

Bajaj Financial Securities Limited

CIN: U67120PN2010PLC136026

Regd. Office:

Bajaj Auto Limited Complex,

Mumbai-Pune Road,

Akurdi, Pune 411 035

Phone: (020) 30186403 Fax: (020) 30186364

NOTICE

Notice is hereby given that the seventh annual general meeting of the members of Bajaj Financial Securities Limited will be held on Tuesday, 11 July 2017 at 09.00 a.m. at the registered office of the Company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

1. To consider and adopt the audited financial statements for the financial year ended 31 March 2017 and the Directors' and the Auditors' reports thereon.
2. To appoint a director in place of S Sreenivasan (DIN 03206811), Chairman who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, the following resolution, with or without modifications, as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, S R B C & CO LLP, Chartered Accountants, with firm registration number 324982E/E300003 be and are hereby appointed as the Statutory Auditors of the Company in place of relinquishing auditor, Dalal & Shah LLP, Chartered Accountants, to hold office of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 12th Annual General Meeting, subject to ratification, by members at every Annual General Meeting to be held thereafter, on a remuneration of ₹ 50,000 (Rupees fifty thousand only) plus service tax thereon and reimbursement of travelling expenses and other out-of-pocket expenses for the year 2017-18. "

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



**Anant Damle
Company Secretary**

**Place: Pune
Date: 12 May 2017**

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. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY 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 NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2) During the period beginning 24 hours 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 not less than 3 days' written notice is given to the Company.
- 3) Brief details of S Sreenivasan, Chairman, who is seeking re-appointment, are annexed hereto as per requirements of the Companies Act, 2013.
- 4) Documents referred to in the notice and the explanatory statement shall be kept open for inspection by the members at the registered office and corporate office ext. 3rd Floor, Panchshil Tech Park, Plot 43/1, 43/2, 44/2, Viman Nagar, Pune 411014 of the Company from Monday to Friday from 10.00 a.m. to 1.00 p.m., except holidays, upto the date of the meeting and also at the meeting.
- 5) The following statutory registers are open for inspection by members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below on all working days during business hours:
 - (a) Register of contracts or arrangements in which directors are interested under Section 301 of the Companies Act, 1956 and Register of contracts with related party and contracts and bodies etc. in which directors are interested under Section 189 of the Companies Act, 2013.
 - (b) Register of directors' shareholdings under Section 307 of the Companies Act, 1956 and Register of directors and key managerial personnel and their shareholding under Section 170 of the Companies Act, 2013.

The aforesaid registers shall also be kept open for inspection at the annual general meeting by any person entitled to attend the meeting.
- 6) Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.
- 7) 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.
- 8) Route map of the venue of the meeting is annexed to this notice for convenience.

Annexure to the notice

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE COMPANIES ACT, 2013

S Sreenivasan, (DIN 03206811), aged 57 years is Director and Chairman of the Company, liable to retire by rotation. He is Director of the Company since 10 January 2012. He is a Chartered Financial Analyst, Chartered Accountant, Cost Accountant, B.Sc. and holds a PGDM from IIM Calcutta. He has around 30 years' experience in General Management, Finance, Accounting and Portfolio Management. He is working with Bajaj Group since 2003. Currently he is the Chief Financial Officer of Bajaj Finserv Limited.

S Sreenivasan is not related to any of the directors or key managerial personnel of the Company.

During FY 2016-17, S Sreenivasan attended all 5 Board meetings of the Company. During FY 2016-17, he was paid NIL remuneration.

As on 31 March 2017, he does not hold any shares in the Company.

LIST OF DIRECTORSHIPS:

Bajaj Allianz Financial Distributors Limited
Bajaj Financial Holdings Limited
Bajaj Allianz Staffing Solutions Limited

He is a member of Audit Committee and Nomination and Remuneration Committee of the Company.

Item No. 3 of the notice relating to appointment of statutory auditors

As regards appointment of Statutory Auditors referred to in Item No. 3 of the notice, following disclosures are made for the information of the shareholders:

The current Auditors were last re-appointed by the Members at their Annual General Meeting held on 16 July 2014 to hold the office of Statutory Auditors from the conclusion of the Fourth Annual General Meeting till the conclusion of this ninth Annual General Meeting.

The current auditor of the Company, Dalal & Shah LLP, Chartered Accountants, have resigned from the office of Statutory auditor from the conclusion of 7th Annual General Meeting.

The Board of Directors at its meeting held on 12 May 2017, based on the recommendation of the Audit Committee has recommended the appointment of S R B C & CO LLP, Chartered Accountants, firm registration number 324982E/E300003, as the Statutory Auditors of the Company for approval by the members at the ensuing annual general meeting.

S R B C & CO LLP, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act and that they are not disqualified to be appointed as Statutory Auditors of the Company.

S R B C & CO LLP, Chartered Accountants will be appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 12th Annual General Meeting, subject to ratification of their appointment by the members at every Annual General Meeting on a remuneration, as may be decided by the Board in consultation with the Auditors from year to year.

Brief profile of the Auditors is as under:

"S R B C & CO LLP (FRN 324982E/E300003), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the

year 2002 and is a limited liability partnership firm ("LLP") incorporated in India. It has registered office at 22, Camac Street, Kolkata and has 11 branch offices in various cities in India.

The Audit Firm has valid Peer Review certificate and is part of S.R. Batliboi & Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients."

The Board recommends passing of the ordinary resolution 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, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

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 seventh annual general meeting of the Company, to be held on the Tuesday 11 July 2017 at 9.00 a.m. at the registered office of the Company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Ordinary Business
1	Adoption of financial statements for the year ended 31 March 2017 and the Directors' and Auditors' Reports thereon
2	Re-appointment of S Sreenivasan, Chairman, who retires by rotation
3	Appointment of S R B C CO & LLP, Chartered Accountants, as auditors and fixing their remuneration

Signed this ____ day of _____ 2017



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 registered office of the Company, not less than 48 hours 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.

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 seventh annual general meeting of the Company on Tuesday, 11 July 2017 at 9.00 a.m. at the registered office of the Company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411 035

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.