

BAJAJ FINANCIAL SECURITIES LIMITED

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) -7112 4060

SEBI-INZ000218931 (BSE-6706/NSE-90177);

SEBI-DP-IN-418-2019

NSDL-IN304300; CDSL-12088600

ARN-163403

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the shareholders of Bajaj Financial Securities Limited will be held on Tuesday, 18 January 2022 at 09.00 a.m. at the at the Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune – 411 014 to transact the following business:

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 shareholders at its Annual General Meeting held on 20 July 2021 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 (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 or other debt instruments, with or without security, whether in India or abroad and through acceptance of inter corporate loans, 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. 4,900 crore (Rupees Four Thousand Nine Hundred 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 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.”



Corporate Office Ext.: Mantri IT Park, Unit-2, Tower-B, Nagar Road, Viman Nagar, Pune-411014

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

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

Email ID: connect@bajajfinserv.in

Tel: 020-7112 4060

Corporate ID No.:

U67120PN2010PLC136026

SEBI-INZ000218931 (BSE-6706/NSE-90177);

SEBI-DP-IN-418-2019

NSDL-IN304300; CDSL-12088600

ARN-163403

BAJAJ FINANCIAL SECURITIES LIMITED

2. Creation of Security:

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 Annual General Meeting held on 20 July 2021 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 (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 Rs. 4,900 crore (Rupees Four Thousand Nine Hundred crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised 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 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. Increase in authorised share capital:

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

"RESOLVED THAT pursuant to clause 8 of Article of Association of the Company and subject to 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 ₹ 3,000,000,000 (Rupees Three Hundred Crore) divided into 300,000,000 equity shares of face value of ₹ 10/- to ₹ 7,000,000,000 (Rupees Seven Hundred Crore) divided into 700,000,000 equity shares of face value of ₹ 10/- .

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 ₹ 7,000,000,000 (Rupees Seven Hundred Crore) divided into 700,000,000 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.

Corporate Office Ext.: Mantri IT Park, Unit-2, Tower-B, Nagar Road, Viman Nagar, Pune-411014

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

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

Email ID: connect@bajajfinserv.in

Tel: 020-7112 4060

Corporate ID No.:

U67120PN2010PLC130026

SEBI-INZ000218931 (BSE-6706/NSE-90177);

SEBI-DP-IN-418-2019

NSDL-IN304300; CDSL-12088600

ARN-163403



BAJAJ FINANCIAL SECURITIES LIMITED

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby 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: 17 January 2022**



Corporate Office Ext.: Mantri IT Park, Unit-2, Tower-B, Nagar Road, Viman Nagar, Pune-411014

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

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

Email ID: connect@bajajfinserv.in

Tel: 020-7112 4060

Corporate ID No.:

U67120PN2010PLC136026

SEBI-INZ000218931 (BSE-6706/NSE-90177);

SEBI-DP-IN-418-2019

NSDL-IN304300; CDSL-12088600

ARN-163403

BAJAJ FINANCIAL SECURITIES LIMITED

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. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT ANY TIME BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) During the period 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 a written notice is given to the Company..
- 3) The Statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
- 4) Corporate members are requested to furnish as 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>



BAJAJ FINANCIAL SECURITIES LIMITED

Annexure to the notice

Item no.1 & 2: Increase in borrowing power and Creation of Security

Considering the future business plans of the Company and to meet the funding requirements for the business 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) 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. 2,600 crore to Rs. 4,900 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 of the Company, 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, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

Item no. 3 increase in Authorised Share Capital of the Company

Presently, the Authorised Share Capital of the Company is Rs. 300 crore divided into 30 crore equity shares of face value of Rs. 10 each.

In order to meet its current and future business objectives, it is proposed shore up the capital base of the Company. Accordingly, it is proposed to increase the authorized share capital of the Company from the existing Rs. 300 crore to Rs.700 crore divided into 70 crore equity shares of face value of Rs.10 each so as to facilitate the Company to issue further shares in the mode permissible under Companies Act and as determined by the Board of Directors.

Pursuant to increase in the authorised share capital, Clause V of the Memorandum of Association (MOA) also requires amendment with the approval of the members.

A copy 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, up to the date of the meeting and also at the meeting.

As per Section 61 of the Companies Act, 2013, a company may by way of an ordinary resolution increase its authorised share capital by such amount as deemed fit.

The Board of Directors recommends passing of the Ordinary Resolution set out in item 3 of the notice.

Corporate Office Ext.: Mantri IT Park, Unit-2, Tower-B, Nagar Road, Viman Nagar, Pune-411014

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

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

Email ID: connect@bajajfinserv.in

Tel: 020-7112 4060

Corporate ID No.:

U67120PN2010PLC136026

SEBI-INZ000218931 (BSE-6706/NSE-90177);

SEBI-DP-IN-418-2019

NSDL-IN304300; CDSL-12088600

ARN-163403



BAJAJ FINANCIAL SECURITIES LIMITED

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, 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



A handwritten signature in blue ink, appearing to read "Ravi Kumar Dugar".

Ravikumar Dugar
Company Secretary

Place: Pune
Date: 17 January 2022

Corporate Office Ext.: Mantri IT Park, Unit-2, Tower-B, Nagar Road, Viman Nagar, Pune-411014

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

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

Email ID: connect@bajajfinserv.in

Tel: 020-7112 4060

Corporate ID No.:

U67120PN2010PLC136026

SEBI-INZ000218931 (BSE-6706/NSE-90177);

SEBI-DP-IN-418-2019

NSDL-IN304300; CDSL-12088600

ARN-163403

BAJAJ FINANCIAL SECURITIES LIMITED

PROXYFORM 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 above named 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: _____

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 shorter notice on Tuesday, 18 January 2022 at 9.00 a.m. at 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:

	Special Business
1	Increase in the Borrowing Powers of the Company
2	Creation of Security
3	Increase in Authorised share Capital of the Company

Signed this _____ day of _____ 2022



Signature of member
holder(s)

Signature of Proxy

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the corporate office of the Company, before the 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

Corporate Office Ext.: Mantri IT Park, Unit-2, Tower-B, Nagar Road, Viman Nagar, Pune-411014

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

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

Email ID: connect@bajajfinserv.in

Tel: 020-7112 4060

Corporate ID No.:

U67120PN2010PLC136026

SEBI-INZ000218931 (BSE-6706/NSE-90177);

SEBI-DP-IN-418-2019

NSDL-IN304300; CDSL-12088600

ARN-163403

BAJAJ FINANCIAL SECURITIES LIMITED

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, 18 January 2022 at 9.00 a.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.

Corporate Office Ext.: Mantri IT Park, Unit-2, Tower-B, Nagar Road, Viman Nagar, Pune-411014

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

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

Email ID: connect@bajajfinserv.in

Tel: 020-7112 4060

Corporate ID No.:

U67120PN2010PLC136026

SEBI-INZ000218931 (BSE-6706/NSE-90177);

SEBI-DP-IN-418-2019

NSDL-IN304300; CDSL-12088600

ARN-163403