

Bajaj Allianz Financial Distributors Limited

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting (AGM) of the shareholders of Bajaj Allianz Financial Distributors Limited will be held on Thursday, 8 May 2025 at 10.45 a.m. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") 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 2025 comprising of the Profit and Loss Account, Cash Flow Statement and Balance Sheet as at 31 March 2025 together with Schedules and Notes forming part of the financial statements and the Directors' and Auditors' Reports thereon.
2. To re-appoint Anish Amin (DIN 00070679) as Director, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Anant Marathe as Director

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

"RESOLVED THAT Anant Marathe (DIN 10599075) 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 and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, 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/-
Anish Amin
Chairman (DIN 00070679)

Pune, 23 April 2025

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated 19 September 2024 read with circulars dated 8 April 2020, 13 April 2020 and 5 May 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the 18th AGM ("meeting") of the Company is being conducted through VC / OAVM which will facilitate two-way tele and video conferencing for ease of participation of the members. The deemed venue for the meeting will be 6th Floor, Corporate Office, Bajaj Finserv Ltd., Viman Nagar, Pune - 411014.
2. In terms of the MCA Circulars, since the physical attendance of members at the meeting to be held through VC / OAVM has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under section 105 of the Act will not be available for the meeting. Hence, the Proxy Form, Attendance Slip and Route Map to the venue of

Bajaj Allianz Financial Distributors Limited

meeting are not annexed to this Notice. However, pursuant to sections 112 and 113 of the Act, representatives of the corporate members may be appointed for participation in and voting during the meeting. Corporate members are requested to send by email in advance to Sudhir.Hanchate@bajajallianz.co.in duly certified copy of the Board Resolution / Power of Attorney authorising their representative to attend the meeting.

3. The meeting will be convened at shorter notice subject to requisite consent of members pursuant to section 101 of the Act.
4. In terms of the MCA Circulars, the Notice of the meeting will be available on the website of the Company at <https://www.bafdl.com/>
5. Brief profile of the Directors seeking re-appointment / appointment at the meeting is annexed to the Notice.
6. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers will be made accessible for inspection by members through electronic mode during the continuance of the meeting.
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the meeting.
8. Documents referred to in the Notice will be kept open for inspection by the members in electronic mode from Monday to Friday from 10 a.m. to 1 p.m., except holidays, up to the date of the meeting and also at the meeting.
9. Attendance of the members participating in the meeting through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
10. The Company will send link to the members (to the first holder in case of joint holders) at their email IDs available with the Company for participation in the meeting. Members who need technical assistance before or during the meeting, can contact Sudhir Hanchate at +91 93723 20727. Members are encouraged to join the meeting through laptop. Further, members will be required to allow camera, if any, for video connectivity and hence use internet with a good speed to avoid any disturbance during the meeting. While all efforts would be taken to make the VC / OAVM meeting smooth, members may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
11. The facility of joining the meeting through VC / OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the meeting.
12. During the meeting, in case a poll is ordered on any item of business, members can convey their vote by email at Sudhir.Hanchate@bajajallianz.co.in .

Bajaj Allianz Financial Distributors Limited

ANNEXURE TO THE NOTICE

Brief profile of the Directors seeking re-appointment / 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

Anish Amin (DIN 00070679) is the non-executive Director of the Company, liable to retire by rotation pursuant to the provisions of the Companies Act, 2013. He retires at this AGM 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 Anish Amin referred to in item no. 2 of the notice, following necessary disclosures are made for the information of the Shareholders:

Anish Amin, aged 61 years, is the President and Head of the overall functions of Risk, Assurance, M&A and Human Resources at Bajaj Finserv Ltd. He joined the organisation in 2019 to oversee the assurance and risk function and later took up the Group HR function as an additional portfolio to his present responsibilities. As the Bajaj Group Head of Assurance and Risk, Anish oversees the risk management process of identifying potential risks that could lead to a capital call or affect the brand's reputation. Additionally, he leads a team of experts to evaluate and oversee the M&A opportunities and proposals that the Company may encounter. He is a fellow member of the Institute of Chartered Accountants of India. Prior to joining Bajaj Finserv Ltd., he was a senior partner at Dalal & Shah (a member of the PwC International Network). He was also a partner in the Assurance Practice at Pricewaterhouse, India and led wide-ranging businesses, including manufacturing, trading, finance and insurance. He was also their sectoral leader in the insurance industry. In a career spanning over three decades of wide-ranging industry experience and a proven track record in risk management, compliance with accounting standards, company law matters and general regulatory frameworks, Anish leads the task force in driving the Group's commitment towards identification and mitigation of emerging risks.

Date of first appointment on the Board: 19 July 2022

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 FY2025: 4/4

Directorships and Committee positions held in other companies:

Other directorships:

Sr. No.	Name of company
1.	Bajaj Allianz Staffing Solutions Ltd.
2.	Bajaj Auto Holdings Ltd.
3.	Bajaj Finserv Health Ltd.
4.	Bajaj Finserv Ventures Ltd.
5.	Bajaj Finserv Direct Ltd.
6.	Vidal Healthcare Services Pvt. Ltd.

Bajaj Allianz Financial Distributors Limited

Membership / Chairmanship of Committees:

Sr. No.	Name of company	Name of committee	Designation
1	Bajaj Finserv Direct Ltd.	Audit Committee	Member
		Corporate Social Responsibility Committee	

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

Item no. 3 of the Notice

Anant Marathe

Anant Marathe, aged 46 years, is the Chief Financial Officer of Bajaj Holdings & Investment Limited (BHIL). A role he assumed in 2014, he has been responsible for driving financial controllership and consolidation of accounts at BHIL, as also the setting up of financial accounting systems in new entities. He also oversees financial management at few other entities, including two listed companies, and regulatory reporting to stock exchanges, the Ministry of Corporate Affairs, the Reserve Bank of India and tax authorities. Additionally, he provides support and direction in critical areas such as capital management, special projects and work related to new entities, before and after their set-up. He has also served as CFO of Maharashtra Scooters Limited since 2019. Given his strategic position, He has been recently appointed as a Director in Bajaj Allianz Staffing Solutions Limited, Vidal Healthcare Services Private Limited and VH Medcare Private Limited. A seasoned finance professional with over 25 years' experience, He has been associated with the Bajaj Group since 2001 when he began his career with Bajaj Auto. Through his decades-long stint at the Group, He has contributed to and led diverse portfolios and projects, including financial reporting, system implementation, demerger of erstwhile Bajaj Auto Limited, the rights issue of a group company and the setting up of a separate Finance function at BHIL. He is a qualified Chartered Accountant, a Cost and Works Accountant and a Company Secretary, having completed his commerce graduation from Pune University. He also holds a Diploma in IFRS from ACCA UK.

Date of first appointment on the Board: 19 July 2024

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 FY2025: 2/2

Directorships and Committee positions held in other companies:

Other directorships:

Sr. No.	Name of company
1.	Bajaj Allianz Staffing Solutions Ltd.
2.	VH Medcare Private Ltd.
3.	Vidal Healthcare Services Pvt. Ltd.

Committee positions held in other companies: Nil

Bajaj Allianz Financial Distributors Limited

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

Item no. 3 relating to appointment of Anant Marathe as Director

Pursuant to the nomination received from Bajaj Finserv Ltd., one of the co-promoters of the Company, and section 161(1) of the Companies Act, 2013, the Board of Directors had, at its meeting held on 18 July 2024, appointed Anant Marathe (DIN 10599075) as an Additional Director. He holds office up to this Annual General Meeting and, being eligible, has offered himself for appointment as Director liable to retire by rotation. He 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 notice in writing, in the prescribed manner, regarding candidature of Anant Marathe for the office of the director.

Brief profile of Anant Marathe and necessary disclosures pursuant to Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the annexure to the Notice.

None of the Directors, other than Anant Marathe, key managerial personnel of the Company and their relatives, are concerned or interested in the 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/-
Anish Amin
Chairman (DIN 00070679)

Pune, 23 April 2025