

## NOTICE

**NOTICE** is hereby given that the Extraordinary General Meeting of the Members of the Company is scheduled at shorter notice on Saturday, the 25<sup>th</sup> day of April 2020 at 12.30 pm through Video Conferencing, to transact the following business:

### Item No. 1

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

“**RESOLVED THAT** pursuant to the provisions contained in Section 196 of the Companies Act, 2013 (“**Act**”) and other applicable provisions of the Act read with the applicable rules contained in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“**Rules**”), as may be amended from time to time, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Rajiv Bajaj, Director of the Company, as the Chairman & Managing Director of the Company, for a period of Three (3) years w.e.f April 1, 2020, on such remuneration as per the details provided here in below.

**RESOLVED FURTHER THAT** pursuant to the provisions contained in Section 197 of the Act and other applicable provisions of the Act and the applicable provisions contained in Schedule V of the Act read with the said Rules and subject to ratification by the Nomination and Remuneration Committee, the Board hereby approves the payment of following remuneration to Mr. Rajiv Bajaj:

<b>Basic Salary</b>	INR 14,00,000/- per month (Previously INR 14,00,000/- per month)
<b>Statutory Bonus</b>	Payment of Statutory Bonus as per applicable law.
<b>Allowance(s), Perquisite(s) and Performance Incentive</b>	<p>Provident Fund, Bonus and other statutory contributions, if any, as per Company Rules and subject to applicable laws.</p> <p>Gratuity, if any, at the rate of 15 days salary for each completed year of service.</p> <p>Special Allowance of INR 14,50,547/- per month (Previously INR 14,50,547/- per month)</p> <p>City Compensatory Allowance NIL (Previously NIL)</p> <p>Contribution to New Pension Scheme (NPS) at a rate not exceeding 10% of the basic salary which may be paid either monthly/annually or at any other periodicity</p>

	<p>Mediclaime, bonus and other allowances, if any, as per Company Rules. Such other perquisites, subject to the provisions of the Income Tax Act, 1961, as amended from time to time. Performance Incentive from time to time as per the policy of the Company.</p>
--	---

**RESOLVED FURTHER THAT** the Board of Directors of the Company be, and are, hereby authorised to decide the increment/revision, if any, in the remuneration as on April 01, every year or such other period, subject to applicable provisions contained in the Act and the Rules framed there under, as may be amended from time to time

**RESOLVED FURTHER THAT** any Director of the Company, be, and is, hereby authorised to communicate the approval of the Committee to the Board and take all necessary steps to give effect to this resolution.

**RESOLVED FURTHER THAT** any of the Directors be, and is, hereby authorised to sign and file necessary forms and such other documents and papers either by way of e-filing or otherwise as may be required with the Registrar of Companies, NCT of Delhi and Haryana and take all necessary steps incidental and/or ancillary to give effect to the resolution.

**RESOLVED FURTHER THAT** this resolution is being passed at an Extraordinary General Meeting being held through Video Conferencing facility as per the framework and mechanism provided in MCA General Circular No. 14/2020 dated 08.04.2020 and Circular No. 17/2020 dated 13.04.2020.”

## **Item No. 2**

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

“**RESOLVED THAT** pursuant to the provisions contained in Section 196 of the Companies Act, 2013 (“**Act**”) and other applicable provisions of the Act read with the applicable rules contained in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“**Rules**”), as may be amended from time to time, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Sanjiv Bajaj, Director of the Company, as the Vice Chairman & Managing Director of the Company, for a period of Three (3) years w.e.f May 1, 2020, on such remuneration as per the details provided here in below.

**RESOLVED FURTHER THAT** pursuant to the provisions contained in Section 197 of the Act and other applicable provisions of the Act and the applicable provisions contained in Schedule V of the Act read with the said Rules and subject to ratification by the Nomination and Remuneration Committee, the Board hereby approves the payment of following remuneration to Mr. Sanjiv Bajaj:

<b>Basic Salary</b>	INR 25,04,506/- per month (Previously INR 25,04,506/- per month)
<b>Statutory Bonus</b>	Payment of Statutory Bonus as per applicable law.

<b>Allowance(s), Perquisite(s) and Performance Incentive</b>	Provident Fund and other statutory contributions, if any, as per Company Rules and subject to applicable laws. Gratuity, if any, at the rate of 15 days salary for each completed year of service. Contribution to New Pension Scheme (NPS) at a rate not exceeding 10% of the basic salary which may be paid either monthly/annually or at any other periodicity Mediclaim, bonus and other allowances, if any, as per Company Rules. Such other perquisites, subject to the provisions of the Income Tax Act, 1961, as amended from time to time. Performance Incentive from time to time as per the policy of the Company.
--	--

**RESOLVED FURTHER THAT** the Board of Directors of the Company be, and are, hereby authorised to decide the increment/revision, if any, in the remuneration as on April 01, every year or such other period, subject to applicable provisions contained in the Act and the Rules framed there under, as may be amended from time to time

**RESOLVED FURTHER THAT** any Director of the Company, be, and is, hereby authorised to communicate the approval of the Committee to the Board and take all necessary steps to give effect to this resolution.

**RESOLVED FURTHER THAT** any of the Directors be, and is, hereby authorised to sign and file necessary forms and such other documents and papers either by way of e-filing or otherwise as may be required with the Registrar of Companies, NCT of Delhi and Haryana and take all necessary steps incidental and/or ancillary to give effect to the resolution.

**RESOLVED FURTHER THAT** this resolution is being passed at an Extraordinary General Meeting being held through Video Conferencing facility as per the framework and mechanism provided in MCA General Circular No. 14/2020 dated 08.04.2020 and Circular No. 17/2020 dated 13.04.2020.”

### **Item No.3**

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

**“RESOLVED THAT** pursuant to the provisions contained in Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rules framed thereunder, consent be, and is, hereby accorded by the members of the Company to increase the Authorised Share Capital of the Company from INR 5,00,00,000/- (Rupees Five Hundred Lakhs only) divided into 50,00,000 (Fifty Lakhs) equity shares of INR 10/- (Rupees Ten Only) each to INR 10,00,00,000/- (Rupees Ten Hundred Lakhs Only) divided into 100,00,000 (One Hundred Lakhs) equity shares of INR 10/- (Rupees Ten Only) each

**RESOLVED FURTHER THAT** clause V of the Memorandum of Association of the Company be, and is, hereby altered as under:

V. *“The authorized share capital of the company is INR 10,00,00,000/- (Rupees Ten Hundred Lakhs Only) divided into 100,00,000 (One Hundred Lakh) Equity shares of INR 10/- (Rupees Ten Only) each”*

**RESOLVED FURTHER THAT** any of the Directors of the Company be, and is, hereby authorized to file necessary e-forms and returns as may be required with the Registrar of Companies, NCT of Delhi & Haryana and to do all acts, deeds and things as may be required to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** this resolution is being passed at an Extraordinary General Meeting being held through Video Conferencing facility as per the framework and mechanism provided in MCA General Circular No. 14/2020 dated 08.04.2020 and Circular No. 17/2020 dated 13.04.2020.”

Place: New Delhi  
Date: 24/04/2020

By Order of the Board  
For **Bajaj Capital Limited**

Sanjiv Bajaj  
Director  
DIN: 00011686

**NOTES:**

- a) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and vote instead of himself. A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the time of the meeting.**
- b) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- c) The Extraordinary General Meeting has been called at a shorter notice in terms of Section 101 of the Companies Act, 2013. Form is being sent through email along with this Notice for your consent.
- d) A copy of this notice is also available at the website of the Company at following web-address:  
<https://www.bajajcapital.com/corporate-announcements/notice-of-egm.aspx>
- e) The Extraordinary General Meeting is being conducted through Video Conferencing as per the applicable provisions of the Companies Act, 2013, rules made thereunder and the mechanism provided in MCA Circular No. 14/2020 dated 08.04.2020 and Circular No. 17/2020 dated 13.04.2020 due to the practical impossibility of conducting a meeting in physical presence of the members of the Company.
- f) The members of the Company and the invitees can join the meeting through Video Conferencing for which a weblink and password will be provided through email at the email IDs provided by them.
- g) The weblink for joining the Video Conferencing facility will become active 15 (Fifteen) minutes before the scheduled time of the Extraordinary General Meeting.
- h) For any technical assistance required before or during the meeting, the members of the Company and invitees may contact Mr. Nishant Kumar at Mobile No. 9891573633.
- i) Members may submit their questions, if any, relating to the present Extraordinary General Meeting in advance at [compliance@bajajcapital.com](mailto:compliance@bajajcapital.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

Mr. Rajiv Bajaj was appointed as the Chairman & Managing Director of the Company for a period of five years and his term is due to end on March 31, 2020 and hence needs to be re-appointed for a further term of three years w.e.f April 1, 2020.

Accordingly, approval of the members is required in terms of the applicable provisions contained in the Companies Act, 2013 (“Act”) read with the applicable provisions contained in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“Rules”) and the applicable provisions contained in Schedule V of the said Act.

This explanatory statement together with the accompanying Notice should be treated as an abstract of the terms and memorandum of concern or interest in terms of applicable provisions of the Act.

**Information in terms Section 102(1) of the proviso to Section 196(4) of the Act is set out/detailed herein below:**

1.	The nature of concern or interest, financial or otherwise, if any, in respect of – Every director or manager, if any;  Every other key managerial personnel; and ) Relatives of the persons mentioned in sub-clause (i) and (ii)	Mr. Rajiv Bajaj, Chairman & Managing Director of the Company is interested, for the remuneration as set out in the resolution to be received from the Company. Mr. Sanjiv Bajaj, Vice Chairman & Managing Director, is interested being a relative of Mr. Rajiv Bajaj. N.A  Mr. Sanjiv Bajaj, Vice Chairman & Managing Director of the Company, is related to Mr. Rajiv Bajaj.
2.	Any other information and facts that may enable members to understand the meaning, scope and implication of the item of business and to take decision thereon	Mr. Rajiv Bajaj along with his relatives (father, mother, brother, wife and brother’s wife) together hold 99.99% equity shares in the Company.
3.	Details of terms and conditions of appointment, remuneration payable and such other matters including interest of a director or directors in such appointment, if any.	The details have been provided in the resolution and notes to the agenda.

**Additional Information pursuant to Schedule V of the Act is provided herein below for the board members:**

Mr. Rajiv Bajaj, citizen and resident of Republic of India is aged 50 years. The resolution is being placed before the Board of Directors of the Company for approval in terms of applicable provisions of the Act, the Rules and the Schedule V.

**Information in terms of proviso (iv) read with proviso (iii), Part II, Section II of Schedule V:**

**I. General Information:**

1. Nature of Industry: Financial Services Sector, engaged, inter-alia, in the business of Investment Services and Distribution of financial products.
2. Date or expected date of commencement of commercial production: The Company is into financial/investment services and in operations/business since 1965.
3. Financial Performance based on indicators: None
4. Export performance and net foreign exchange collaborations: None
5. Foreign investments or collaborations, if any: None

**II. Information about the Appointee:**

Sl. No	Particulars	Mr. Rajiv Bajaj
1.	Background details	<p>Mr. Rajiv Bajaj, aged 50 years, is the guiding force behind the growth of the Company and the Group and has over 30 years of strategic management, merchant banking, investment services, risk management &amp; project planning experience.</p> <p>With the vast experience behind him, Mr. Bajaj is considered as a visionary business and industry leader in Institutional and Personal Investment Services.</p>
2.	Past Remuneration	<p>Basic Salary- INR 14,00,000/- p.m.            Payment of Statutory Bonus as per applicable law.            Provident Fund, Bonus and other statutory contributions, if any, as per Company Rules and subject to applicable laws.            Gratuity, if any, at the rate of 15 days salary for each completed year of service.            City Compensatory Allowance of NIL (Previously NIL)            Special Allowance of INR 14,50,547/- per month (Previously INR 14,50,547/- per month)</p>

		<p>Contribution to New Pension Scheme (NPS) at a rate not exceeding 10% of the basic salary which may be paid either monthly/annually or at any other periodicity</p> <p>Mediclaime and other allowances, if any, as per Company Rules.</p> <p>Such other perquisites, subject to the provisions of the Income Tax Act, 1961, as amended from time to time.</p> <p>Performance Incentive from time to time as per the policy of the Company.</p>
3.	Recognition or awards	Mr. Bajaj has been recognized by various principal companies for his outstanding achievements.
4.	Job profile and suitability	Considering his rich experience in the financial services sector, Mr. Bajaj is best suited for such remuneration.
5.	Remuneration Proposed	As per details in the resolution. <i>There is no revision and the remuneration remain same as the existing salary.</i>
6.	Comparative remuneration profile w.r.t industry, size of company, profile of the position & person	Information about remuneration of Mr. Rajiv Bajaj vis-à-vis the industry is not available in public domain. Considering the responsibilities being handled and to be handled by Mr. Bajaj in the overall development, growth of the business of the Company and the Group, his remuneration is commensurate with his work experience.
7.	Pecuniary relationship directly or indirectly	To the extent of remuneration to be received from the Company. Mr. Rajiv Bajaj is related to Mr. Sanjiv Bajaj.

### III. Other Information:

**Reasons for loss or inadequate profits:** The Company, being engaged in investment services and distribution of financial products, works on a very thin margin. Further, fluctuations in the market conditions and regulatory changes also affects the business and thereby the overall profitability.

**Steps taken or proposed to be taken for improvement:** The Company is venturing into the digital/online arena for the distribution of financial products and expanding its branch network to mobilize more investments. The Company is also focusing on cost cutting measures.

Expected increase in productivity and profits in measurable terms: Not applicable.



**Other Disclosures / Information:**

The information regarding the term of appointment and the remuneration payable to Mr. Rajiv Bajaj is detailed in the resolution which, if approved by the members shall come into effect from the said date.

The Board recommends the above Special resolution for your approval.

None of the Directors except Mr. Rajiv Bajaj, Mr. Sanjiv Bajaj and Mr. Kuldip Kumar Bajaj are interested in the said resolution. The members of the Company who are interested in the resolution by virtue of being related to said Directors shall not be entitled to vote on the resolution.

**Item No. 2**

Mr. Sanjiv Bajaj was appointed as the Vice Chairman & Managing Director of the Company for a period of five years and his term is due to end on April 30, 2020 and hence needs to be re-appointed for a further term of three years w.e.f May 1, 2020.

Accordingly, approval of the members is required in terms of the applicable provisions contained in the Companies Act, 2013 (“Act”) read with the applicable provisions contained in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“Rules”) and the applicable provisions contained in Schedule V of the said Act.

This explanatory statement together with the accompanying Notice should be treated as an abstract of the terms and memorandum of concern or interest in terms of applicable provisions of the Act.

**Information in terms Section 102(1) of the proviso to Section 196(4) of the Act is set out/detailed herein below:**

1.	The nature of concern or interest, financial or otherwise, if any, in respect of –  every director or manager, if any.  every other key managerial personnel; and relatives of the persons mentioned in sub-clause (i) and (ii)	Mr. Sanjiv Bajaj, Vice Chairman & Managing Director of the Company is interested, for the remuneration as set out in the resolution to be received from the Company. Mr. Rajiv Bajaj, Chairman & Managing Director, is interested being a relative of Mr. Sanjiv Bajaj.  N.A  Mr. Rajiv Bajaj, Chairman & Managing Director of the Company, is related to Mr. Sanjiv Bajaj.
2.	Any other information and facts that may enable members to understand the meaning, scope and implication of the item of	Mr. Sanjiv Bajaj along with his relatives (father, mother, brother, wife and brother’s wife) together hold 99.99% equity shares in the Company.

	business and to take decision thereon	
3.	Details of terms and conditions of appointment, remuneration payable and such other matters including interest of a director or directors in such appointment, if any.	The details have been provided in the resolution and notes to the agenda.

**Additional Information pursuant to Schedule V of the Act is provided herein below for the members:**

Mr. Sanjiv Bajaj, citizen and resident of Republic of India is aged about 47 years. The resolution is being placed before the Board of Directors of the Company for approval in terms of applicable provisions of the Act, the Rules and the Schedule V.

**Information in terms of proviso (iv) read with proviso (iii), Part II, Section II of Schedule V:**

**I. General Information:**

1. Nature of Industry: Financial Services Sector, engaged, inter-alia, in the business of Investment Services and Distribution of financial products.
2. Date or expected date of commencement of commercial production: The Company is into financial/investment services and in operations/business since 1965.
3. Financial Performance based on indicators: None
4. Export performance and net foreign exchange collaborations: None
5. Foreign investments or collaborations, if any: None

**II. Information about the Appointee:**

Sl. No	Particulars	Mr. Sanjiv Bajaj
1.	Background details	<p>Mr. Sanjiv Bajaj, aged 48 years, is the guiding force behind the growth of the Company and the Group, has over 27 years of strategic management, merchant banking, investment services, risk management, insurance planning, project planning &amp; IT experience.</p> <p>With the vast experience behind him, Mr. Bajaj is considered as a visionary business and industry leader in Institutional and Personal Investment Services &amp; Insurance Planning.</p>

2.	Past Remuneration	<p>INR 25,04,506/- per month (Previously INR 25,04,506/- per month)</p> <p>Provident Fund and other statutory contributions, if any, as per Company Rules and subject to applicable laws.</p> <p>Gratuity, if any, at the rate of 15 days salary for each completed year of service.</p> <p>Contribution to New Pension Scheme (NPS) at a rate not exceeding 10% of the basic salary which may be paid either monthly/annually or at any other periodicity</p> <p>Mediclaime and other allowances, if any, as per Company Rules.</p> <p>Such other perquisites, subject to the provisions of the Income Tax Act, 1961, as amended from time to time.</p> <p>Performance Incentive from time to time as per the policy of the Company.</p>
3.	Recognition or awards	Mr. Bajaj has been recognized by various principal companies for his outstanding achievements.
4.	Job profile and suitability	Considering his rich experience in the financial services sector, Mr. Bajaj is best suited for such remuneration.
5.	Remuneration Proposed	As per details in the resolution. <i>There is no revision and the remuneration remain same as the existing salary.</i>
6.	Comparative remuneration profile w.r.t industry, size of company, profile of the position & person	Information about remuneration of Mr. Sanjiv Bajaj vis-à-vis the industry is not available in public domain. Considering the responsibilities being handled and to be handled by Mr. Bajaj in the overall development, growth of the business of the Company and the Group, his remuneration is commensurate with his work experience.
7.	Pecuniary relationship directly or indirectly	Receiving remuneration from the Company. Mr. Sanjiv Bajaj is related to Mr. Rajiv Bajaj.

### **III. Other Information:**

**Reasons for loss or inadequate profits:** The Company, being engaged in investment services and distribution of financial products, works on a very thin margin. Further, fluctuations in the market conditions and regulatory changes also affects the business and thereby the overall profitability.

**Steps taken or proposed to be taken for improvement:** The Company is venturing into the digital/online arena for the distribution of financial products and expanding its branch network to mobilize more investments. The Company is also focusing on cost cutting measures.

**Expected increase in productivity and profits in measurable terms:** Not applicable.

**Other Disclosures / Information:**

The information regarding the term of appointment and the remuneration payable to Mr. Sanjiv Bajaj is detailed in the resolution which, if approved by the members shall come into effect from the said date.

The Board recommends the above Special resolution for your approval.

None of the Directors except Mr. Rajiv Bajaj, Mr. Sanjiv Bajaj and Mr. Kuldip Kumar Bajaj are interested in the said resolution. The members of the Company who are interested in the resolution by virtue of being related to said Directors shall not be entitled to vote on the resolution.

**Item No. 3:**

To have scope for infusion of more capital in the company in future, there shall be requirement of higher Authorised Capital, accordingly it is proposed to increase the authorized share capital of the Company from INR 5,00,00,000/- (Rupees Five Hundred Lakhs Only) to INR 10,00,00,000/- (Rupees Ten Hundred Lakhs Only).

Since, there is alteration in the Authorised Share capital of the company, the Company is required to replace/revise/amend the existing clause of the Memorandum of Association in terms of the provisions contained in Section 13 of the Companies Act, 2013.

The Board of Directors of the Company has approved the same at their meeting held on Thursday, March 26, 2020, subject to the approval of the members of the Company.

Accordingly, approval of the members is sought in terms of Section 13 of the Companies Act, 2013.

Draft of the altered Memorandum of Association of the Company highlighting the changes is attached.

The Board recommends the above resolution for your approval.

None of the Directors is/are interested in the said resolution.

Place: New Delhi  
Date: 24/04/2020

By Order of the Board  
For **Bajaj Capital Limited**

Sanjiv Bajaj  
Director  
DIN: 00011686