

BAJAJ FINSERV HEALTH LIMITED

(CIN: U85320PN2019PLC185286)

Registered office: Bajaj Auto Limited

Mumbai- Pune Road

Akurdi Pune- 411035

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

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

Phone: (020) 7157 6064

### **NOTICE OF THE 6<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that Sixth Annual General Meeting ("AGM") of the shareholders of Bajaj Finserv Health Limited (the 'Company') will be held on Tuesday, 22 July 2025 at 4:00 p.m. at 6<sup>th</sup> floor, Bajaj Finserv corporate office, off Pune-Ahmednagar Road, Viman Nagar, Pune-411014 to transact the following:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon.;
2. To re-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 ("the Act") and being eligible, offers himself for re-appointment;

#### **SPECIAL BUSINESS:**

3. Appointment of Shri Girish Rao (DIN: 00073937) 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 Girish Rao (DIN: 00073937), who was appointed by the Board of Directors, as an Additional Director with effect from 1 May 2025 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 and Non-Independent 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 Girish Rao 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."

4. Appointment of Dr. Nirmala Castellino (DIN: 10692792) as Non-Executive and Independent Director, not 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), read with Schedule IV to the Act, Dr. Nirmala Castellino (DIN: 10692792), who was appointed by the Board of Directors, as an Additional Independent Director with effect from 1 August 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 her candidature for the office of director of the Company, be and is hereby appointed as an Independent and Non- Executive Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years, effective w.e.f. 1 August 2024 to 31 July 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Dr. Nirmala Castellino (DIN: 10692792) be paid such sitting 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**  
**For BAJAJ FINSERV HEALTH LIMITED**

  
**Uma Shende**  
**Authorised Signatory**  
**Place: Pune**  
**Date: 21 April 2025**



**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 appointment or re-appointment, is 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 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, 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 re-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 ("the Act") and being eligible, offers himself for re-appointment

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 organization 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 Practice 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	61 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of appointment	re- 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	05 July 2019
Shareholding in the Company	1 equity shares as the registered owner of Beneficiary - Bajaj Finserv Limited.
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY2025	2
Directorship of other Boards	1. Bajaj Allianz Financial Distributors Ltd. 2. Bajaj Allianz Staffing Solutions Ltd. 3. Bajaj Auto Holdings Ltd. 4. Vidal Healthcare Services Pvt. Ltd. 5. Bajaj Finserv Ventures Ltd.

Particulars	Details
Memberships/ Chairmanships of committees of other Boards.	<p>6. Bajaj Finserv Direct Ltd.</p> <p><u>Memberships:</u></p> <p><u>Audit Committee:</u> Bajaj Finserv Direct Limited</p> <p><u>Nomination and Remuneration Committee</u> Bajaj Finserv Direct Limited</p> <p><u>Risk Management Committee</u> 1. Bajaj Finserv Ltd. 2. 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. 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 except Shri Anish Amin 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.2 for approval of the shareholders

**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 Shri Girish Rao (DIN: 00073937) as Non-Executive and Non-Independent Director, Liable to retire by rotation:

Shri Girish Rao holds a bachelor's degree in mechanical engineering (1984) and a master's in marketing studies from Mumbai University (1986). During his illustrious business career, he has spearheaded many domestic and international assignments and initiatives across several industry sectors.

He co-founded TTK Healthcare Services Private Limited (It is now renamed as Vidal Health Insurance TPA Pvt. Ltd. - VHITPA) in 2002 perceiving the potential of India's healthcare insurance sector in India. As a founder Managing Director of Vidal Health Insurance TPA Pvt. Ltd., he has been instrumental in building it into India's leading Third Party Administrator (TPA) servicing leading public and private sector insurance companies. He is an active member of various business groups and health and insurance related regulatory bodies, helping in designing and implementing policy for health and insurance sector.

He was promoter of Nova Medical Centres Pvt. Ltd (NMC) which offers world-class Day Care Surgical procedures with the focus on minimally invasive surgeries, a first of its kind in India.

He founded Vidal Healthcare Services Pvt. Ltd. in 2010 to acquire 100% interest in Vidal Health Insurance TPA and reimagined Health Insurance Administration.

**Other Information:**

Particulars	Details
Age	62
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 (FY2025)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	01 May 2025
Shareholding in the Company	NIL
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY 2025	NIL
Directorship of other Boards	1. Vidal Healthcare Services Private Limited 2. Vireo Healthtech Private Limited 3. Victus Capital Inc. (BVI entity) 4. Vidal Health International AE LLC, Dubai 5. Horwood Homewares Limited 6. Disease Management Association of India 7. TTK Prestige Limited

Particulars	Details
Memberships/ Chairmanships of committees of other Boards.	Nomination and Remuneration Committee TTK Prestige Limited

Shri Girish Rao 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 members.

He is not related to any of the directors or key managerial personnel of the Company. None of the Directors and their relatives except Shri Girish Rao is concerned or interested, in the said item.

The Board recommends the Ordinary resolution set out in Item no.3 for approval of the members.

#### **Item no. 4 of the Notice**

Appointment of Dr. Nirmala Castellino (DIN: 10692792) as Non-Executive Independent Director, not liable to retire by rotation

With a view to broad base the Board with professionals from diversified background, the Board of Directors, at its meeting held on 19 July 2024, subject to approval of shareholders, appointed Dr. Nirmala Castellino (DIN: 10692792) as an additional and Independent Director with effect from 1 August 2024 for a term of five consecutive years.

Dr. Nirmala 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, Dr. Nirmala 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. Dr. Nirmala 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 Dr. Nirmala 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 [welcome to bajaj finserv health limited - complete healthcare solutions](#).

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

Dr Nirmala Castellino, MD, is the director of the Department of Internal Medicine.

She has been working at Ruby Hall Clinic since 1994. She is clinician who primarily treats cardio metabolic and lifestyle diseases. She manages cardiac patients pre and post intervention whether angioplasty or bypass surgery. She manages lifestyle diseases such as hypertension, diabetes and lipid disorders. She also treats a variety of medical diseases from infectious and inflammatory diseases to vascular disorders. She is a DNB Medicine Professor at Ruby Hall Clinic. She has been actively involved in several global and local clinical drug studies in cardiology.

She is also a panel physician in the Visa Medical department serving countries like Australia, UK and New Zealand. She is a member of several associations like the American College of Cardiology, Cardiology Society of India, ISCCM and API to name a few.

Other information:

Particulars	Details
Age	57 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-executive independent Director, not liable to retire by rotation
Remuneration last drawn (FY2024)	NIL
Remuneration proposed to be paid	As may be decided by the Board
Date of first appointment on the Board	1 August 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	Vidal Health Insurance TPA Pvt. Ltd.
Memberships/ Chairmanships of committees of other Boards.	Memberships: NIL Chairmanships: NIL

None of the Directors or Key Managerial Personnel or their relatives, except Dr. Nirmala Castellino, 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. 4 of the Notice.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 4 of this Notice.

**By order of the Board**  
**For BAJAJ FINSERV HEALTH LIMITED**

  
**Uma Shende**  
**Authorised Signatory**  
**Place: Pune**  
**Date: 21 April 2025**





## 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 : U85320PN2019PLC185286  
Name of the Company : Bajaj Finserv Health Limited  
Registered Address : Bajaj Auto Limited Mumbai- Pune Road Akurdi- 411035

Name of Member (s):			
Registered Address:			
Email-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 Sixth Annual General Meeting of the Company, to be held on Tuesday, 22 July 2025 at 4.00 p.m. at 6<sup>th</sup> floor, 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:

Sr. No.	Ordinary business	For	Against
1.	To consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon.		
2.	To re-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 ("the Act") and being eligible, offers himself for re-appointment.		
	Special business		
3.	Appointment of Shri Girish Rao (DIN: 00073937) as Non-Executive and Non-Independent Director, liable to retire by rotation.		
4.	Appointment of Dr. Nirmala Castellino (DIN: 10692792) as Non-Executive Independent Director, not liable to retire by rotation.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix  
revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office/corporate office of the Company, not less than 48 hours before commencement of the Meeting.

## 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 Sixth Annual General Meeting of the Company, to be held on Tuesday, 22 July 2025 at 4.00 p.m. at 6<sup>th</sup> Floor, 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.