



## BAJAJ HOUSING FINANCE LIMITED

(CIN: U65910PN2008PLC132228)

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

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

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

Tel No.: (020) 7187 8060

## NOTICE

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting of the members of Bajaj Housing Finance Limited will be held at a shorter notice on **Monday, 24 July 2023 at 9.05 a.m. IST** at Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014 to transact the following:

### ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the financial year ended 31 March 2023, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Atul Jain (DIN: 09561712), 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. Issue of non-convertible debentures through private placement

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

"RESOLVED THAT in supersession of the special resolution passed by the members at its Extraordinary General Meeting held on 19 May 2023 and pursuant to sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') (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 and/or tranches, during a period of one year commencing from the date of this annual 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.

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."

4. Alteration to the Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) and rules made thereunder, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, read with relevant circulars issued by SEBI from time to time, (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), consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by incorporating new article after existing Article 116 of Articles of Association of the Company respectively as under:

Article 116A:

Appointment of Nominee Director by Debenture Trustee

“The Board of Directors shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of Regulation 15(1) of the SEBI (Debenture Trustees) Regulations, 1993 as a Director on the Board. Such appointment of a director shall be in accordance with the provisions of Debenture Trust Deed, provisions of Companies Act, 2013, RBI Regulations, SEBI Regulations and all other applicable provisions of law.”

RESOLVED FURTHER THAT for giving effect to above resolution, the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee thereof, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise its power conferred by this resolution) 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  
For **Bajaj Housing Finance Limited**

Sd/-  
**Atul Patni**  
**Company Secretary**  
Membership No.: F10094  
Pune, 5 July 2023

**NOTES:**

- 1) Pursuant to the provisions of the Act, 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) Brief details of the director, who is being re-appointed, is annexed hereto as per requirements of Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India.
- 5) Documents referred to in the notice and the statement annexed to this notice will be kept open for inspection by the members during the continuance of the AGM.
  - (a) Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Act.
  - (b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
  - (c) Copy of Articles of Association with proposed change.
- 6) The Notice of AGM is available on the Company's website <https://www.bajajhousingfinance.in/annual-reports>
- 7) Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorizing their representative to attend the AGM.
- 8) 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.
- 9) At the AGM, a resolution put to the vote at the meeting shall, unless a poll is demanded under section 109 of the Act shall be decided on a show of hands.
- 10) Tax Deduction at Source ('TDS') in respect of interest on Non-convertible debentures ('NCDs')

Pursuant to the changes introduced by the Finance Act 2023, with effect from 1 April 2023, the exemption provided for TDS under section 193 of the Income Tax Act, 1961 ('IT Act') in respect of interest on NCDs held in dematerialized form and listed on recognized stock exchange has been withdrawn. Accordingly, the Company would be required to deduct TDS in accordance with the provisions of the IT Act on interest payment to the NCD holders who are entitled to be received the interest on NCD held by them on the record date.
- 11) This AGM is held at a shorter notice pursuant to the consent received from not less than ninety five percent of the members entitled to vote at the meeting.

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

### Item no. 3 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 non-convertible debentures (secured or unsecured) and/or other debt securities, 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 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 section 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.

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, for a period of one year commencing from the date of this AGM. 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 ₹ 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 ₹ 1,00,000 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 Act, 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 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. 3 of this Notice.

### Item no. 4 relating to alteration in Articles of Association of the Company

#### Appointment of Nominee Director by Debenture Trustee:

Securities and Exchange Board of India (SEBI) vide its notification dated 2 February 2023 amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 by inserting sub-regulation (6) in Regulation 23, which mandates an issuer to ensure that its AoA require its Board of Directors to appoint a person nominated by Debenture Trustee (DT) upon occurrence of following event of default enumerated in Regulation 15 (1) (e) of the SEBI (Debenture Trustees) Regulations, 1993 viz.,

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

## **BAJAJ HOUSING FINANCE LIMITED**

In order to comply with above requirements, it is proposed to amend the Articles of Association of the Company to empower Debenture Trustees to appoint Nominee Director upon occurrence of any event specified in Regulation 15 (1) (e) of the SEBI (Debenture Trustee) Regulations, 1993. The Company will also include relevant provisions to this effect in the trust deed in line with the aforesaid provisions.

Pursuant to the provisions of section 14 of the Act, approval of members of the company by a special resolution is required for any alteration of the Articles of Association of the company as aforesaid.

Accordingly, the approval of the members is being sought by way of a special resolution.

A draft of the Articles of Association of the Company together with the proposed alterations will be kept open for inspection by 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 other 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  
For **Bajaj Housing Finance Limited**

Sd/-  
**Atul Patni**  
**Company Secretary**  
Membership No.: F10094  
Pune, 5 July 2023

## BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED /RE-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

### Atul Jain

#### Brief Profile:

Atul Jain was appointed as the Managing Director of Bajaj Housing Finance Limited w.e.f. 1 May 2022. He was with Bajaj Finance Limited (BFL) for over 16 years prior to moving as CEO of Bajaj Housing Finance Ltd (BHFL) in April 2018. He has been instrumental in shaping the organization to deliver multi-fold asset growth over the past 5 years coupled with a risk-averse approach and helped the organization to navigate seamlessly through major industry crisis over the past years.

Atul Jain started his career in Investment Banking and later moved to retail finance. He was at the helm of the Collections team over 11 years at BFL as Chief Collection Officer, 4 years as President- Rural Lending & Collections and 2 years as Enterprise Risk Officer for Bajaj Finance Limited. He is an MBA in Finance and has over 30 years of rich work experience in the financial sector.

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

Particulars	Details
Age	52 years
Qualifications	MBA Finance
Terms and Conditions of Appointment	Appointed as Managing Director for a term of five years with effect from 1 May 2022.
Remuneration proposed to be paid	In line with the Company's remuneration policy and as approved by the members in his capacity as Managing Director. He is not liable for any sitting fees and commission payable to Non-Executive Directors
Remuneration last drawn FY2023	₹ 10.05 crore*
Date of first appointment on the Board	1 May 2022
Shareholding in the Company	100 shares jointly with Bajaj Finance Limited
Relationship with other Directors/ Key Managerial Personnel	He is not related to any of the Directors or Key Managerial Personnel of the Company
Number of meetings of the Board attended during FY2023	5
Directorships of other Boards	None
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, Real Estate, Technology and Innovation, Understanding of Accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public Policy and economics, Human Resource, Business Transformation & Strategy

\*excluding the fair value of ESOPs granted by Bajaj Finance Limited, the holding company and Bajaj Finserv Limited, the ultimate holding company for FY2023.

Atul Jain, Managing Director is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Further, he is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013.



## 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, Maharashtra  
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 Annual General Meeting of the Company, to be held at a shorter notice on **Monday, 24 July 2023 at 9.05 a.m. IST** at Bajaj Finserv Corporate Office, off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Ordinary Business	For	Against
1	To consider and adopt the financial statements of the Company for the financial year ended 31 March 2023, together with the Directors' and Auditors' Reports thereon.		
2	To appoint a director in place of Atul Jain (DIN: 09561712), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.		
<b>Special Business</b>			
3	Issue of non-convertible debentures through private placement		
4	Alteration to the Articles of Association of the Company		

Signed this ..... day of ..... 2023



Signature of member

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 Annual General Meeting of the Company held at a shorter notice on **Monday, 24 July 2023 at 9.05 a.m. IST** at Bajaj Finserv Corporate Office, off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014, Maharashtra.

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.

