

BAJAJ HOUSING FINANCE LIMITED

15 May 2023

To,
The Manager,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub: Notice convening Extra-ordinary General Meeting ("EGM")

Pursuant to Regulation 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Notice of Extra-ordinary General Meeting of the Company scheduled to be held at a shorter notice on Friday, 19 May 2023 in compliance with Section 101 of the Companies Act, 2013.

The Notice of EGM is also placed on the website of the Company at <https://www.bajajhousingfinance.in/general-meeting-notices>

Kindly take the same on your record.

Thanking You,
Yours Faithfully,
FOR BAJAJ HOUSING FINANCE LIMITED

ATUL PATNI
COMPANY SECRETARY
Email id : bhflinvestor.service@bajajfinserv.in

Encl: As above
CC: Catalyst Trusteeship Ltd., Pune – Debenture Trustee

BAJAJ HOUSING FINANCE LIMITED

BAJAJ HOUSING FINANCE LIMITED

(CIN: U65910PN2008PLC132228)

Registered office: Bajaj Auto Limited Complex

Mumbai - Pune Road, Akurdi- 411035, Maharashtra,

Email ID: bhflinvestor.service@bajajfinserv.in

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

Tel No.: (020) 7187 8060

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the shareholders of Bajaj Housing Finance Limited will be held at a shorter notice on **Friday, 19 May 2023** at **9.30 a.m.** at the Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014 to transact the following:

SPECIAL BUSINESS:

1. Increase in the Borrowing Powers of the Company and creation of charge/security on the Company's asset

To consider, and if thought fit, to pass the following resolution, with or without modifications, as a **special resolution**:

"RESOLVED THAT in supersession of the special resolution passed by the shareholders at its Annual General Meeting held on 15 June 2022 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deem to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds/commercial papers/Triparty Repo (TREPS) or other debt instruments, with or without security, whether in India or abroad and through acceptance of inter corporate loans (whether in Rupees or in foreign currency), on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the moneys so borrowed together with moneys already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed by the Board shall not exceed the sum of Rs.1,00,000 crore (Rupees One Lakh Crore Only) at any point of time.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of

Corporate Office: Cerebrum IT Park, B2 Building, 5th Floor, Kumar City, Kalyani Nagar,
Pune - 411 014

Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411035

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

Tel: +91 20 71878060

Corporate ID No.: U65910PN2008PLC132228



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the Company, consent of the members be and is hereby accorded to creation by the Board of Directors of the Company (the 'Board') from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favor of the bank(s), financial institution(s), and/or other lender(s), debenture trustee, security trustee as may be agreed by the Board for the purpose of securing repayment of any loans/financial assistance (whether in Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, subject to a maximum amount of Rs. 1,00,000 crore (Rupees One lakh Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

2. Issue of non-convertible debentures through private placement

To consider, and if thought fit, to pass the following resolution, with or without modifications, as a **special resolution**:

"RESOLVED THAT in supersession of the special resolution passed by the shareholders at its Annual General Meeting held on 15 June 2022 and pursuant to sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) to any of the foregoing and other applicable guidelines, directions or laws) and extant RBI and NHB guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deem to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to make offer(s) or an invitation(s) or to issue secured or unsecured non-convertible debentures (NCDs), at face value or such other price as may be permissible under the relevant regulations as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more letter(s) of offer/ disclosure document as may be issued by the Company and in one or more series, during a period of one year commencing from the date of this Extra-ordinary General Meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be provided that the borrowings by way of issue of NCDs to be within the overall limit of borrowing approved by the members of the Company from time to time.



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RESOLVED FURTHER THAT for giving effect to above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to execution of all necessary and required agreements, documents, instruments, writings and papers, and settle all difficulties, doubts and questions that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

3. Appointment of Ms. Jasmine Arish Chaney (DIN: 07082359) as the Independent Director of the Company for a term of five consecutive years w.e.f. 1 April 2023

To consider, and if thought fit, to pass the following resolution, with or without modifications, as a **special resolution**:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the 'Act'), including the Rules made thereunder read with Schedule IV to the Act and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and other applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Jasmine Arish Chaney (DIN: 07082359) who was appointed by the Board of Directors (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), based on the recommendation of Nomination and Remuneration Committee, as an Additional and Independent Director under Section 161(1) of the Act and Articles of Association of the Company, and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years, effective from 1 April 2023.

RESOLVED FURTHER THAT pursuant to the provision of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Ms. Jasmine Arish Chaney be paid such fees and 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 be and is hereby authorised 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. Alteration to the Object Clause of the Memorandum of Association of the Company

To consider, and if thought fit, to pass the following resolution, with or without modifications, as a **special resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder ("the Act"), including any statutory modification(s) or amendment(s) thereto or re-enactment(s)



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thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded for alteration of the Matter/Objects considered necessary for furtherance of the main objects of the Memorandum of Association of the Company by inserting the following new clause after existing sub-clause No. 7 as under:

"Clause 7A - To carry on the business of advertising contractors and agents to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites"

RESOLVED FURTHER THAT for giving effect to above resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to execution of all necessary and required agreements, documents, instruments, writings and papers, and settle all difficulties, doubts and questions that may arise in regard to implementation of the aforesaid resolution, 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 Housing Finance Limited**

Atul Patni
Company Secretary
Membership No.: F10094
Place: Pune
Date: 8 May 2023



BAJAJ HOUSING FINANCE LIMITED

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT 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.
- 2) During the period beginning twenty four hours before the time fixed for 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 a written notice is given to the Company.
- 3) The statement pursuant to section 102(1) of the Companies Act, 2013 (the 'Act') forms part of this notice
- 4) Corporate members are requested to furnish a duly certified copy of board resolution/power of attorney authorizing their representative to attend the extra-ordinary general meeting.
- 5) Members/ proxies are requested to bring the attendance slip/proxy form duly filled and signed in for attending the Meeting. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.
- 6) The Notice of this Meeting is available on the Company's website <https://www.bajajhousingfinance.in/general-meeting-notices>



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item no.1 relating to increase in the Borrowing Powers of the Company and creation of charge/security on the Company's asset

Vide special resolution dated 15 June 2022 passed by the shareholders at its Annual General Meeting, the shareholders of the Company had accorded their consent to the Board of Directors to borrow moneys not exceeding Rs. 75,000 crore (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 ('the Act') and creation of mortgages, charges, liens, hypothecation and/ or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to a limit of Rs. 75,000 crore in terms of Section 180(1)(a) of the Act.

Considering the future business plans of the Company and to meet the funding requirements for the business of the Company for next two financial years, the Board of Directors may need to resort to further borrowings from time to time, inter alia, by way of secured/unsecured Bank Borrowings i.e. term loans/cash credit/ Working Capital Demand Loan/Short Term Loan/ Line of Credit and through Other Borrowings i.e. secured long term non-convertible debentures (NCDs)/unsecured long term NCDs/long term subordinated debts, short term debt including commercial papers, Triparty repo(TREPS) in one or more tranches, inter corporate loans and external commercial borrowings.

These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee.

The Board of Directors, at their meeting held on 24 April 2023 had recommended to members, borrowings in various forms for an aggregate amount not exceeding Rs. 1,00,000 crore. Accordingly, it is proposed to seek approval of the members of the Company for revising the limits of borrowing and creation of charge/security on the Company's assets with respect to borrowing from the existing Rs. 75,000 crore to Rs. 1,00,000 crore (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business).

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 passing of the Special Resolution as set out in item no. 1 of this Notice.



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Item No. 2 relating to issue of non-convertible debentures through private placement

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, external commercial borrowings, issue of debentures (secured or unsecured) and/or other debt instruments, on private placement basis or otherwise. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor etc.

In terms of section 42 of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the 'Companies PAS Rules'), a Company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer subject to a special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures of the Company. In case the proposed amount to be raised through such offer or invitation exceeds the limit specified in 180(1)(c) of the Act, a Company may pass a special resolution once a year for all the offers or invitations to be made for such debentures to be issued during the year.

The Company has sought approval of members by way of a special resolution at its 14th Annual General Meeting. The resolution passed by the members authorizes the Company to issue Non-convertible debentures within the overall borrowing limit for a period of one year from the date of 14th Annual General Meeting viz. 15 June 2022.

It is proposed to seek approval of members by way of a special resolution to authorise the Board to borrow by issue of Non-convertible Debentures on private placement basis, in the ordinary course of its business, during a period of one year commencing from the date of this Extra-ordinary General meeting. Further, the amount to be raised by such issue of Non-Convertible Debentures (NCDs) at all times will be within the overall borrowing limit of Rs. 1,00,000 Crore approved by the members of the Company under section 180(1)(c) of the Act. The members have, presently authorised the Board to borrow up to Rs. 75,000 crore. The actual borrowing through issue of NCDs will be determined by the Board within the overall borrowing limit approved by the members, considering various factors including market conditions, business requirements, etc.

The debentures would be issued either at face value or at a discount or at a premium to the face value, with coupon rate and/or on zero coupon basis, in such manner as may be permissible under the Companies Act, 2013, SEBI Listing Regulations, 2015, RBI Master Directions for HFCs and other applicable provisions. The issue price and rate of interest depends, *inter alia*, on the market rates, tenor and security offered.

In case of secured NCDs, security would primarily be by way of charge on book debts/ loan receivables of the Company, and if required, on the immovable property/(ies) of the Company.

None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing of the Special Resolution as set out in item no. 2 of this Notice.



BAJAJ HOUSING FINANCE LIMITED

Item No. 3 relating to appointment of Ms. Jasmine Arish Chaney (DIN: 07082359) as the Independent Director of the Company

The Board of Directors, at their meeting held on 16 March 2023, subject to approval of shareholders and on the recommendation of the Nomination and Remuneration Committee (NRC) which evaluated the balance of skills, knowledge and experience appointed Ms. Jasmine Arish Chaney as an Additional and Independent Director for a term of 5 (five) consecutive years with effect from 1 April 2023.

Ms. Jasmine Arish Chaney is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ('the Act'). She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and 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 Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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 the SEBI Listing Regulations and is independent of the management.

Further, Ms. Jasmine Arish 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 Arish 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 Arish Chaney for the office of the director. The same has been uploaded on the website and can be accessed at <https://www.bajajhousingfinance.in/general-meeting-notice>

A copy of letter of appointment issued to Ms. Jasmine Arish Chaney setting out the terms and conditions of her appointment will be available for inspection by the Members.

Brief profile and other requisite details including Directorships and Committee positions of Ms. Jasmine Arish Chaney are given in **Annexure - A**.

In terms of Regulation 25(2A) of the SEBI Listing Regulations, a special resolution is required for appointment of an Independent Director. Further, as per Regulation 17(1C) of the SEBI Listing Regulations, appointment of a person on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought at this extra-ordinary general meeting.

None of the Directors or Key Managerial Personnel or their relatives, except Ms. Jasmine Arish 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 special resolution set out at Item No. 3 of the Notice.

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

Corporate Office: Cerebrum IT Park, B2 Building, 5th Floor, Kumar City, Kalyani Nagar,
Pune - 411 014

Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411035
Website: <https://www.bajajhousingfinance.in>

Tel: +91 20 71878060
Corporate ID No.: U65910PN2008PLC132228



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Item no. 4 relating to Alteration to the Object Clause of the Memorandum of Association of the Company

The Company presently offers finance to individuals as well as corporate entities for the purchase and renovation of homes, or commercial spaces across the country. It also provides loans against property for business or personal needs as well as working capital for business expansion purposes. The Company also offers finance to developers engaged in the construction of residential and commercial properties as well as lease rental discounting to developers and high-net-worth individuals.

The management proposes to use infrastructure or office/branch vacant space for displaying publicity material for parties by placement of printed display, sign boards, digital displays including websites, mobile apps, through banner and videos, E-mail and SMS campaigns, events such as loan melas, conference, gatherings etc. or any other mode as mutually agreed by the parties from time to time. The members are therefore requested to approve the proposed alteration to object clause of the Memorandum of Association.

Accordingly, the Board of Directors at its meeting held on 24 April 2023 has approved insertion of new clause as mentioned in the resolution, subject to approval of shareholders.

Further, pursuant to the provision of Section 13 of the Companies Act, 2013, approval of members of the Company by a special resolution is required for any amendment/modification to the Memorandum of Association of the Company. Accordingly, the approval of the members is being sought for alteration to the Object Clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company together with the proposed alterations will be kept open for inspection of the members at the Registered Office and Corporate Office of the Company on all working days i.e. from Monday to Saturday (except second Saturday and holidays) from 10.00 a.m. to 12.30 p.m. and will be available on the website of the Company.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially, or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

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

By order of the Board of Directors
For **Bajaj Housing Finance Limited**


Atul Patni
Company Secretary
Membership No.: F10094
Place: Pune
Date: 8 May 2023



BAJAJ HOUSING FINANCE LIMITED

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA

Annexure A

Ms. Jasmine Arish Chaney

Brief Profile:

Ms. Jasmine Arish 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.

Other information about the appointee as on the date of this notice is as follows:

Particulars	Details
Age	53 years
Qualifications	Commerce graduate - Sydenham College MBA Finance - K.J. Somaiya Institute of Management Studies and Research, Mumbai University
Terms and Conditions of Appointment	Appointed as an Independent Director for a term of five consecutive years with effect from 1 April 2023.
Remuneration proposed to be paid	She will be eligible for payment of sitting fees and commission as decided by Board from time to time.
Remuneration last drawn FY2023	Not Applicable since the Director has been appointed effective 1 April 2023
Date of first appointment on the Board	1 April 2023
Shareholding in the Company	Nil
Relationship with other Directors/ Key Managerial Personnel	She is not related to any of the Directors or Key Managerial Personnel of the Company
Number of meetings of the Board attended during FY2023	Not Applicable
Directorships of other Boards	LF Retail Private Limited
Membership/Chairmanship of Committees of other Boards	None
Nature of expertise in specific functional areas	Management & Governance, Financial Services, Consumer Behaviour, Sales, Marketing and Customer Experience, Understanding of Accounting and Financial Statements, Risk, Assurance and Internal Controls, Regulatory, Public Policy and Economics, Business Transformation & Strategy



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 : U65910PN2008PLC132228
Name of the Company : Bajaj Housing Finance Limited
Registered office : Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411035

Name of the member(s) :

Registered address :

E-mail 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 extraordinary general meeting of the Company, to be held at a shorter notice on **Friday, 19 May 2023** at **9.30 a.m.** at 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:

Item No.	Special Business	For	Against
1	Increase in the Borrowing Powers of the Company and creation of charge/security on the Company's asset		
2	Issue of non-convertible debentures through private placement		
3	Appointment of Ms. Jasmine Arish Chaney (DIN: 07082359) as the Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 1 April 2023		
4	Alteration to the object clause of the Memorandum of Association of the Company		

Signed this_____ day of _____ 2023

Affix revenue
Stamp of
Rs.1

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. 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.
2. Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the members present.

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 Extra-Ordinary General Meeting of the Company held at a shorter notice on **Friday, 19 May 2023 at 9.30 a.m.** at 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.