



Bajaj Finserv Limited

Regd. Office:
Bajaj Auto Limited Complex,
Mumbai-Pune Road,
Akurdi, Pune 411 035

NOTICE

Notice is hereby given that the sixth annual general meeting of the shareholders of Bajaj Finserv Ltd. will be held on Thursday, 18 July 2013 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:

1. To consider and adopt the audited Balance Sheet as at 31 March 2013 and the Statement of Profit and Loss for the year ended 31 March 2013 and the directors' and auditors' reports thereon.
2. To declare a dividend.
3. To appoint a director in place of D J Balaji Rao, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of S H Khan, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint auditors of the Company for the period commencing from the conclusion of this annual general meeting till the conclusion of the next annual general meeting and to fix their remuneration.

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

A handwritten signature in black ink that reads 'Sonal R Tiwari'.

Sonal R Tiwari
Company Secretary
Date: 15 May 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Brief details of the retiring directors, who are being re-appointed, are annexed hereto as per the requirements of clause 49 of the listing agreement.
3. The register of members and share transfer books of the Company will remain closed from Saturday, 6 July 2013 to Thursday, 18 July 2013, both days inclusive.
4. Dividend on equity shares, if declared, at the annual general meeting, will be credited/dispatched between 23 July 2013 and 25 July 2013 as under:
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Friday, 5 July 2013, and
 - b) to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company/share transfer agent (i.e. Karvy Computershare Pvt Ltd.) before the close of business hours on Friday, 5 July 2013.
5. Members holding shares in physical form are advised to furnish, on or before 5 July 2013, particulars of their bank account, if changed, and change in address to the share transfer agent (i.e. Karvy Computershare Pvt. Ltd.) of the Company.

Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc. to their respective depository participants and make sure that such changes are recorded by them correctly on or before 5 July 2013.
6. Dividend will be preferably paid through NECS, wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the shareholders. In cases where the dividends cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
7. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection of members and others as prescribed in the respective sections of the Companies Act, 1956 as specified below:
 - i) Register of contracts with companies and firms in which directors are interested under section 301 of the Companies Act, 1956 on all working days during business hours.
 - ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 on all working days during business hours during the period beginning fourteen days before the date of annual general meeting and ending three days after the date of its conclusion.
8. Corporate members are requested to send in advance duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote at the annual general meeting.
9. Members/Proxies are requested to bring their attendance slips along with the copies of annual reports to the Meeting.
10. For security reasons, no article/baggage will be allowed at the venue of the meeting.
11. To receive faster communication of all shareholder communications, including annual reports, the shareholders are requested to kindly register/update their email address with their respective depository participant where shares are held in electronic form. If, however, shares are held in physical form, shareholders are advised to register their email address with Karvy Computershare Pvt. Ltd., Hyderabad.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Item No. 3 of the Notice

D J Balaji Rao

As regards re-appointment of D J Balaji Rao referred to in item no. 3 of the notice, following necessary disclosures are made for the information of the shareholders:

D. J. Balaji Rao (born on December 15, 1939), holds a B.E. Degree in Mechanical Engineering and Associate Member of Indian Institution of Industrial Engineering (AMIIIE). He attended the advanced management programme at the European Institute of Business Administration (INSEAD) at Fountainbleu, France in 1990.

He pursued his career as an Industrial Engineer for about 8 years before joining erstwhile ICICI Ltd. (since merged with ICICI Bank Ltd.) in 1970. After wide ranging responsibilities in different locations, he reached the position of Deputy Managing Director. He subsequently took over as the Vice Chairman and Managing Director of SCICI Ltd., in August 1996. With the merger of SCICI Ltd. with ICICI Ltd., he moved to Infrastructure Development Finance Co. Ltd. (IDFC), as its first Managing Director, which he served till his superannuation in January 2000. He has served with distinction on the Boards of many leading companies, including Bajaj Auto Ltd., Ashok Leyland, MICO, Wipro and Bharat Forge.

His directorships/committee positions are as under:-

Directorships

Bajaj Auto Ltd.
Bajaj Finserv Ltd.
Bajaj Finance Ltd.
Bajaj Holdings & Investment Ltd.
3M India Ltd.
Ashok Leyland Ltd.
CMI-FPE Ltd.
Graphite India Ltd.
Hinduja Foundries Ltd.
JSW Energy Ltd.

Board Chairmanship

3M India Ltd.

Committee Chairmanships

Bajaj Auto Ltd.
3M India Ltd.
Hinduja Foundries Ltd.
CMI-FPE Ltd.

Committee positions

Bajaj Auto Ltd.
Bajaj Finserv Ltd.
Ashok Leyland Ltd.
3M India Ltd.
JSW Energy Ltd.

Shareholding in the Company: Nil

The Board commends the resolution for your approval.

None of the directors, except D J Balaji Rao is concerned or interested in the said resolution.

Item No. 4 of the Notice

S H Khan

As regards re-appointment of S H Khan referred to in item no. 4 of the notice, following necessary disclosures are made for the information of the shareholders:

S H Khan, born in 1938, is the former Chairman and Managing Director of Industrial Development Bank of India (IDBI). He holds a Master's Degree in Commerce and is a university Gold Medalist. He is an alumnus of International Management Development Institute, Lausanne.

His professional career spanning over 37 years includes initial five years with the Reserve Bank of India (RBI) and the remaining with IDBI, which he served in various positions, including as its Chairman and Managing Director for about five years. During his tenure as Chairman, IDBI recorded impressive growth in its operations and profits. He was instrumental in expanding its activities into several new areas like merchant banking, commercial banking, asset management and stock broking. He was also involved in the promotion of certain important institutions like National Stock Exchange of India Ltd, National Securities Depository Ltd. and Credit Analysis and Research Ltd. and served as their non-executive Chairman for several years.

During his official career S H Khan served on the Boards of a number of important institutions, including Unit Trust of India, Life Insurance Corporation of India, General Insurance Corporation, IFCL, Exim Bank, SIDBI, Air India and Indian Airlines. S H Khan also served as a Member on several Committees set up by the Government of India/Reserve Bank of India to study issues relating to the financial sector in the country. Currently, he serves as an independent Director on the Boards of several Indian companies, including ITC Ltd., Bajaj Auto Ltd. and IDFC Ltd.

His directorships/committee positions are as under:-

Directorships

Bajaj Auto Ltd.
Bajaj Finserv Ltd.
Bajaj Holdings & Investment Ltd.
Bajaj Allianz General Insurance Company Ltd.
Bajaj Allianz Life Insurance Company Ltd.
Infrastructure Development Finance Company Ltd.
ITC Ltd.
JM Financial Asset Reconstruction Company Pvt. Ltd.

Committee Chairmanships

Bajaj Allianz General Insurance Company Ltd.
Bajaj Allianz Life Insurance Company Ltd.
Infrastructure Development Finance Company Ltd.

Committee positions

Bajaj Auto Ltd.
Bajaj Finserv Ltd.
Bajaj Holdings & Investment Ltd.

Shareholding in the Company: Nil

The Board commends the resolution for your approval.

None of the directors, except S H Khan is concerned or interested in the said resolution.

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



Sonal R Tiwari
Company Secretary
Date: 15 May 2013



Bajaj Finserv Limited

Regd. Office:
Bajaj Auto Limited Complex,
Mumbai-Pune Road,
Akurdi, Pune 411 035

PROXY

I/We of
..... in the district ofbeing member/s of
BAJAJ FINSERV LTD. hereby appoint.....
of in the district ofor failing him
..... of.....in the district of.....
as my/our proxy to vote for me/us on my/our behalf at the sixth annual general meeting of the Company to be held
on Thursday, 18 July 2013 at 4.15 p.m. and any adjournment thereof.

Signed this day of2013.

Folio No.
DP ID No.
Client ID No.

₹ 1
Revenue
Stamp

Signature.....

Email Id:

NOTE:

The proxy duly completed must be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting.

Members who have multiple folios/demat accounts with different joint-holders may use copies of this proxy form.

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Bajaj Finserv Limited

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Mumbai-Pune Road,
Akurdi, Pune 411 035

ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the meeting hall)

I hereby record my presence at the SIXTH ANNUAL GENERAL MEETING of the Company on Thursday, 18 July 2013 at 4.15 p.m. at the registered office of the Company at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune- 411035.

No.

Folio No or Client ID and DP ID

Full Name of the * Shareholder/Proxy
(in block letters)

*Strike out whichever is not applicable

Signature of *Shareholder/Proxy

E-mail ID:

NOTE:

Members who have multiple folios/demat accounts with different joint-holders may use copies of this attendance slip.





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Board of Directors

Rahul Bajaj
Chairman

Nanoo Pamnani
Vice Chairman

Sanjiv Bajaj
Managing Director

Madhur Bajaj

Rajiv Bajaj

D J Balaji Rao

S H Khan

Naresh Chandra

Management

Sanjiv Bajaj
Managing Director

Ranjit Gupta
President
(Insurance)

Kevin D'sa
CFO and President
(Business Development)

S Sreenivasan
President (Finance)

V Rajagopalan
President (Legal)

Rajeev Jain
CEO, Bajaj Finance Ltd.

V Philip
MD and CEO, Bajaj Allianz Life
Insurance Company Ltd.

Tapan Singhel
MD and CEO, Bajaj Allianz General
Insurance Company Ltd.

Anand Gore
CEO, Infrastructure Finance

Company Secretary

Sonal R Tiwari

Auditors

Dalal & Shah
Chartered Accountants

Bankers

Citibank N A
HDFC Bank

**Registered under the
Companies Act, 1956**

Registered Office

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

Corporate Office

Survey No. 208/1-B, 6th Floor,
Behind Weikfield IT Park,
Off Pune-Ahmednagar Road,
Viman Nagar, Pune-411 014.

Management Team



Sanjiv Bajaj
Managing Director



Kevin D'sa
CFO & President
(Business Development)



Ranjit Gupta
President (Insurance)



S Sreenivasan
President (Finance)



Rajeev Jain
CEO, Bajaj Finance Ltd.



V Philip
MD & CEO,
Bajaj Allianz Life
Insurance Company Ltd.



Tapan Singhel
MD & CEO,
Bajaj Allianz General
Insurance Company Ltd.



V Rajagopalan
President (Legal)



Anand Gore
CEO, Infrastructure
Finance