

Bajaj Allianz Financial Distributors Limited

BAJAJ ALLIANZ FINANCIAL DISTRIBUTORS LIMITED

(CIN: U65923PN2007PLC129802)

Registered Office: Bajaj Allianz House, Airport Road, Yerawada, Pune-411 006

Tel.: (+91 20) 66026777 | Fax: (+91 20) 66089969 | Website: www.bafdl.com

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the shareholders of Bajaj Allianz Financial Distributors Limited will be held on Wednesday, 18 July 2018 at 3.15 p.m. at 6th Floor, Bajaj Finserv Limited Corporate Office, Viman Nagar, Pune - 411 014 to transact the following business:

Ordinary Business:

1. To consider and adopt the standalone and consolidated financial statements of the Company for the year ended on 31 March 2018 comprising the Profit and Loss Account, Cash Flow Statement and Balance Sheet as at 31 March 2018 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 Avais Karmali (DIN 07565946), 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 ratify the appointment Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W / W100057), as Statutory Auditors of the Company from the conclusion of 11th Annual General Meeting till the conclusion of 12th Annual General Meeting and authorise the Board of Directors to fix their remuneration for the year 2018-19.

Special Business:

4. Appointment of Ritu Arora as Director

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

“RESOLVED THAT Ritu Arora (DIN 07019164) who was appointed as an Additional Director by the Board of Directors under Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

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

Sd/-
S Sreenivasan
Chairman (DIN 03206811)

26 June 2018

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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') forms part of this Notice.
5. Brief profile of the Director seeking re-appointment at the Annual General Meeting is annexed to the Notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 (1) 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. 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.
8. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the meeting.
9. 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.
10. 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 Director seeking re-appointment at the Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

Item No. 2 of the Notice

Avais Karmali

Avais Karmali (DIN: 07565946) 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. He is not disqualified from being appointed as a Director under the Companies Act, 2013.

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

Avais Karmali, aged 34 years, has done Master of Science in Actuarial Science from HEC Lausanne Switzerland. He is currently working at the Allianz SE Board Office responsible for Southern & Western Europe and Asia.

Date of first appointment on the Board: 14 July 2016

Details of remuneration to be paid / last drawn: Nil

Shareholding in the Company: Nil

Relationship with other Directors, managers and other key managerial personnel: None

Number of meetings of the Board attended during FY2018: 2/4

Directorships and Committee positions held in other companies:

Other directorships:

Sr. No.	Name of companies
1	Bajaj Allianz Staffing Solutions Limited

Committee positions held in other companies: Nil

None of the Directors, key managerial personnel of the Company and their relatives, except Avais Karmali, is concerned or interested in the said resolution.

The Board recommends the ordinary resolution for approval of the shareholders.

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

Item no. 4 relating to appointment of Ritu Arora as Director

Pursuant to the nomination received from Allianz SE, one of the co-promoters of the Company, and Section 161(1) of the Companies Act, 2013, Ritu Arora (DIN 07019164) was appointed by the Board of Directors of the Company, vide its circular resolution dated 26 June 2018 as an Additional Director. She holds office up to the date of ensuing Annual General Meeting and, being eligible, has offered herself for appointment as Director liable to retire by rotation. She is not disqualified from being appointed as a Director under the Companies Act, 2013.

As required by Section 160 of the Companies Act, 2013, the Company has received a notice in writing, in the prescribed manner, regarding candidature of Ritu Arora for the office of the director.

Ritu Arora, aged 45 years, is the CEO & CIO Asia, and a member of Global Investment Management Board of Allianz Investment Management (AIM). She has over 22 years of leadership experience and been the founding member of two very successful life insurance ventures in India-PNB MetLife India and Canara HSBC OBC Life Insurance. She has been Independent Director on the boards of HCL Infosystems Ltd. (since April 2015) & Canara Bank Securities Ltd. (October 2014 – December 2016). She has completed PGDM (Finance) from S. P. Jain Institute of Management & Research (Mumbai), a graduate of the Institute of Cost and Works Accountants of India (ICWAI), and a gold medallist from Osmania University, Hyderabad.

Details of remuneration to be paid / last drawn: Nil

Shareholding in the Company: Nil

Relationship with other Directors, managers and other key managerial personnel: None

Number of meetings of the Board attended during FY2018: Not Applicable

Directorships and Committee positions held in other companies:

Other directorships:

Sr. No.	Name of company
1	HCL Infosystems Limited

Committee positions held in other companies:

Sr. No.	Name of company	Name of committee	Member / Chairman
1	HCL Infosystems Limited	Audit Committee	Member
2		Finance Committee	

None of the Directors, key managerial personnel of the Company and their relatives, except Ritu Arora, is concerned or interested in the said resolution.

The Board recommends the ordinary resolution for approval of the shareholders.

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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 11th Annual General Meeting of the Company on **Wednesday, 18 July 2018 at 3:15 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.

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**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 : Bajaj Allianz House, 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 : _____

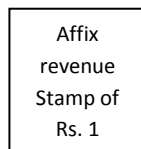
Email ID : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on **Wednesday, 18 July 2018 at 3:15 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 2018 and the Directors' and Auditors' Reports thereon
2	Re-appointment of Avais Karmali, Director, who retires by rotation
3	Ratification of appointment of Kirtane & Pandit LLP, Chartered Accountants, as statutory auditors and to authorise the Board of Directors to fix their remuneration
4	Appointment of Ritu Arora as Director

Signed on this ___ day of _____ 2018

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.

Route Map

