

# BAJAJ HOUSING FINANCE LIMITED

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the shareholders of Bajaj Housing Finance Limited (the 'Company') will be held, at a shorter notice, on 22 October 2019 at 9.00 a.m. at the Registered Office of the Company at Bajaj Auto Limited Complex, Mumbai- Pune Road, Akurdi-411035 to transact the following special businesses:

### 1. Amend the Object Clause of Memorandum of Association:

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

“RESOLVED THAT pursuant to the provision of section 13 and other applicable provisions, if any of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules, 2014, consent of members be and is hereby accorded to alter object clause of the Memorandum of Association by deleting the words “*or in any part of the world*” from the sub-clause 18 of Clause III (B) (i.e. Object Clause).

RESOLVED FURTHER THAT subsequent to the aforesaid deletion, the sub-clause 18 of the Object Clause of the Memorandum of Association of the Company be read as under:

*18. To establish branches, offices and appoint agents, dealers, selling agents, representatives in India for or in connection with the business of the Company.*

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby authorized to do all such acts, deeds and things as may be required in this connection.”

### 2. Re-appointment of Shri Rajeev Jain as Managing Director for a term of 3 years:

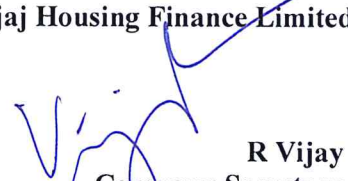
To consider, and if thought fit, to pass, the following resolution, with or without modifications, as special resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 read with Schedule V, rules and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for re-appointment of Shri Rajeev Jain as the Managing Director of the Company for a period of 3 years commencing 10 November 2019 till 9 November 2022 on NIL remuneration.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds and things as may be required in this connection.”



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

  
R Vijay  
Company Secretary  
Email id:- [vijay.r@bajajfinserv.in](mailto:vijay.r@bajajfinserv.in)

Place: Pune  
Date: 21 October 2019

**NOTES:**

1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 AT ANY TIME BEFORE COMMENCEMENT OF THE MEETING.

2) During the period 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 written notice is given to the Company.

3) The statement pursuant to section 102(1) of the Companies Act, 2013 for the above items of business is annexed to this notice.

4) Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.

5) Members/ proxies are requested to bring the attendance slip/proxy form duly filled, stamped and signed in for attending the Meeting. Proxies are requested to bring their ID proof at the meeting for identification.

**ANNEXURE TO THE NOTICE:  
Statement pursuant to section 102(1) of the Companies Act, 2013**

**Item no. 1 relating to Change in Object Clause of Memorandum of Association**

Sub-clause 18 of Clause III (B) of the MOA of the Company states as under:

*18.To establish branches, offices and appoint agents, dealers, selling agents, representatives in India or in any part of the world for or in connection with the business of the Company.*

NHB restricts housing finance companies to open branch office outside India. Accordingly, with a view to align the provisions of the MOA with the said restriction, it is proposed to omit reference of the phrase “or in any part of the world” from sub-clause 18 of clause III (B) of the MOA.

Subsequent to the deletion, the amended clause 18 would read as follows:

*18.To establish branches, offices and appoint agents, dealers, selling agents, representatives in India for or in connection with the business of the Company.*

The Board recommends passing of the special resolution as set out in item no. 1 of this notice.

None of the directors or key managerial personnel of the Company and their relatives are concerned or interested except to the extent of their shareholding, if any, in the Company.

**Item no. 2 Re-appointment of Shri Rajeev Jain as Managing Director for a term of 3 years:**

The Board, at its meeting held on 10 November 2014, had appointed Shri Rajeev Jain, Director as Managing Director of the Company for a term of five consecutive years w.e.f. 10 November 2014. Subsequently, the shareholders at their meeting held on 22 July 2015 had approved the said appointment. The first term of Shri Rajeev Jain as Managing Director will be ending on 9 November 2019.

It is proposed to consider the re-appointment Shri Rajeev Jain as Managing Director for a second term of 3 years from 10 November 2019 at NIL remuneration.

**Brief Resume:**

Rajeev Jain (born on 06 September 1970), is the Managing Director of our Company. He has charted an ambitious growth path for the company. The cumulative experience at GE, American Express and AIG has helped him change the course of Bajaj Finance Limited, holding company, and put it on a high growth path. Rajeev was earlier with American International Group as a Deputy CEO of its Consumer Finance business. At AIG, he was responsible for building the strategic framework for AIG Consumer business entry in India, created a holding company and acquired two non-banking finance companies to establish a base for AIG in the Indian market.

Before that, he was with American Express where he spent more than eight years. During this period he did various roles across various products like credit cards, personal and business loans etc. At the time of leaving American Express, he was the Head of Personal and Small Business Lending in India. Rajeev is a Management graduate from T A Pai Management Institute, Manipal with a Bachelor's Degree in Commerce.

**LIST OF DIRECTORSHIPS:**

1. Bajaj Finance Limited
2. Bajaj Housing Finance Limited

The Board recommends passing of the special resolution as set out in item no. 2 of this notice.

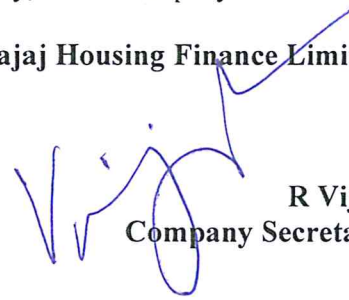
Shri Rajeev Jain shall be deemed to be concerned/interested in the said resolution.

Save as provided above, none of the directors or key managerial personnel, or their relatives are concerned or interested except to the extent of their shareholding, if any, in the Company.

Place: Pune  
Date: 21 October 2019



**For Bajaj Housing Finance Limited**

  
**R Vijay**  
**Company Secretary**

**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: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held at a shorter notice on Tuesday, 22 October 2019 at 9.00 a.m. at the Registered Office of the Company at Bajaj Auto Limited Complex, Mumbai- Pune Road, Akurdi- 411035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Special Business
1	Amend the Object Clause of Memorandum of Association
2	Reappointment of Shri Rajeev Jain as Managing Director for a term of 3 years

Signed this \_\_\_\_ day of \_\_\_\_\_ 2019

Affix  
revenue  
Stamp of  
₹1

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, 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.

## 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 Tuesday, 22 October 2019 at 9.00 a.m. at the Registered Office of the Company at Bajaj Auto Limited Complex, Mumbai- Pune Road, Akurdi- 411035.

\_\_\_\_\_  
Full name of proxy (in case of proxy)  
holder/proxy

\_\_\_\_\_  
Signature of first

\_\_\_\_\_  
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