

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

12th AGM NOTICE

Notice is hereby given that the twelfth annual general meeting of the members of Bajaj Financial Securities Limited will be held on Monday, 25 July 2022 at 6th floor Bajaj Finserv Corporate Office, Off Pune – Ahmednagar Road, Viman Nagar, Pune 411 014 at 5.30 p.m. to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the financial statement of the Company for the financial year ended 31 March 2022 together with the Directors' and Auditors' report thereon.
2. To appoint a director in place of Shri S. Sreenivasan (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.
3. Appoint M/s G.M Kapadia & Co., Chartered Accountants, (Firm Registration Number: 104767W) as Statutory Auditor of the Company and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and 141 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and relevant rules made thereunder (including any amendment, modification, variation or re-enactment thereof), M/s. G.M Kapadia & Co., Chartered Accountants, (Firm Registration Number: 104767W), who being eligible for appointment as Statutory Auditors in terms of the Act and applicable rules, be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of 12th Annual General Meeting till conclusion of the 16th Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31 March 2023, 31 March 2024, 31 March 2025 and 31 March 2026 respectively, at a remuneration mentioned in the statement annexed herewith.

RESOLVED FURTHER THAT pursuant to Section 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors be and is hereby authorised to fix the remuneration of M/s. G.M Kapadia & Co., Chartered Accountants, (Firm Registration Number: 104767W), Statutory Auditors of the Company for years 2022-23 onwards.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as Board, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters

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

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Email ID: connect@bajajfinserv.in

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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 including but not limited to fixing of remuneration payable, determination of roles and responsibilities/scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

SPECIAL BUSINESS:

No special business to be transacted.

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



**Ravikumar Dugar
Company Secretary
Membership No.: 39275
Place: Pune
Date: 25 April 2022**

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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. 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) The Notice of AGM is available on the Company's website <https://www.bajajfinservsecurities.in/download>
- 4) The following statutory registers are open for inspection by members and others at the registered office and corporate office of the Company as prescribed in the respective sections of the Act as specified below from Monday to Friday during 10.00 a.m. to 12.30 p.m. except holidays:
 - (a) 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 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.
- 5) 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.
- 6) 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.
- 7) At the AGM, a resolution put to the vote at the meeting shall, unless a poll is demanded under section 109 of the Act shall be decided on a show of hands.

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



**Ravikumar Dugar
Company Secretary
ACS: 39275**

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Annexure to the notice

Brief resume of the Director seeking re-appointment at the AGM pursuant to the Act:

Item no. 2 relating to re-appointment of S. Sreenivasan, (03206811).

Brief Resume:

Shri S. Sreenivasan has been with Bajaj Finserv Ltd. ("BFS") (Parent Holding Company), as the President (Finance) since September 2011. From 1st October 2014, he has been appointed as Chief Financial Officer of BFS. Apart from his role as CFO, he is also responsible for overseeing the insurance and stock broking business on behalf of BFS.

He was appointed as a director in the Company from 10 January 2012. Currently, Shri S Sreenivasan is the Chairman of the Company. In his previous assignments, he has held leadership roles in Bajaj Allianz General Insurance Company and Bahrain National Holding Company overseeing Corporate Finance, Planning, Management Accounting and Taxation functions.

He also holds a Bachelor's Degree of Science from the University of Kerala. He is also a qualified Chartered Accountant, Cost Accountant, Chartered Financial Analyst (CFA Institute, Virginia, USA) and an MBA from the Indian Institute of Management, Calcutta.

Other information about the appointee:

Shri S. Sreenivasan 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 FY2022, Shri S. Sreenivasan attended all 4 meetings of the Company. During FY2022, he was paid nil remuneration.

His directorships are as under:

- Bajaj Finserv Ventures Limited
- Bajaj Allianz General Insurance Company Limited
- Bajaj Allianz Life Insurance Company Limited.

Committee Chairmanships/Memberships: Nil

Item no. 3 relating to Appoint M/s G.M Kapadia & Co., Chartered Accountants, (Firm Registration Number: 104767W) as statutory auditor and to fix their remuneration.

In terms of section 139 of the Act, M/s. S R B C & CO LLP, Chartered Accountants, (Firm Registration No. 324982E/E300003) were appointed as statutory auditors of the Company for a period of 5 consecutive years to hold office from the conclusion of the 7th AGM of the Company till the conclusion of the 12th AGM.

The Reserve Bank of India vide DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27 April 2021 issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs). These guidelines are applicable to the Commercial Banks (excluding RRBs), UCBs and NBFCs including HFCs for FY2021-22 and onwards in respect of appointment/reappointment of SCAs/SAs.

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As a result of said circular the S R B C & Co. LLP, Statutory auditors, were ineligible, to continue as the Statutory Auditors of Bajaj Finance Limited and Bajaj Housing Finance Limited for the financial year ending 31 March 2022. Consequently, they were unable to obtain adequate audit coverage of the consolidated total assets, revenue and profit after tax, in accordance with their firms policy. In view of the same they intimated their resignation with effect from 27 October 2021.

Pursuant to the provisions of the Act, if any casual vacancy arises in the office of an auditor as a result of resignation, such appointment shall be approved by the company at a general meeting convened within three months of the recommendation of the Board and the concerned auditor shall hold the office till the conclusion of the next annual general meeting.

Consequent to their resignation, shareholders, by way of an Extra-ordinary General Meeting(EGM) dated 16 November 2021 approved the appointment of M/s. G.M Kapadia & Co., Chartered Accountants as Statutory Auditors of the Company, to hold office from the conclusion of extra-ordinary General Meeting(EGM) held on 16 November 2021 till conclusion of the 12th Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending March 31, 2022.

In view of the above, approval of the members is being sought again at this annual general meeting for continuation of appointment of M/s G.M Kapadia & Co. as Statutory Auditors of the Company for a further period of four years i.e. from the conclusion of 12th Annual General meeting till conclusion of the 16th Annual General Meeting of the Company to conduct audit of accounts of the Company financial year ending 31 March 2023, 31 March 2024, 31 March 2025 and 31 March 2026.

The Statutory Auditors have confirmed that their appointment, if made, will be within the limit specified under Section 144 of the Act. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Therefore, approval of the members is being sought for their appointment as Statutory Auditors for remaining four terms from the conclusion of the 12th AGM till the conclusion of the 16th AGM for the financial year ending 31 March 2023, 31 March 2024, 31 March 2025 and 31 March 2026 respectively.

Other details concerning the appointment are:

Proposed audit fee payable to Auditors	The fees proposed to be paid to M/s G.M Kapadia & Co., Chartered Accountants towards statutory audit and limited review and other services for the financial year 2022-23, shall be Rs. 1,00,000 and Rs. 50,000, respectively. The said fees shall exclude certification fees, applicable taxes, reimbursement and other outlays.
Terms of appointment	M/s G.M Kapadia & Co., Chartered Accountants shall hold office commencing from the conclusion the 12 th Annual General Meeting till the conclusion of 16 th Annual General Meeting to conduct audit of the accounts for the financial year 2022-23 , 2023-24, 2024-25 and 2025-26 .
Basis of recommendation and auditors credentials.	The Board of Directors based on the credentials of the firm and partners, asset size of the Company, eligibility criteria prescribed under the Companies Act, 2013, recommend the appointment of M/s G.M Kapadia & Co., Chartered Accountants as Statutory Auditors of the Company.

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	<p>Profile of incoming Auditors:</p> <p>G.M Kapadia & Co. ('the firm') is registered with the Institute of Chartered Accountants of India ('ICAI') with registration no. 104767W. The head office of the firm is at 1007, Raheja Chambers, 213, Nariman Point, Mumbai 400021. The firm has 14 partners and average experience in years is more than 20 years. The firm was formed in 1938 and has been engaged in audits for commercial banks as Statutory Central Auditors and Statutory Branch Auditors for a period of more than 30 years. The firm operates from 6 cities viz; Mumbai, Chennai, New Delhi, Bengaluru, Hyderabad and Jaipur.</p>
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None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set forth in Item No. 3 of the notice for approval of the members.

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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 eleventh annual general meeting of the Company, to be held on, 25 July 2022 at 5.30 p.m. at _____ 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 2022 together with the Directors' and Auditors' Reports thereon
2	Re-appointment of Shri S Sreenivasan who retires by rotation
3	Appoint M/s G.M Kapadia & Co., Chartered Accountants, (Firm Registration Number: 104767W) as statutory auditor and to fix their remuneration.

Signed this ___ day of _____ 2022



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.
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 eleventh annual general meeting of the Company on Monday, 25 July 2022 at 5.30 p.m. _____

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.