of an enabling resolution for creating charge/security on the Company's asset with respect to aforesaid borrowings.

The Board of Directors recommends passing of the special resolutions as set out in item nos. 1 and 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.



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Item no. 3: Approval to grant loans to persons or other bodies corporate

As per the provisions of Section 186 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 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.

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. 3500 crore.

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**



Ravikumar Dugar
Company Secretary

Place: Pune
Date: 16 October 2023

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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 **Tuesday, 17 October 2023 at 5.30 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 the Borrowing Powers of the Company		
2	Creation of charge/security on the Company's asset		
3	Approval to grant loans to persons or other bodies corporate		

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Signed this ____ day of _____ 2023

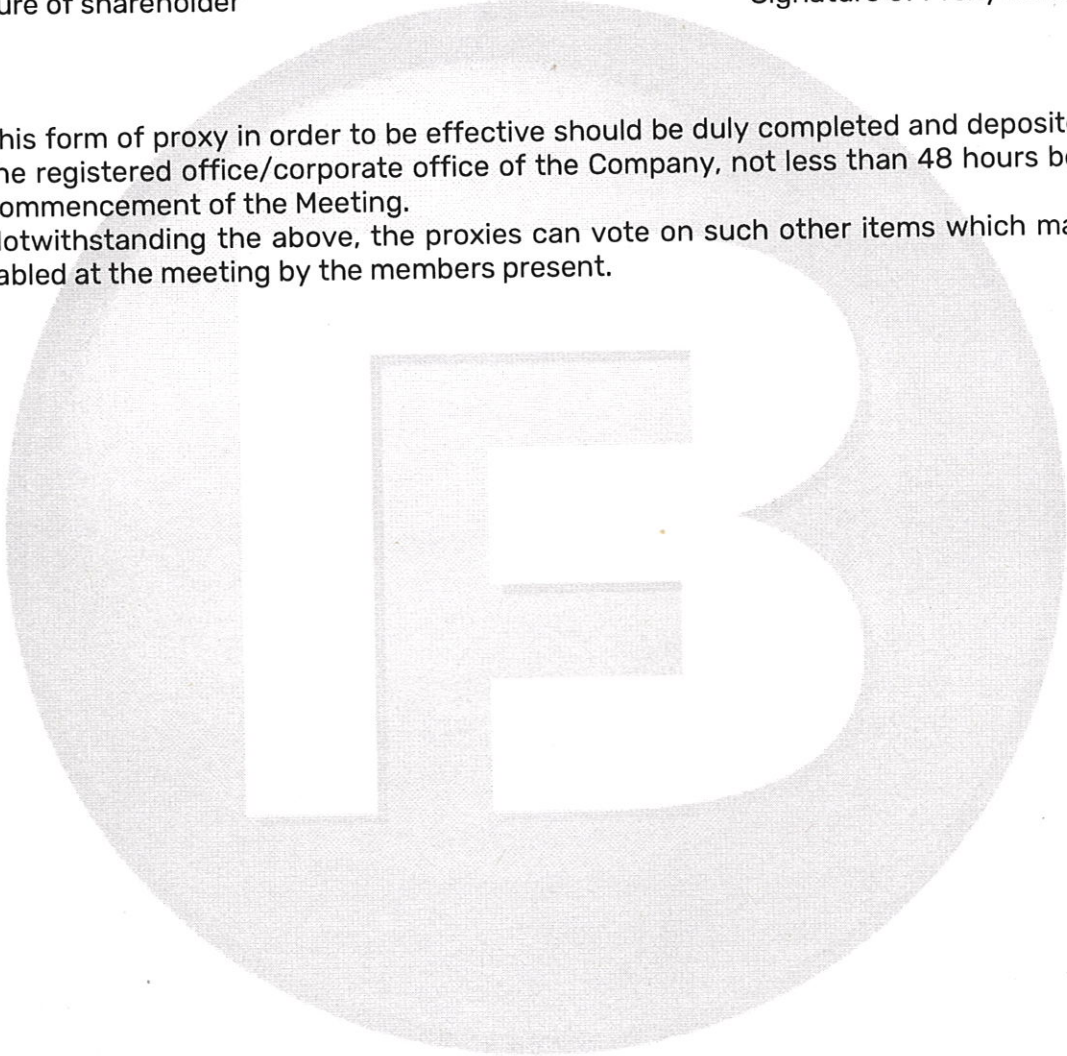
Affix revenue
Stamp of Rs.1

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 Tuesday, 17 October 2023 at 5.30 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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