

BAJAJ ALLIANZ FINANCIAL DISTRIBUTORS LIMITED

Registered Office: GE Plaza, Airport Road, Yerawada, Pune-411 006

(CIN: U65923PN2007PLC129802)

Website: www.bafdl.com; Email ID: insurancecomplaints_bafdl@bajajallianz.co.in

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the Shareholders of Bajaj Allianz Financial Distributors Limited will be held on Friday, 14 July 2017 at 5.15 p.m. at 6th Floor, Bajaj Finserv Limited Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune – 411 014 to transact the business mentioned below.

ORDINARY BUSINESS

1. To consider and adopt the standalone and consolidated financial statements of the Company for the year ended 31 March 2017 comprising of the Profit and Loss Account, Cash Flow Statement and Balance Sheet as at 31 March 2017 together with Schedules and Notes forming part of the financial statements and the Directors' and Auditors' Reports thereon;
2. To appoint a Director in place of Mr. 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. To appoint a Director in place of Mr. V Rajagopalan (DIN 02997795), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment;
4. To ratify the appointment of M/s Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W / W100057), as Statutory Auditors of the Company from the conclusion of 10th Annual General Meeting till the conclusion of the 11th Annual General Meeting at remuneration of Rs. 1,00,000/- for standalone financial statements and Rs. 50,000/- for consolidated financial statements, plus service tax as applicable and out of pocket expenses, travelling and boarding expenses for the year 2017-18

**By Order of the Board of Directors
For Bajaj Allianz Financial Distributors Limited**

**S Sreenivasan
Chairman**

Pune, 11 May 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.
2. 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 carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. 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.

4. Brief profile of the Directors seeking re-appointment at the Annual General Meeting is annexed to the Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170(1) of the Companies Act, 2013 ('the Act') is available for inspection by the Members at the Registered Office and the same will be open for inspection at the meeting.
6. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act is available for inspection by the Members at the Registered Office and the same will be open for inspection at the meeting.
7. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the AGM.
8. Documents referred to in the notice will be kept open for inspection by the members at the registered office 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.
9. Route map including prominent land mark for easy location of the place of the meeting is also enclosed to the notice.

ANNEXURE TO THE NOTICE

Brief profile of the Directors seeking re-appointment at the Annual General Meeting pursuant to the Companies Act, 2013 ('the Act')

Item No. 2 of the Notice

Mr. S Sreenivasan

Mr. S Sreenivasan (DIN: 03206811) is the non-executive Director of the Company, liable to retire by rotation pursuant to the provisions of the Act. He retires at this Annual General Meeting and, being eligible, has offered himself for re-appointment.

In respect of re-appointment of Mr. S Sreenivasan referred to in item no. 2 of the notice, following necessary disclosures are made for the information of the Shareholders:

Mr. S Sreenivasan holds a Bachelor's Degree of Science from the University of Kerala. He is also a qualified Chartered Accountant, a Cost Accountant, a Chartered Financial Analyst (CFA Institute, Virginia, USA) and an MBA from the Indian Institute of Management, Calcutta. He has held leadership roles in Bajaj Allianz General Insurance Company Limited and Bahrain National Holding Company overseeing Corporate Finance, Planning, Management Accounting and Taxation functions.

Date of first appointment on the Board: 14 October 2011

Details of remuneration to be paid / last drawn: Nil

Shareholding in the Company: Nil

Relationship with other Directors, Managers and other Key Managerial Personnel (KMP): Nil

Number of Meetings of the Board attended during FY2017: 5/5

Directorships and Committee positions held in other companies:

Other directorships:

Sr. No.	Name of company
1	Bajaj Allianz Staffing Solutions Limited
2	Bajaj Financial Holdings Limited
3	Bajaj Financial Securities Limited

Membership / Chairmanship of Committees:

Sr. No.	Name of company	Name of committee	Member / Chairman
1		Audit Committee	Member
2	Bajaj Financial Securities Limited	Nomination and Remuneration Committee	Member

He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

None of the directors, except Mr. S Sreenivasan, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution.

The Board on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolution for approval of the Shareholders.

Item No. 3 of the Notice

Mr. V Rajagopalan

Mr. V Rajagopalan (DIN: 02997795) is the non-executive Director of the Company, liable to retire by rotation pursuant to the provisions of the Companies Act, 2013. He holds the office upto this Annual General Meeting and, being eligible, has offered himself for re-appointment.

In respect of re-appointment of Mr. V Rajagopalan referred to in item no. 3 of the notice, following necessary disclosures are made for the information of the Shareholders:

Mr. V. Rajagopalan is a Post Graduate in Commerce and also a Fellow member of the Institute of Chartered Accountants of India. He also holds a degree in Law and is a qualified Cost Accountant as well as a Company Secretary. He is a Certified Associate Member of the Indian Institute of Bankers and possesses professional qualification in Industrial Finance. He has more than 30 years of rich professional experience ranging across various industries in varied functional roles within Corporate Advisory, Taxation, Restructuring, Treasury and M&A.

Date of first appointment on the Board: 11 December 2010

Details of remuneration to be paid / last drawn: Nil

Shareholding in the Company: Jointly holds 1 equity share with Bajaj Finserv Limited

Relationship with other Directors, Managers and other Key Managerial Personnel (KMP): Nil

Number of Meetings of the Board attended during FY2017: 5/5

Directorships and Committee positions held in other companies:

Other directorships:

Sr. No.	Name of companies
1	Bajaj Allianz Staffing Solutions Limited
2	Bajaj Auto Holdings Limited
3	Bajaj Electoral Trust
4	Bajaj Financial Holdings Limited

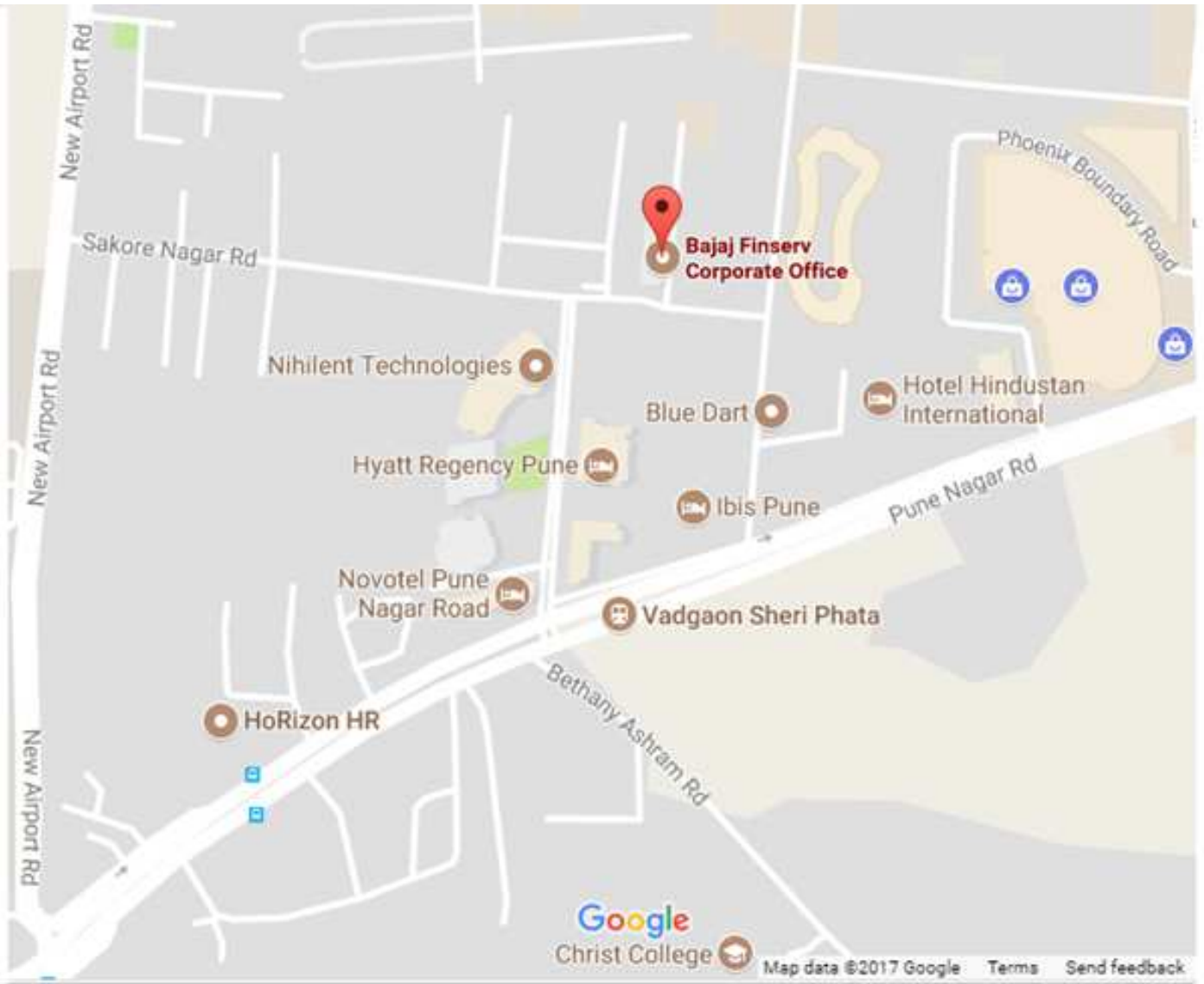
Membership / Chairmanship of Committees:

Sr. No.	Name of companies	Name of committee	Member / Chairman
1	Bajaj Allianz Staffing Solutions Limited	Nomination and Remuneration Committee	Member

He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

None of the directors, except Mr. V Rajagopalan, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution.

The Board on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolution for approval of the Shareholders.



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 : U65923PN2007PLC129802
Name of the Company : Bajaj Allianz Financial Distributors Limited
Registered office : GE Plaza, Airport Road, Yerawada, Pune - 411006
Name of the member (s) : _____
Registered address : _____
Email ID : _____
Folio No. : _____

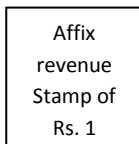
I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- (1) Name : _____ Address : _____
Email ID: _____ Signature : _____ or failing him
- (2) Name : _____ Address : _____
Email ID: _____ Signature : _____ or failing him
- (3) Name : _____ Address : _____
Email ID: _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Tenth Annual General Meeting of the Company, to be held on **Friday, 14 July 2017 at 5.15 p.m.** at 6th Floor, Bajaj Finserv Limited Corporate Office, Viman Nagar, Pune - 411 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Item
1	Adoption of standalone and consolidated financial statements for the year ended 31 March 2017 and the Directors' and Auditors' Reports thereon
2	Re-appointment of Mr. S Sreenivasan, Director, who retires by rotation
3	Re-appointment of Mr. V Rajagopalan, Director, who retires by rotation
4	Ratification of appointment of M/s Kirtane & Pandit LLP, Chartered Accountants, as statutory auditors and fixing their remuneration

Signed on this ___ day of _____ 2017



Signature of Shareholder

Signature of Proxy holder(s)

Note: 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.

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Registered Office: GE Plaza, Airport Road, Yerawada, Pune-411 006
(CIN: U65923PN2007PLC129802)
Website: www.bafdl.com; Email ID: insurancecomplaints_bafdl@bajajallianz.co.in

ATTENDANCE SLIP

Folio No.:

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 Tenth Annual General Meeting of the Company on Friday, 14 July 2017 at 5.15 p.m. at 6th Floor, Bajaj Finserv Limited Corporate Office, 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.