

## BAJAJ FINSERV DIRECT LIMITED

(CIN: U65923PN2014PLC150522)

Registered office: Bajaj Auto Limited Complex

Mumbai- Pune Road Akurdi- 411035, Maharashtra,

Email ID: [investors@bajajfinserv.in](mailto:investors@bajajfinserv.in)

Website: <https://www.bajajfinservmarkets.in/>

Tel No.: (020) 7157 6064

### EGM NOTICE

Notice is hereby given that the Eighth Extraordinary General Meeting of the members of Bajaj Finserv Direct Limited will be held on **Thursday, 17 August 2023** at **1.30 p.m.** at Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014 to transact the following:

#### SPECIAL BUSINESS:

#### **Approval for alteration of the Object Clause of Memorandum of Association of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended, from time to time (including any statutory modification or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to alter the Object Clause of Memorandum of Association of the Company by inserting the following clause in the Main Objects under clause 1A:

1B.To act as technical consultants and carry on the business of advertising, publicity, market research, consumer research, graphic designing including product, packaging and exhibition, web designing, content and banner creation, search engine optimization, cataloguing, merchandising whether in India or elsewhere either directly or through one or more partners, agents or companies or association or in any combination.

1C.To design, develop, supply, offer and sell software solutions, programmes, applications and software tools and products in connection with and related regulatory filings including with respect to direct and indirect taxation, return preparation, payroll, accounting, wealth planning and automation for Desktop, Web, Mobile and any other platform.

1D.To offer in India or abroad consultancy, advisory and all related services including but the not limited to designing, developing, installation, maintenance, selling, buying, importing, exporting, hiring or letting on hire, programming, networking, system design and analysis, website development and designing, technical services in all areas of information technology including server procurement, computer hardware and software, applications like internet and internet data warehousing, to meet specific requirements of industries.

1E.To carry on whether in India or abroad and whether as principals, franchises, agents, owners, proprietors, managers, contractors, consultants, advisors, investors, partners, joint venture partners or otherwise the business of establishing, maintaining and operating an online marketplace and being an enabler of any and all forms of commerce including without limitation by providing logistics, warehousing, back-

office services, customer relationship management, technology licensing, brand licensing, services, hosting, content of all forms, information delivery, payment systems including payment gateways, advertising developing, procuring, marketing, assigning and licensing intellectual property rights of all kinds including software, technology, copyrights etc.

RESOLVED FURTHER THAT necessary re-numbering of the clauses of Memorandum of Association of the Company, be carried out.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such other acts, deeds and things, as are deemed expedient and necessary to give effect to this resolution and to file necessary documents, papers, forms or returns as are required to be filed with the Registrar of Companies and other authorities.”

**By order of the Board  
For Bajaj Finserv Direct Limited**

**Sd/-**

**Namrata Surana  
Company Secretary  
Place: Pune  
Date: 25 July 2023**

**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/herself and a proxy need not be a member of the Company. 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 Corporate Shareholders are required to send or carry of a copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote thereat.
- 4 Members/Proxies are requested to carry the attendance slip/proxy form duly filled and signed for attending the meeting along with their identity proof at the meeting for the purpose of identification.

**By order of the Board  
For Bajaj Finserv Direct Limited**

**Sd/-**

**Namrata Surana  
Company Secretary  
Membership No. A52469  
Place: Pune  
Date: 25 July 2023**

## **Annexure to the Notice**

### **Approval for change of Object Clause of Memorandum of Association of the Company:**

The Company is presently engaged in the business of dealing and transacting with financial products. With a view to expand the business, it is proposed to offer services like merchandising, catalogue, search engine optimization, regulatory filing services/option, e-commerce, software and hardware solutions, etc.

Therefore, it is proposed to include the aforesaid business activities in the Main Objects of the MOA of the Company. It would also require the approval of shareholders by passing a special resolution.

Further, the alteration of object clause has been approved by the Board of Directors of the Company at its meeting held on 25 April 2023 and 25 July 2023.

In terms of Section 13 of the Companies Act, 2013, and the rules framed thereunder, a Company shall not, except with the consent of members by special resolution alter the Objects clause of its Memorandum of Association. Accordingly, the consent of the members is being sought for altering the object clauses of the Memorandum of Association of the Company by inserting a new clauses 1B to 1E after existing clause no. 1A.

In view of the additions to the Main Objects of the Company, it is also proposed to re-number the clauses under Clause III(A) pertaining to Main Objects of the Company to be pursued by the Company on its Incorporation and Clause III(B) pertaining to Objects incidental and ancillary to the attainment of Main Object clause.

None of the Directors, key managerial personnel or their relatives are directly or indirectly, concerned or interested in the aforesaid resolution, as set out in the Notice.

The Memorandum of Association of the Company will be available for inspection by the Members at the registered office and corporate office from Monday to Friday during 10.00 a.m. to 12.30 p.m. except holidays. The same will also be available for inspection at the meeting

**By order of the Board  
For Bajaj Finserv Direct Limited**

**Sd/-**

**Namrata Surana  
Company Secretary  
Place: Pune  
Date: 25 July 2023**

**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 : U65923PN2014PLC150522  
Name of the Company : Bajaj Finserv Direct Limited  
Registered office : Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411035

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/Client ID/DP ID :

I/We, being the member(s) of \_\_\_\_\_ shares of the abovenamed 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: \_\_\_\_\_ or  
failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extraordinary general meeting of the Company, to be held on **Thursday, 17 August 2023 at 1.30 pm** at Bajaj Finserv Corporate Office, off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Special Business	For	Against
1	Approval for alteration of the Object Clause of Memorandum of Association of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Affix revenue  
Stamp of  
Re.1

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office/corporate office of the Company
2. Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the members present.

**ATTENDANCE SLIP**

Folio No./DP ID/Client ID:

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 Extra-Ordinary General Meeting of the Company held on **Thursday, 17 August 2023** at **1.30 pm** at Bajaj Finserv Corporate Office, off Pune - Ahmednagar Road, 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.

Route map

