

BAJAJ FINANCIAL SECURITIES LIMITED

NINTH ANNUAL REPORT 2018-19

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 ninth annual general meeting of the members of Bajaj Financial Securities Limited will be held on Monday 22 July 2019 at 10.00 a.m. at the at the corporate office of the Company at 6th Floor, Bajaj Finserv Corporate Office, Off Pune -Ahmednagar Road, Viman Nagar, Pune - 411 014 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the financial statement of the Company for the financial year ended 31 March 2019 together with the Directors' and the Auditors' reports thereon.
2. To appoint a director in place of Sreenivasan Sivasubramoniam (DIN 03206811) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Babu Rao Priya as non-executive director

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

“RESOLVED THAT Babu Rao Priya (DIN 08210342) appointed by the Board of Directors as an additional director under section 161(1) of the Companies Act, 2013 and who vacates office at this annual general meeting and in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, be and is hereby appointed as non-executive director of the Company”

4. Appointment of Manish Kumar Jain as non-executive director

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

“RESOLVED THAT Manish Kumar Jain (DIN 06413162) appointed by the Board of Directors as an additional director under section 161(1) of the Companies Act, 2013 and who vacates office at this annual general meeting and in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, be and is hereby appointed as non-executive director of the Company”

5. Appointment of Manish Kumar Jain as a Manager

To consider and if thought fit, to pass, the following resolution, with or without modification(s), as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and applicable rules thereunder (including any amendment thereto or re-enactment thereof for the time being in force) approval be and is hereby given to the appointment of Manish Kumar Jain (DIN 06413162) as the Manager of the Company for a period of five years commencing from 30 August 2018 till 29 August 2023 on NIL remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

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



**Ravikumar Dugar
Company Secretary
Place: Pune
Date: 14 May 2019**

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 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) Statement pursuant to section 102(1) of the Companies Act, 2013 (the 'Act') forms part of this notice.
 - 4) Brief details of the director who is seeking appointment/re-appointment are annexed hereto as per requirements of the Act.
 - 5) Documents referred to in the notice and the statement shall be kept open for inspection by the members at the registered office of the Company from Monday to Friday during 10.00 a.m. to 12.30 p.m., except holidays, upto the date of the meeting and also at the meeting.
 - 6) 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.
- 7) 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.
 - 8) 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.

Annexure to the notice

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO THE ACT

Item no. 3 relating to re-appointment of Sreenivasan Sivasubramoniam, (DIN 03206811)

Brief Resume:

Sreenivasan Sivasubramoniam, born on 17 May 1960, is a Director and Chairman of the Company, liable to retire by rotation. 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..

Other information about the appointee:

Sreenivasan Sivasubramoniam is not related to any of the directors or key managerial personnel of the Company. He does not hold any shares in the Company

He was first appointed on the Board of the Company on 10 January 2012. During FY2019, Sreenivasan Sivasubramoniam attended all seven Board meetings of the Company. During FY2019, he was paid nil Remuneration. He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company, as per remuneration policy of the Company

LIST OF DIRECTORSHIPS/POSITION:

Bajaj Allianz Financial Distributors Limited
Bajaj Allianz Staffing Solutions Limited

He is not a member/chairman of any Committee. Currently he is the Chief Financial Officer of Bajaj Finserv Limited.

STATEMENT UNDER SECTION 102 OF THE ACT

Item nos. 3 and 4 relating to appointment of directors

The Board of Directors, at their meeting held on 30 August 2018 appointed Babu Rao Priya and Manish Kumar Jain as additional directors of the Company. Pursuant to section 161 of the Companies Act, 2013, they hold office upto the conclusion of this annual general meeting and are eligible for appointment. The Company has received notices under section 160 of the Act proposing candidature of Babu Rao Priya and Manish Kumar Jain as directors of the Company.

The said directors have consented to act as director and have confirmed that they are not disqualified from being appointed as director(s) of the Company

None of the directors, other than directors proposed to be appointed (in their respective resolutions of appointment), key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the ordinary resolutions set out in item nos. 3 and 4 of this notice.

Brief Resume:

Babu Rao Priya, born on 1 July 1970, is Bachelor of Law (LLB) April 1996, Osmania University, Hyderabad. He has around 23 years' experience in Corporate Laws, Banking Law & Practice, Capital Markets, SEBI, Tax Laws, Industrial & Personnel Management Laws, Intellectual Property Laws, Contract Laws, Securitization Act, strategic Business Planning, Derivatives, Regulatory Compliance, specialization in Legal Documentation and Litigation. He is working with Bajaj Finance Limited since 2016. Currently he is heading the Legal, Compliance and Secretarial functions of the Bajaj Finance Limited.

Other information about the appointee:

Babu Rao Priya is not related to any of the directors or key managerial personnel of the Company. He does not hold any shares in the Company During FY2019, Babu Rao Priya attended all three out seven Board meetings of the Company. During FY2019, he was paid nil Remuneration. He will be eligible for payment of sitting fees and commission, as payable to other non- executive directors of the Company, as per remuneration policy of the Company

He is not a director in any other Company.

Brief Resume:

Manish Kumar Jain, born on 20 January 1975, is a Chartered Accountant. He has around 18 years' experience in Capital Market, General Management, Finance, Risk Management, Operations, Compliance and Business Process Management and has Operations & Risk Management experience of over 15 years of which 10 years with Stock Broking and PMS. He is working with Bajaj Finance Limited since 2010. Currently he is Group Business Head of Corporate Finance and Capital Market Financing.

Other information about the appointee:

Manish Kumar Jain is not related to any of the directors or key managerial personnel of the Company. He does not hold any shares in the Company During FY2019, Babu Rao Priya attended all three out seven Board meetings of the Company. During FY2019, he was paid nil Remuneration. He will be eligible for payment of sitting fees and commission, as payable to other non- executive directors of the Company, as per remuneration policy of the Company.

He is not a director in any other Company.

Item nos. 5 relating to appointment of Manish Kumar Jain as Manager

As per section 203 of the companies Act, 2013, every public company having a paid-up capital of Rs. 10 crore or more shall have whole-time key managerial personnel. Accordingly, the Board of Directors at the meeting held on 30 August 2018, has appointed Manish Kumar Jain as the Manager of the Company pursuant to the provisions of sections 196 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act, for a period of five years w.e.f. 30 August 2018 up to 29 August 2023 on NIL remuneration subject to the approval of the members

The brief details about Manish Kumar Jain is given above

None of the directors, other than Manish Kumar Jain, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the special resolution set out in item no. 5 of this notice

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 :

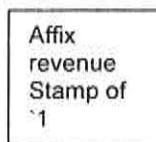
I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- (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 eight annual general meeting of the Company, to be held on Monday 22 July 2019 at 10.00 a.m. at the corporate office of the Company 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:

	Ordinary Business
1	Adoption of financial statements for the year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon
2	Re-appointment of Sreenivasan Sivasubramoniam who retires by rotation
	Special Business
3	Appointment of Babu Rao Priya as non-executive director
4	Appointment of Manish Kumar Jain as non-executive director
5	Appointment of Manish Kumar Jain as Manager

Signed this ___ day of _____ 2019



Signature of member

Signature of Proxy holder(s)

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.

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 eight annual general meeting of the Company on Monday, 22 July 2019 at 10.00 a.m. at the corporate office of the Company 6th Floor, Bajaj Finserv Corporate Office, Off Pune -Ahmednagar Road, Viman Nagar, Pune - 411 014.

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.