

**AGM NOTICE**

Notice is hereby given that the Third Annual General Meeting ("AGM") of the shareholders of Bajaj Finserv Health Limited (the 'Company') will be held on **Monday, 25 July 2022 at 12:45 p.m.** at the Registered Office of the Company at Bajaj Auto Limited Mumbai-Pune Road, Akurdi Pune 411035 to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the financial statements of the Company for the financial year ended 31 March 2022, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of V Rajagopalan (DIN - 02997795), who retires by rotation in terms of section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. Appointment of Khimji Kunverji & Co. LLP, Chartered Accountants, (Firm Registration Number: 105146W/ W100621) as Statutory Auditors and fix their remuneration, by passing the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) re-enactment or variation thereof, for the time being in force) ,Khimji Kunverji & Co. LLP, Chartered Accountants, (Firm Registration Number: 105146W/ W100621) being eligible, be and are hereby appointed as Statutory Auditors of the Company for a period of four years, from the conclusion of this annual general meeting until the conclusion of the seventh annual general meeting of the Company, at a remuneration provided in the statement annexed herewith.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as Board, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to fixing of remuneration payable, determination of roles and responsibilities/scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company."

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

Sd/-

**Uma Shende**  
**Authorised Signatory**  
Pune:25 April 2022

**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.
- 4 Brief details of the director, who is seeking 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 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.
- 6 In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 7 The Company has been maintaining, *inter alia*, the following statutory registers at its Corporate Office at Phoenix Fountainhead, 4th Floor, Nagar Rd Clover Park, Viman Nagar Pune 411014, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
  - i) Register of contracts or arrangements in which directors are interested under Section 189 of the Act, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
  - ii) Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act. on all working days during business hours. The said Register shall also be made available for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.

**STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item no. 2 - Re-appointment of V RAJAGOPALAN ( DIN 02997795)**

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

**Information about the appointee:**

**Brief resume**

V. Rajagopalan is the President (Legal and Taxation) of Bajaj Finserv Ltd. from 2014. Earlier, he was the Vice-President (Legal and Taxation) of Bajaj Finserv Ltd. from 1 January 2009. In his current role, he is spearheading the new business initiatives for the Group in financial services.

In his present role he is responsible for acquisitions & structuring initiatives besides treasury, regulatory and legal oversight at the corporate level for the Group's financial services businesses. He serves as a director on the Board of various Bajaj group companies.

**Major directorships:**

1. Maharashtra Scooters Limited
2. Bajaj Allianz Financial Distributors Limited
3. Bajaj Auto Holdings Limited
4. Bajaj Finserv Health Limited
5. Bajaj Electoral Trust
6. Bajaj Allianz Staffing Solutions Limited
7. Bajaj Finserv Ventures Limited
8. Bajaj Finserv Mutual Fund Trustee Limited

**\*Committee chairmanships and memberships:**

1. Maharashtra Scooters Limited

*\*Chairmanship and membership of audit committee and stakeholder's relationship committee are Considered*

**Shareholding in the Company:** 1 equity share held jointly with Bajaj Finserv Limited.

V Rajagopalan has been associated with the Company as a First director since the incorporation of the Company on 05 July 2019.

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.

He is not related to any Key Managerial Personnel of the Company. Disclosures on the number of Board meetings attended by him is given in the Directors' Report.

None of the Directors or Key Managerial Personnel or their relatives except Shri V Rajagopalan is concerned or interested financially or otherwise in the Company in the item set out in item no. 2 of the Notice.

The Board commends the Ordinary resolution set out in Item No. 2 for approval by shareholders.

**Item no. 3 of the Notice**

Khimji Kunverji & Co. LLP [Registration Noy. (FRN) 105146W/W100621] were appointed as Auditors of the Company at an Extra Ordinary General Meeting held 24 November 2021 to hold office as Auditors from the conclusion of that Extra-Ordinary General Meeting till conclusion of the 3<sup>rd</sup> Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31 March 2022.

As per the provisions of section 139 of the Companies Act, 2013, it is proposed to appoint Khimji Kunverji & Co. LLP, Chartered Accountants as Statutory of the Company to hold office from the conclusion of the 3<sup>rd</sup> Annual General Meeting till the conclusion of 7<sup>th</sup> Annual General Meeting i.e., for a period of 4 consecutive years.

Khimji Kunverji & Co. LLP, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified and that they are not disqualified to be appointed as statutory auditors, in terms of section 143 of the Act.

Khimji Kunverji & Co. LLP, Chartered Accountants will be appointed as the statutory auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the seventh Annual General Meeting on a remuneration, out-of-pocket expenses etc., incurred in connection with the Audit as may be decided by the Board in consultation with the auditors from year to year.

**Brief profile of the Auditors is as under:**

Khimji Kunverji and Co LLP is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No.105146W/W100621. Established in 1936 and led by ten partners, the firm provides a range of services including audit & assurance, taxation, advisory & accounting. The firm has significant experience in providing auditing, taxation & advisory services to banks and other financial services clients.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the Company in the resolution set out in item no. 3 of the Notice.

The Board commends the Ordinary resolution set out in Item No. 3 for approval by shareholders.

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

**Sd/-  
Uma Shende  
Authorised Signatory  
Pune: 25 April 2022**

**ATTENDANCE SLIP**

I hereby record my presence at the Third Annual General Meeting of Bajaj Finserv Health Limited ("the Company") held on **Monday, 25 July 2022 at 12:45 p.m** at the Registered Office of the Company situated at Bajaj Auto Limited Mumbai-Pune road, Akurdi Pune MH 411035 IN

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 **Third 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 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 **Third Annual General Meeting** of the company, to be held on **Monday, 25 July 2022** at **12:45 P.M.** at the Registered Office of the Company situated at Bajaj Auto Limited Mumbai-Pune Road, Akurdi Pune MH 411035 and at any adjournment thereof in respect of such resolution as mentioned in the Notice.

Signed this..... day of..... 2022

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