

BAJAJ FINANCIAL SECURITIES LIMITED

Bajaj Financial Securities Limited

CIN: U67120PN2010PLC136026

Regd. Office:

Bajaj Auto Limited Complex,

Mumbai-Pune Road,

Akurdi, Pune 411 035

Tel: 020-7112 4060, Fax 020-30186364,

E-mail: ravikumar.dugar@bajajfinserv.in,

SEBI-INZ000218931

(BSE-6706/NSE-90177SEBI-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, 16 November 2021 at 11.00 a.m. at Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune – 411 014 to transact the following:

1. Appointment of M/s. G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No.104767W) as Statutory Auditors to fill casual vacancy caused by resignation of S R B C & Co. LLP, Chartered Accountants

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

"RESOLVED THAT in supersession to the ordinary resolution passed by the Members at the 7th Annual General Meeting of the Company held on 11 July 2017 and pursuant to the provisions of Sections 139,141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of Board of Directors of the Company, M/s. G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No.104767W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Extra-ordinary General Meeting till conclusion of 12th Annual General Meeting of the Company, to fill the casual vacancy caused due to resignation of S R B C & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 324982E/E300003), to conduct audit of the accounts of the Company for the financial year ending 31 March 2022, at remuneration mentioned in the statement annexed herewith pursuant to Section 102 of the Act.

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 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 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."

By order of the Board
For Bajaj Financial Securities Limited



Ravikumar Dugar
Company Secretary

Place: Pune

Date: 15 November 2021

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

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BAJAJ FINANCIAL SECURITIES LIMITED

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, 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 send in advance 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) Members/proxies are requested to bring the attendance slip/proxy form duly filled & signed in for attending the meeting. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1 relating to appointment of Statutory Auditors and to fix their remuneration

The current Auditors S R B C & Co., LLP (the 'Outgoing Auditors'), Chartered Accountants were appointed by the members for a term of 5 consecutive years at 7th annual general meeting held on 11 July 2017 and they hold office till the conclusion of 12th annual general meeting.

In view of the increased scale of operations of the Company and the recent enhancements to the statutory reporting requirements, which are collectively expected to result in a significant increase in audit efforts, S R B C & CO. LLP have assessed that the current fee levels would require a commensurate uplift to enable them to absorb their increased costs. Any significant increase in the auditor remuneration is presently not being evaluated by the Company and therefore S R B C & CO. LLP, vide their letter dated 27 October 2021 have intimated their resignation as the Statutory Auditors of the Company with effect from the close of working hours. Resignation letter as received is open for inspection

Consequent to their resignation, the Board of Directors vide circular resolution dated 15 November 2021, appointed M/s. G. M. Kapadia & Co., Chartered Accountants, as Statutory Auditors of the Company to conduct the audit of accounts of the Company for the financial year ending 31 March 2022. Pursuant to the provisions of Section 139(8)(i) of the Act, and subject to approval of the members the proposed auditors will hold office from the conclusion Extra-ordinary General Meeting till the conclusion of the 12th annual general meeting, to conduct audit of the accounts of the Company for the financial year ending 31 March 2022.

M/s. G. M. Kapadia & Co., Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation 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 Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Other details concerning the appointment:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. G. M. Kapadia & Co., Chartered Accountants towards the statutory audit and limited review for the financial year 2021-22 shall be Rs. 1.25 lakh. The said fees shall exclude certification fees, applicable taxes, reimbursements and other outlays.
Terms of appointment	M/s. G. M. Kapadia & Co., Chartered Accountants shall hold office commencing from the conclusion of this Extra-ordinary General Meeting till conclusion of 12th Annual General Meeting of the Company to conduct the audit of accounts of the Company for the financial year ending 31 March 2022.
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,

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recommends the appointment of M/s. G. M. Kapadia & Co., Chartered Accountants as Statutory Auditors of the Company.

Profile of incoming Auditors:

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.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the Notice.

By order of the Board
For Bajaj Financial Securities Limited



Ravikumar Dugar
Company Secretary

Place: Pune
Date: 15 November 2021

BAJAJ FINANCIAL SECURITIES LIMITED

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 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

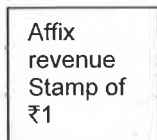
(3) Name: _____ Address: _____

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 on Tuesday, 16 November 2021 at 11.00 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.	Appointment of M/s. G. M. Kapadia & Co., Chartered Accountants, as Statutory Auditors to fill casual vacancy caused by resignation of S R B C & Co. LLP, Chartered Accountants

Signed this _____ day of _____ 2021



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 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.

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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 Extra-ordinary General Meeting of the Company held on Tuesday, 16 November 2021 at 11.00 a.m. at the Corporate Office of the Company at 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.