

BAJAJ HOUSING FINANCE LIMITED

Bajaj Housing Finance Limited

CIN: U65910PN2008PLC132228

Regd. Office: Bajaj Auto Limited Complex,
Mumbai-Pune Road, Akurdi
Pune - 411 035.

Email ID: vijay.r@bajajfinserv.in

Website: <https://www.bajajfinserv.in/corporate-bajaj-housing-finance-limited-bhfl>

Phone: (020) 30186403

Fax: (020) 30186364

AGM NOTICE

Notice is hereby given that the eleventh annual general meeting of the members of Bajaj Housing Finance Limited will be held on **Thursday, 18 July 2019 at 9.00 a.m.** at 6th Floor, 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 standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019 together with Directors' and the Auditors' reports thereon.
2. To appoint a director in place of Sanjivnayan Rahulkumar Bajaj (DIN 00014615), 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, with or without modifications, as a special resolution:

“RESOLVED THAT pursuant to section 42 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to statutory and regulatory requirements, if any, and approval of regulatory or any other authority, if and to the extent applicable and subject to such conditions as may be prescribed by such authority while granting any such approval and/or consent, as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board in this regard), approval of the members be and is hereby given to the Board to make offer(s) or invitation(s) to the eligible person(s) to subscribe to the non-convertible debentures issued by the Company on private placement basis within the overall borrowing limits approved by the members from time to time under section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer, invite and allot non-convertible debentures in one or more offering(s), to eligible investor(s), as permitted by applicable statutes and regulations from time to time, by way of circulation of the private

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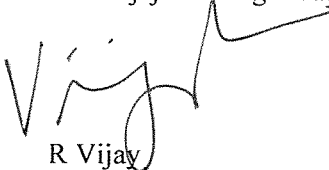
placement offer document or otherwise, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

RESOLVED FURTHER THAT approval of the Company be and is hereby given to all offers or invitations to subscribe to the non-convertible debentures issued by the Company for a period of one year commencing from 18 July 2019.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do all such acts, deeds and things as it, in its absolute discretion, may deem necessary or desirable in connection with creating, issuing, offering, inviting and allotting the non-convertible debentures, and to give effect to this resolution, including, without limitation, the following:

- (i) approve, finalise and execute any offer document including private placement offer document and to approve and finalise any term sheets in this regard;
- (ii) finalise the basis of allotment of the non-convertible debentures; and
- (iii) settle any issues, questions, difficulties or doubts that may arise.”

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



R Vijay
Company Secretary
Membership No.: A18244

Pune: 6 May 2019

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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. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF 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) 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 seeking re-appointment are annexed hereto as per requirements of the Act.
- 5) Documents referred to in the notice and the statement annexed to this notice will be kept open for inspection by the members at the registered office as well as corporate office ext. (5th Floor, Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune- 411014) from Monday to Friday during 10.00 a.m. to 12.30 p.m. except holidays, up to the date of the annual general meeting (AGM) and also at the AGM.
The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are available on the Company's website <https://www.bajajfinserv.in/housing-investor-relation-annual-reports>
- 6) The following statutory registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Act as specified below from Monday to Friday during 10.00 a.m. to 12.30 p.m. except holidays:
 - (a) Register of contracts or arrangements in which directors are interested under Section 301 of the erstwhile Companies Act, 1956 and 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' shareholdings under section 307 of the erstwhile Companies Act, 1956 and Register of directors and key managerial personnel and their shareholding under section 170 of the Act.The aforesaid registers shall be kept open for inspection at the AGM by any person entitled to attend the meeting.
- 7) Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorising their representative to attend the AGM.

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- 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. In case of joint holders attending the meeting, only such holders whose name appears first in the order of names will be entitled to vote at the meeting.

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ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO THE ACT

Item No.2 relating to re-appointment of Sanjivnayan Rahul Kumar Bajaj (DIN 00014615)

Brief Resume:

Sanjivnayan Rahul Kumar Bajaj, born on 2 November 1969, is a non-executive director of the Company. He has a Bachelor's degree in Engineering (Mechanical) with distinction from the University of Pune, a M.Sc (Manufacturing Systems Engineering) with distinction from the University of Warwick, U.K. and a Master's degree in Business Administration from Harvard Business School, U.S.A. He is the Vice Chairman of Bajaj Finance Limited and also the Managing Director of Bajaj Finserv Limited and Bajaj Holdings & Investments Limited, the ultimate holding company of the Bajaj Group. He is a member of the International Advisory Board of Allianz SE and International Technology Advisory Panel of the Monetary Authority of Singapore.

Other information about the appointee:

Sanjivnayan Rahul Kumar Bajaj is not related to any of the directors or key managerial personnel of the Company. He holds 100 shares jointly with Bajaj Finance Limited in the Company. Further, he is not disqualified from being appointed as a director in terms of section 164 of the Act.

He was first appointed on the Board of the Company on 22 January 2018. During FY2019, Sanjivnayan Rahul Kumar Bajaj attended all five Board meetings of the Company. During FY2019, he was not paid remuneration. He may be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company, as per remuneration policy of the Company.

His directorships/committee positions are as under:

MAJOR DIRECTORSHIPS:

1. Bajaj Allianz General Insurance Co Ltd.
2. Bajaj Allianz Life Insurance Co. Ltd.
3. Bajaj Auto Ltd.
4. Bajaj Auto Holdings Ltd.
5. Bajaj Holdings & Investment Ltd.
6. Bajaj Housing Finance Ltd.
7. Bajaj Finance Ltd.
8. Bajaj Finserv Ltd.
9. Jeewan Ltd.
10. Maharashtra Scooters Ltd

*CHAIRMANSHIP/MEMBERSHIP OF THE COMMITTEES:

| Sr. No | Name of Company | Name of Committee | Chairman/Member |
|--------|--|-------------------------------------|-----------------|
| 1 | Bajaj Finserv Limited | Stakeholders Relationship Committee | Member |
| 2 | Maharashtra Scooters Ltd | Stakeholders Relationship Committee | Member |
| 3 | Bajaj Allianz General Insurance Co Ltd | Audit Committee | Member |
| 4 | Bajaj Allianz Life Insurance Co. Ltd. | Audit Committee | Member |

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| Sr. No | Name of Company | Name of Committee | Chairman/Member |
|--------|-------------------------------|-------------------------------------|-----------------|
| 5 | Bajaj Finance Limited | Audit Committee | Member |
| 6 | Bajaj Finance Limited | Stakeholders Relationship Committee | Member |
| 7 | Bajaj Housing Finance Limited | Audit Committee | Member |

* Chairmanship and membership of audit committee and stakeholders relationship committee are considered.

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

The Board recommends item no. 2 for consideration and approval of the members.



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STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT:

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 debentures (secured or unsecured)/bonds 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.

As per 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 with a previous special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures of the Company on private placement basis. In case of non-convertible debentures (NCDs) where 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 during the year.

In terms of section 180(1)(c) of the Act, the shareholders have authorised the Board to borrow up to ₹ 35,000 crore. Pursuant to the said authority, the Board of Directors, at their meeting held on 7 March 2019, approved borrowings in various forms for an aggregate amount not exceeding ₹ 30,000 crore. The proposed issue of NCDs will be within the aforesaid Board approved borrowing limits as may be decided by the Board from time to time.

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. The issue price and rate of interest depends, *inter alia*, on the market rates, tenor and security. The debentures will be issued on private placement basis in accordance with the provisions of the Act and SEBI electronic book provider platform guidelines.

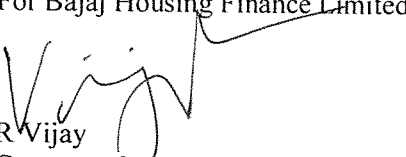
In case of secured NCDs, security proposed to be offered would be by way of mortgage over the identified immovable property(s) of the Company and, additionally by way of hypothecation over the book debts and loan receivables of the Company.

Approval of the members is, therefore, sought under section 42 of the Act read with Rule 14 of the Companies PAS Rules, by way of a special resolution for making offer(s) or invitation(s) to eligible persons to subscribe to the non-convertible debentures of the Company on private placement basis for a period of one year commencing from 18 July 2019.

None of the directors, key managerial personnel of the Company and their relatives are, directly or indirectly concerned or interested, financially or otherwise in this resolution, 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. 3 of this notice.

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


R Vijay
Company Secretary
Membership No.: A18244

Pune: 6 May 2019

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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 :

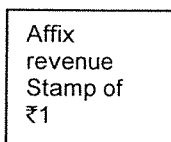
I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- (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 eleventh annual general meeting of the Company, to be held on the **Thursday, 18 July 2019 at 9.00 a.m.** at 6th Floor, Bajaj Finserv Corporate Office, Off Pune - Ahmednagar Road, Viman Nagar, Pune - 411014 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item No. | Ordinary business | For | Against |
|----------|---|-----|---------|
| | Ordinary business: | | |
| 1 | Adoption of standalone financial statements for the year ended 31 March 2019 together with Directors' and Auditors' Reports thereon | | |
| 2 | Re-appointment of Shri Sanjivnayan Rahulkumar Bajaj, Director, who retires by rotation | | |
| | Special business: | | |
| 3 | Issue of non-convertible debentures through private placement | | |

Signed this ____ day of _____ 2019



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 of the Company, not less than 48 hours before the 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.

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