

Bajaj Finserv Health Limited
CIN: U85320PN2019PLC185286
Registered. Office: Bajaj Auto
Limited Mumbai-Pune Road,
Akurdi, Pune 411035
Email id: investors@bajajfinserv.in
Website: <https://www.bajajfinservmarkets.in>
Tel. No.: (020) 7157 6064

NOTICE OF THE 5TH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifth Annual General Meeting ('AGM') of the shareholders of Bajaj Finserv Health Limited (the 'Company') will be held on Tuesday, 23 July 2024 at 9 a.m. at Meeting Room No. 4, Ground Floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the financial statements of the Company for the period ended 31 March 2024, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Shri Anish Amin (DIN- 00070679), 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 Ms. Jasmine Chaney (DIN-07082359) as an Independent Director for a term of five consecutive years w.e.f. 1 May 2024**

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Jasmine Chaney (DIN- 07082359), who was appointed by the Board of Directors as an additional Independent Director with effect from 1 May 2024 and who holds office upto the date of the this Annual General Meeting in terms of Section 161(1) of the Act and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 consecutive years, effective 1 May 2024 to 30 April 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Ms. Jasmine Chaney be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Directors of the Company or Ms. Uma Shende, Company Secretary, Bajaj Finserv Limited, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

4. Appointment of Shri Rakesh Bhatt (DIN: 02531541) as Non-Executive and Non-Independent director, liable to retire by Rotation:

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, (the 'Act') and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Shri Rakesh Bhatt (DIN: 02531541), who was appointed by the Board of Directors, as an Additional Director with effect from 1 May 2024 and who holds office up to the date of the ensuing Annual General Meeting in terms of Section 161(1) of the Act, and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Shri Rakesh Bhatt be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors or Ms. Uma Shende, Company Secretary, Bajaj Finserv Limited, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

**By order of the Board of Directors
For Bajaj Finserv Health Limited**

K. NATAL
**V Rajagopalan
Chairman
DIN-02997795**

Place: Pune
Date: 23 April 2024

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 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 Brief details of the director, who is seeking re-appointment, are annexed hereto in terms of the requirements of the Secretarial Standard on General Meetings and provisions of the Companies Act, 2013.
- 5 A statement setting out material facts pursuant to the provisions of section 102 of the Act, in respect of special businesses stated at Item nos. 3 and 4 is annexed hereto.
- 6 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.
- 7 The following statutory registers of the Company will be open for inspection by members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays up to the date of AGM and also at the AGM. The following shall remain open for inspection as per the period specified above and be accessible to any member during the continuance of the meeting:
 - a. Register of contracts or arrangements in which directors are interested under section 189 of the Act; and
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Item no. 2 of the Notice

To appoint a director in place of Shri Anish Amin (DIN: 00070679), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013

Brief profile:

Anish Amin is the President and head of the overall functions of Risk, Assurance, M&A and Human Resources at Bajaj Finserv Limited. 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 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 Limited, Anish was a senior partner at Dalal & Shah (a member of the PwC International Network). He was also a partner in the Assurance Practise at Price water house, 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.

Other Information:

Particulars	Details
Age	60 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2024)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	5 July 2019
Shareholding in the Company	10 equity shares as the registered owner of Beneficiary - Bajaj Finserv Ltd.
Relationship with other Directors/Managers/ KMP of Company	None

Particulars	Details
Number of Board meetings attended	6 Meetings in FY2024
Directorship of other Boards	<ol style="list-style-type: none"> 1. Bajaj Allianz Financial Distributors Limited 2. Bajaj Allianz Staffing Solutions Limited 3. Bajaj Auto Holdings Limited 4. Bajaj Finserv Health Limited 5. Bajaj Finserv Ventures Limited 6. Maharashtra Scooters Limited
Memberships/ Chairmanships of committees of other Boards.	<p><u>Memberships:</u></p> <p><u>Nomination and Remuneration Committee</u> Maharashtra Scooters Ltd.</p> <p><u>Risk Management Committee</u> <ol style="list-style-type: none"> 1. Maharashtra Scooters Ltd. 2. Bajaj Finserv Ltd. 3. Bajaj Holdings and Investment Ltd. </p> <p><u>IT Strategy Committee</u> Bajaj Holdings and Investment Ltd.</p> <p><u>Chairmanships:</u> NIL</p>

He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

None of the Directors or Key Managerial Personnel or their relatives except Shri Anish Amin, being the appointee is concerned or interested financially or otherwise, except to the extent of their shareholding in the Company.

STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT ALONG WITH INFORMATION PURSUANT TO SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')

Item no. 3 of the Notice

Appointment of Ms. Jasmine Chaney (DIN-07082359) as an Independent Director for a term of five consecutive years w.e.f. 1 May 2024

With a view to broad base the Board with professionals from diversified background, the Board of Directors, at its meeting held on 23 April 2024, subject to approval of shareholders, appointed Ms. Jasmine Chaney (DIN-07082359) as an Additional and Independent Director with effect from 1 May 2024 for a term of five consecutive years.

Ms. Jasmine Chaney is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ('the Act'). She has given her consent to act as Director of the Company.

The Company has also received declaration from her that she meets the criteria of independence as prescribed, both, under section 149(6) of the Companies Act, 2013.

The Board has taken on record the declarations submitted by her after undertaking due veracity of the same and is of the opinion that she is a person of integrity and possesses relevant expertise and experience relating to the business and industry in which the Company operates and fulfils the conditions for appointment as an Independent Director as specified in the Act and is independent of the Management.

Further, Ms. Jasmine Chaney has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Jasmine Chaney has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules 2014 with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In connection with the aforementioned, a notice in writing in the prescribed manner as required by Section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Ms. Jasmine Chaney for the office of the director.

The copy of draft letter of appointment setting out the terms and conditions of her appointment is available electronically for inspection by the Members. The same has been uploaded on the website and can be accessed at [Bajaj Finserv Health Limited Financial Reports](#)

Brief profile and other requisite details including Directorships is as follows:

Jasmine Chaney is commerce graduate from Sydenham College and master's in management studies in finance from K.J. Somaiya Institute of Management Studies and Research, Mumbai University. She possesses almost three decades of work experience with CRISIL Limited (now CRISIL Ratings Limited) working on the analytical and business development side. She is also an independent director on the Board of Bajaj Group Companies.

None of the Directors or Key Managerial Personnel or their relatives, except Ms. Jasmine Chaney, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of her shareholding, if any, in the Company in the ordinary resolution set out at Item no. 3 of the Notice.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 3 of this Notice.

Item no. 4 of the Notice

Appointment of Shri Rakesh Bhatt (DIN: 02531541) as Non-Executive and Non-Independent director, liable to retire by Rotation:

Brief profile:

Rakesh Bhatt was the Executive Director at Bajaj Finance Limited and a member of the executive management team. As the Executive Director, he oversaw the

functional responsibilities of Technology, Operations, Digital Platforms, and Legal. He was also responsible for driving sustainable growth for all the strategic initiatives of the company.

His journey in the Bajaj Finserv group of companies started in 2009. He was the Chief Operating Officer at Bajaj Finance Limited until 2018 and led a large portfolio of critical functions, including Technology, Analytics, Credit Operations, Customer Experience, and Quality. He was the Whole Time Director & CEO of Bajaj Finserv Direct Limited for four years and spearheaded the launch of a diversified digital marketplace business (Bajaj Markets) in Financial Services and e-commerce.

In his earlier assignments, he held leadership positions in reputed companies such as AIG Consumer Finance, GE Money, Reliance Industries, and 3i Infotech.

With an M.Sc. in Computer Applications, Rakesh brings to the board three decades of rich industry experience and technical know-how to further the company's transformative efforts of bringing financial services solutions closer to consumers.

Other Information:

Particulars	Details
Age	55 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2024)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	1 May 2024
Shareholding in the Company	NIL
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended	NIL
Directorship of other Boards	1. Snapwork Technologies Private Limited 2. Hina Bhatt Art Foundation
Memberships/ Chairmanships of committees of other Boards.	<u>Memberships:</u> NIL <u>Chairmanships:</u> NIL

He is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, he has consented to act as a director of the Company, if appointed by the shareholders.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary resolution set out in Item no. 4 for approval of the shareholders.

ATTENDANCE SLIP

I hereby record my presence at the Fifth Annual General Meeting of Bajaj Finserv Health Limited ("the Company") held on Tuesday, 23 July 2024 at 9.00 a.m. at Meeting Room No. 4, Ground Floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014.

Name of Member	
Address	
Regd. Folio No.	
No. of Shares held	
Name of the Proxy (If any)	
Name of the Authorized Representative (If any)	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the **Fifth Annual General Meeting**.

Signature of Member / Proxy/ Authorized Representative

Note: Please fill up this attendance slip and hand over at the entrance of the meeting place.

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U85320PN2019PLC185286
Name of the company: Bajaj Finserv Health Limited
Registered office: Bajaj Auto Limited Mumbai-Pune Road, Akurdi,
Pune, Maharashtra, India, 411035

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:

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 (on a poll) for me/us and on my/our behalf at the **Fifth Annual General Meeting** of the company, to be held on Tuesday, 23 July 2024 at 9.00 a.m. at Meeting Room No. 4, Ground Floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014 and at any adjournment thereof in respect of such resolution as mentioned in the Notice.

Signed this..... day of..... 2024

Signature of shareholder **Signature of Proxy holder(s)**
.....

Route map:

