

BAJAJ HOUSING FINANCE LIMITED

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 Tuesday, 18 January 2022 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 authorised share capital:

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

“RESOLVED THAT pursuant to clause 9 of Article of Association of the Company and sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the shareholders be and is hereby accorded for increasing the authorized share capital of the Company Rs. 60,000,000,000/- (Rupees Six Thousand Crore) divided into 6,000,000,000 equity shares of face value of Rs. 10 to Rs. 80,000,000,000/- (Rupees Eight Thousand Crore) divided into 8,000,000,000 equity shares of face value of Rs. 10/-

RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Company be and is hereby substituted by the following:

The authorised share capital of the Company is Rs. 80,000,000,000/- (Rupees Eight Thousand Crore) divided into 8,000,000,000 equity shares of face value of Rs. 10/- (Rupees Ten). The Company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions permitted by Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.


RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, 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 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 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.”

Place: Pune

Date: 17 January 2022



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


R Vijay
Company Secretary

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. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY AT ANY TIME BEFORE THE 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 a written notice is given to the Company.
- 3) The statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
- 4) Corporate members are requested to furnish a 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 the purpose of identification.
- 6) The Notice of this Meeting is available on the company's website <https://www.bajajhousingfinance.in/general-meeting-notice>



BAJAJ HOUSING FINANCE LIMITED

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

Increase in Authorised Share Capital of the Company

Presently, the Authorised Share Capital of the Company is Rs. 6000 crore divided into 600 crore equity shares of face value of Rs. 10 each.

In order to meet its current and future business objectives, it is proposed to shore up the capital base of the Company. Accordingly, it is proposed to increase the authorized share capital of the Company from the existing Rs. 6000 crore to Rs. 8000 crore divided into 800 crore equity shares of face value of Rs. 10 each so as to facilitate the Company to issue further shares in the mode permissible under Companies Act and as determined by the Board of Directors.

Pursuant to the increase in the authorised share capital, Clause V of the Memorandum of Association (MOA) also requires amendment with the approval of the members.

A copy of the MOA incorporating the proposed amendment will be kept open for inspection by members at the Registered Office and Corporate Office Ext. of the Company, up to the date of the meeting and also at the meeting.

As per Section 61 of the Companies Act, 2013, a company may by way of an ordinary resolution increase its authorised share capital by such amount as deemed fit. The Board of Directors considering the business requirements deem it necessary for enhancement of authorised share capital and recommend passing of the Ordinary Resolution set out in item 1 of the notice.

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



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


**R Vijay
Company Secretary**

**Place: Pune
Date: 17 January 2022**

BAJAJ HOUSING FINANCE LIMITED

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 Extra-Ordinary General Meeting of the Company, to be held at a shorter notice on Tuesday, 18 January 2022 at 9.0 a.m. at the at the 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:

	Special Business
1.	Increase in authorised share capital

Signed this ___ day of ___ January 2022

Affix
revenue
Stamp of
Rs. 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 corporate 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.

Corporate Office: 5th Floor, B2 Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune 411014
Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411035
Email id:- vijay.r@bajajfinserv.in
Website:- <https://www.bajajhousingfinance.in/>

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

BAJAJ HOUSING FINANCE LIMITED

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, 18 January 2022 at 9.30 a.m. at the at the 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.