

Regd. Office:

Bajaj Auto Ltd. Complex,
Mumbai-Pune Road,
Akurdi, Pune 411 035

www.bajajfinserv.in

NOTICE

Notice is hereby given that the ninth annual general meeting of the shareholders of Bajaj Finserv Ltd. will be held on **Tuesday, 26 July 2016 at 4.15 p.m.** at the registered office of the Company at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone financial statements and the consolidated financial statements of the Company for the year ended 31 March 2016, together with the Directors' and Auditors' Reports thereon.
2. To declare interim dividend of ₹ 1.75 per equity share of face value of ₹ 5 each as final dividend for the financial year ended 31 March 2016.
3. To appoint a director in place of Madhur Bajaj (DIN 00014593), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
4. To ratify appointment of Dalal & Shah LLP, Chartered Accountants (registration number 102021W/W100110) as Statutory Auditors of the Company for the year 2016-17, and to fix their remuneration.

SPECIAL BUSINESS

5. Approval of remuneration to Cost Auditor

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

"RESOLVED that pursuant to provisions of section 148(3) of the Companies Act, 2013 and Rules made thereunder, approval of the shareholders be and is hereby accorded for the remuneration of ₹ 50,000 plus service tax, out-of pocket, travel and living expenses payable to Dhananjay V Joshi & Associates, (firm registration number 000030) Cost Accountants, appointed by the Board of Directors as cost auditor of the Company for the financial year 2016-17."

6. To approve an increase in limit under section 186

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that in accordance with the provisions of section 186 and other applicable provisions of the Companies Act, 2013, (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Companies (Meetings of Board and its Powers) Rules, 2014 and also subject to the requisite permission(s)/consent(s) of appropriate authorities, where required, consent of the Company be and is hereby accorded to the Board of Directors for making loans to a body corporate(s), giving guarantee(s) or providing security in connection with a loan and to acquire by way of subscription, purchase or otherwise, the securities of bodies corporate, on such terms and conditions as may be decided by the Board upto an amount not exceeding ₹ 10,000 crore (Rupees ten thousand crore only) outstanding at any single point of time, regardless of the fact that the aggregate of the loans, guarantees, securities and investments in any body/bodies corporate may exceed the percentages prescribed under section 186 of the Act."

By order of the Board of Directors
for Bajaj Finserv Ltd.



Sonal R Tiwari
Company Secretary

Pune: 24 May 2016

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A 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. 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 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 Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
- 4 An interim dividend at the rate of ₹ 1.75 per equity share (35%) of face value of ₹ 5 each declared by the Board at its meeting held on 9 March 2016 has been paid on 23 March 2016 to all the eligible members as on 17 March 2016, being the record date for the purpose of dividend.
The directors recommend for consideration of the shareholders the above referred interim dividend as final dividend for the financial year ended 31 March 2016.
- 5 Brief details of the director, who is seeking reappointment is annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations, 2015.
- 6 Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder and in terms of the approval given by the members at the AGM of the Company held on 16 July 2014, the current auditors of the Company, Dalal & Shah, Chartered Accountants are eligible to hold the office for a period of three years, upto 2017, subject to ratification by members at every subsequent AGM. With effect from 21 December 2015, the auditors' firm has been converted into a limited liability partnership, having registration number 102021W/W100110. The ratification of appointment of Dalal & Shah LLP, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the next annual general meeting along with their remuneration has hence been put up for the approval of members.
- 7 **To ensure timely credit of dividend through National Electronic Clearing Service (NECS) or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/NECS details, to the respective depository participants in case of shares held in demat mode/share transfer agent of the Company in case of shares held in physical mode.**
- 8 To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e. Karvy Computershare Pvt. Ltd. ('Karvy'). Members are requested to keep the same updated.
- 9 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Karvy.
- 10 In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
- 11 **To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Karvy on - mohsin.mohd@karvy.com**
- 12 With a view to help us serve the members better, those members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.
- 13 Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 14 Documents referred to in the Notice and in the Explanatory Statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.

- 15 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection in terms of the applicable provisions of the Companies Act, 2013, by members and others as specified below:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
- 16 Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participants.
- 17 Corporate members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.
- 18 Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the Meeting. Proxies are requested to bring their Identity proof at the meeting for the purpose of identification.
- 19 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
- 20 Route map for directions to the venue of the meeting is available on <https://www.bajajfinserv.in/downloads/route-map-for-agm.pdf>
- 21 For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

22 Voting through electronic means –

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **20 July 2016** (end of day), being the **cut-off date** for the purpose of Rule 20(4)(vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy or to vote at the annual general meeting. Person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The instructions for remote E-Voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

- i. Use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e., user id and password mentioned in your email. Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., **Bajaj Finserv Ltd.**
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. **Once you confirm, you will not be allowed to modify your vote subsequently.** During the voting period, you can login multiple times, till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutiniser through e-mail cssdlimaye@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'
- xi. Remote e-voting facility where members can cast their vote online shall be open from **23 July 2016 (9.00 a.m.) till 25 July 2016 (5.00 p.m.)** and at the end of remote e-voting period, the facility shall forthwith be blocked.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy on 1800 345 4001 (toll free).

B. For members who receive the notice of annual general meeting in physical form:

Members may opt for e-voting, for which the user id and initial password is provided on the attendance slip. Please follow steps from Sl. No. (i) to (xii) under heading A above to vote through e-voting platform.

C. Voting facility at Annual General Meeting:

- i. In addition to the remote e-voting facility as described above, the Company shall make voting facility available at the venue of the annual general meeting through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

D. General Instructions:

- i. The Board of Directors has appointed Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587 CP No.572) as the scrutiniser to the e-voting process and voting at the venue of the annual general meeting in a fair and transparent manner.
- ii. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website www.bajajfinserv.in and on the website of Karvy - <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company, scheduled to be held on Tuesday, 26 July 2016.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTOR SEEKING REAPPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS, 2015

Item No. 3 of the Notice

Madhur Bajaj (DIN 00014593)

As regards reappointment of Madhur Bajaj referred to in item no. 3 of the Notice, following necessary disclosures are made for the information of the members:

Information about the appointee

Madhur Bajaj (born 19 August 1952) is an alumni of Doon School, Dehra Dun. After obtaining his B.Com Degree from Sydenham College, Bombay, in 1973, he did his MBA at the International Institute of Management Development (IMD), Lausanne, Switzerland, in 1979.

He is the Past President of SIAM, the apex association of Indian automobile manufacturers as also the Past President of Mahratta Chamber of Commerce, Industries and Agriculture (MCCIA), the apex Industries Association of Pune.

While he has been CII's Western Region Chairman, he is the current National Council Member of Confederation of Indian Industry (CII).

He was first appointed as director on the Board of the Company on 10 May 2007.

Directorships:

Maharashtra Scooters Ltd. – Chairman

Bajaj Auto Ltd.

Bajaj Finserv Ltd.

Bajaj Holdings & Investments Ltd.

Bajaj Electricals Ltd.

Bajaj Finance Ltd.

Emerald Acres Pvt. Ltd.

Madhur Securities Pvt. Ltd.

Sankalp Resort Pvt. Ltd.

Committee Chairmanships: Nil

Committee positions: Nil

Madhur Bajaj is not disqualified from being appointed as a Director in terms of section 164 of the Act. He holds 933,716 equity shares of ₹ 5 each in the Company as on 31 March 2016, and shall be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any of the directors or key managerial personnel of the Company.

None of the directors, except Madhur Bajaj himself is concerned or interested in the said resolution.

The Board commends this ordinary resolution for approval by shareholders.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 of the Notice

The Board of Directors, at its meeting held on 24 May 2016, on recommendation of the Audit Committee, approved the reappointment of Dhananjay V Joshi & Associates, (firm registration number 000030), Cost Accountants, as the Cost Auditor of the Company for the financial year 2016-17 at a remuneration of ₹ 50,000 plus service tax, out-of pocket, travel and living expenses.

Section 148(3) of the Companies Act, 2013 and Rules made thereunder require the Board to appoint an individual, who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders. The Board has given the necessary approvals with due recommendation from the Audit Committee. The resolution contained in Item no. 5 of the accompanying Notice, accordingly, seeks members' approval for the remuneration of Cost Auditor of the Company for the financial year 2016-17.

None of the directors of the Company is concerned or interested in the proposed resolution.

The Board commends this ordinary resolution for approval by shareholders.

Item No. 6 of the Notice

Pursuant to provisions section 186 of the Companies Act, 2013, (the 'Act') the Board is authorised to, inter alia, make inter-corporate investments and give loans/guarantees/provide securities not exceeding the higher of the two:-

- i. 60% of paid-up capital and free reserves; and
- ii. 100% of the free reserves

except with the prior approval of shareholders by way of a special resolution passed at the general meeting of the Company.

Accordingly, at the annual general meeting of the Company held on 17 July 2012, the consent of the shareholders of the Company was granted to the Board of Directors for making loans to a body corporate(s), giving guarantee(s) or providing security in connection with a loan and to acquire by way of subscription, purchase or otherwise, the securities of bodies corporate, not exceeding ₹ 3,000 crore outstanding at any single point of time, regardless of the fact that the aggregate of the loans, guarantees, securities and investments in any body/bodies corporate may exceed the percentages prescribed under section 186 of the Act. As on 31 March 2016, the higher of the two limits under section 186 of the Act works out to ₹ 2,616.41 crore as per the latest audited financial statement of the Company.

Considering the future business plans and investment opportunities, apart from the need to fulfil the future financial requirements for growth, the Board at its meeting held on 24 May 2016 has approved a proposal for securing the approval of the shareholders for an increased limit of ₹ 10,000 crore as against the existing limit of ₹ 3,000 crore.

The Board commends this special resolution for approval by shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way interested in the said resolution either financially or otherwise, except to the extent of their equity holding in the Company, if any.

By order of the Board of Directors
for Bajaj Finserv Ltd.



Sonal R Tiwari
Company Secretary

Pune: 24 May 2016

BAJAJ FINSERV LIMITED

(CIN: L65923PN2007PLC130075)

Registered office:Bajaj Auto Ltd. Complex,
Mumbai - Pune Road, Pune 411 035**Email:** investors@bajajfinserv.in**Website:** www.bajajfinserv.in**Phone:** (020)6610 7458, **Fax:** (020)2740 7380**9th Annual Report 2015-16****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 : L65923PN2007PLC130075
 Name of the Company : BAJAJ FINSERV LIMITED
 Registered office : Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035
 Name of the member (s) : _____
 Registered address : _____
 E-mail ID : _____
 Folio No/Client ID : _____
 DP ID : _____

I/We, being the member(s) holding _____ 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 for me/us and on my/our behalf at the NINTH annual general meeting of the Company, to be held on **Tuesday, 26 July 2016 at 4.15 p.m.** at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

- Adoption of standalone and consolidated financial statements for the year ended 31 March 2016 and the Directors' and Auditors' Reports thereon
- To declare interim dividend of ₹1.75 per equity share of face value of ₹5 each as final dividend for the financial year ended 31 March 2016
- Reappointment of Madhur Bajaj, who retires by rotation

- Ratification of appointment of Dalal & Shah LLP, Chartered Accountants, as Statutory Auditors and fixing their remuneration for the year 2016-17

Special Business

- Approval of remuneration to Cost Auditor for the year 2016-17
- To approve an increase in limit under section 186

Signed this _____ day of _____ 2016



Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BAJAJ FINSERV LIMITED

(CIN: L65923PN2007PLC130075)

Registered office:Bajaj Auto Ltd. Complex,
Mumbai-Pune Road, Akurdi, Pune 411 035**E-mail:** investors@bajajfinserv.in**Website:** www.bajajfinserv.in**Phone:** (020) 6610 7458; **Fax:** (020) 2740 7380**ATTENDANCE SLIP****9th Annual Report 2015-16**

Reg. Folio No./DP ID No./Client ID No. :

Name and Address :

Name(s) of Joint Member(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 NINTH annual general meeting of the Company on **Tuesday, 26 July 2016** at **4.15 p.m.** at the registered office of the Company at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035._____
Signature of First holder/Proxy/Authorised Representative_____
Signature of Joint holder(s)

Place:

Date:

Notes:

1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

E-VOTING**Users who wish to opt for e-voting may use the following login credentials.****EVEN (E-VOTING EVENT NO.)****USER ID****PASSWORD**

Please follow steps for remote e-voting procedure as given in the Notice of AGM by logging on to -
<https://evoting.karvy.com> and the same is available on Company's website **www.bajajfinserv.in**