

**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 12<sup>th</sup> Annual General Meeting of the shareholders of Bajaj Allianz Financial Distributors Limited will be held on Wednesday, 17 July 2019 at 3 p.m. at the Board Room, 6<sup>th</sup> 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 2019 comprising of the Profit and Loss Account, Cash Flow Statement and Balance Sheet as at 31 March 2019 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 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 Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W / W100057), as Statutory Auditors of the Company for the period commencing from the conclusion of 12<sup>th</sup> Annual General Meeting till the conclusion of the 17<sup>th</sup> Annual General Meeting.
4. To authorise the Board of Directors to fix the remuneration of statutory auditors of the Company for the years 2019-20 onwards.

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

Sd/-  
S Sreenivasan  
Chairman (DIN 03206811)

Pune, 8 May 2019

**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 Director 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 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 Companies Act, 2013 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 meeting.
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, up to 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 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****S Sreenivasan**

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. He is not disqualified from being appointed as a Director under the Companies Act, 2013

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

S Sreenivasan, aged 59 years, 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): None

Number of Meetings of the Board attended during FY2019: 4/4

Directorships and Committee positions held in other companies:

Other directorships:

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

Membership / Chairmanship of Committees: Nil

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

The Board recommends the Ordinary Resolution for approval of the Shareholders.

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

Sd/-  
S Sreenivasan  
Chairman (DIN 03206811)

Pune, 8 May 2019

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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 12<sup>th</sup> Annual General Meeting of the shareholders of the Company on **Wednesday, 17 July 2019 at 3 p.m.** at 6<sup>th</sup> 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:

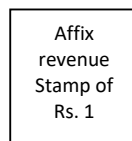
- (1) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him
- (2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him
- (3) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the shareholders of the Company, to be held on **Wednesday, 17 July 2019 at 3 p.m.** at 6<sup>th</sup> 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 2019 and the Directors' and Auditors' Reports thereon
2	Re-appointment of S Sreenivasan, Director, who retires by rotation
3	Appointment of Kirtane & Pandit LLP, Chartered Accountants, as statutory auditors
4	Authorisation of the Board of Directors to fix the remuneration of the statutory auditors

Signed on this \_\_\_ day of \_\_\_\_\_ 2019

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

