



## BAJAJ HOUSING FINANCE LTD.

CIN: L65910PN2008PLC132228

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

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

Email ID: [bhflinvestor.service@bajajhousing.co.in](mailto:bhflinvestor.service@bajajhousing.co.in)

Tel: (020) 7187 8060

### POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the 'Management Rules'), Secretarial Standard on General Meetings (the 'SS-2') issued by Institute of Companies Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), thereof for the time being in force and General Circular No. 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs (the 'MCA') read along with other prior connected circulars issued by the MCA in this regard (the 'MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), THAT the Special Resolution set out below is proposed to be passed by the members by way of Postal Ballot by voting through electronic means (remote e-voting) only.

**1. Appointment of Shri Ajay Kumar Choudhary (DIN: 09498080) as an Independent Director for a term of five consecutive years with effect from 1 March 2026:**

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 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 Regulations 17(1C)(a) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and other applicable provisions of the SEBI Listing Regulations, subject to relevant circulars issued by the Reserve Bank of India ('RBI') and Insurance Regulatory and Development Authority of India ('IRDAI') from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Shri Ajay Kumar Choudhary (DIN: 09498080) 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 Director in the capacity of an Independent Director under Section 161(1) of the Act and Articles of Association of the Company, with effect from 1 March 2026 and in respect of whom, a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, with effect from 1 March 2026 up to 28 February 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and regulation 17(6) of SEBI Listing Regulations, Shri Ajay Kumar Choudhary (DIN:09498080) be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Key Managerial Personnel be and are hereby severally 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 and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution."

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

Sd/-  
**Atul Patni**  
**Company Secretary**  
Membership No.: F10094

Place: Pune  
Date: 02 February 2026

#### NOTES:

1. Statement pertaining to the resolution setting out the material facts, as required under Section 102 of the Act, Secretarial Standard on General Meetings ('SS-2'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') is annexed to this Notice.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or the Registrar to an Issue and Share Transfer Agent ('RTA') or with the depository(ies)/depository participants and whose names appear in the register of Members/ list of beneficial owners as on the Cut-off date i.e., Friday, 06 March 2026. The Notice is available on the website of the Company at <https://www.bajajhousingfinance.in/general-meeting-and-postal-ballot-notices>, website of E-voting service provider i.e., KFin Technologies Limited ('KFin' or 'Kfintech') at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)). All the Members of the Company, as on the Cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the Cut-off date shall treat this notice for information purpose only. In this notice, the term Member(s) or shareholder(s) are used interchangeably.
3. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company hereby requests all its Members to register their email address, if not yet registered, by following the instructions mentioned under Note no. 7 to enable the Company to provide all communications through email.

4. Further, as required under regulation 36(3) of the SEBI Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the Director, who is being proposed to be appointed is annexed hereto.
5. The Board of Directors at its meeting held on 02 February 2026 have appointed Sachin Bhagwat, Practicing Company Secretary (ACS No. 10189, CP No. 6029) as the 'Scrutiniser' to scrutinise the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. The e-voting shall commence on Friday, 13 March 2026 at 9.00 a.m. (IST) and end on Saturday, 11 April 2026 at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter and voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares as on the Cut-off date, i.e., Friday, 06 March 2026, may cast their vote by electronic means in the manner given in Note no. 9. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Securities and Exchange Board of India ('SEBI') has mandated that any service request from Members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details i.e. address, email id, contact number, bank account details, etc. (Form ISR-1), specimen signature (Form ISR-2) and choice of nomination (Form

SH-13 / Form ISR-3). Members are requested to send requests in the prescribed Forms duly filled and signed along with the documents as specified therein.

The said Forms are available on the website of the Company at <https://www.bajajhousingfinance.in/investor-relations-investor-request-forms> and on the website of the RTA i.e. KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Members have an option to submit the said Forms in person at any of the branches of KFin, details of which are available at <https://www.kfintech.com/contact-us/> or submit e-signed Forms online

along with requisite documents by accessing the link <https://ris.kfintech.com/clientservices/isc/default.aspx#> or physical forms can be sent through post at following address:

KFin Technologies Ltd.  
Unit: Bajaj Housing Finance Ltd.  
Selenium Building, Tower-B, Plot No. 31 & 32,  
Financial District, Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy, Telangana-500 032  
Toll free no.: 1800 309 4001

Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with the respective depository participants ('DPs').

8. The Scrutiniser shall, after conclusion of the voting period, submit his report, within prescribed timelines, to the Chairman or any person so authorised by him, who shall countersign the same and declare the results thereof. Results of the voting will be declared by placing the same along with the Scrutiniser's report on the Company's website at <https://www.bajajhousingfinance.in/general-meeting-and-postal-ballot-notice> and on the website of KFin at <https://evoting.kfintech.com/> and shall also be communicated to the stock exchanges within two working days from last date of voting, i.e., on or before Wednesday, 15 April 2026 at or about 5:00 pm (IST) and the outcome will be made available at the registered office as well as at the corporate office of the Company. Subject to receipt of requisite number of votes, the resolution mentioned in the Notice shall be deemed to be passed on Saturday, 11 April 2026 i.e., last day of the e-voting period.
9. The details of the process and manner for remote e-voting are explained herein below:

**I. Login method for remote e-voting for individual shareholders holding securities in demat mode:**

Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026 pertaining to "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories /DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in the e-voting process.

Shareholders are advised to update their mobile number and email address with their DPs to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

| Type of Shareholder                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual shareholders holding securities in demat mode with NSDL | <p><b>A. User already registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Open web browser and type the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the '<b>Beneficial Owner</b>' icon under '<b>Login</b>' which is available under '<b>IDeAS</b>' section.</li> <li>A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-</li> </ol> |

| Type of Shareholder                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                    | <p>voting services. Click on <b>'Access to e-voting'</b> under e-voting services and you will be able to see e-voting page.</p> <p>3. Click on options available against Company name or e-voting service provider - <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</p> <p><b>B. User not registered for IDeAS e-Services:</b></p> <p>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select <b>'Register Online for IDeAS'</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <p>1. Visit the e-voting website of NSDL. Open web browser and type the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the <b>'Login'</b> icon, available under the <b>'Shareholder/Member'</b> section.</p> <p>2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>3. Click on options available against Company name or e-</p> <p>4. voting service provider - <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</p> <p><b>D. NSDL Speede</b></p> <p>Shareholders/Members can also download NSDL Mobile App <b>'NSDL Speede'</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| Individual shareholders holding securities in demat mode with CDSL | <p><b>A. Existing users who have opted for Easi/Easiest:</b></p> <p>1. Open web browser and type: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on login icon and select New System Myeasi</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

| Type of Shareholder                                                                                       | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-----------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                           | <p>2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.</p> <p>3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on <b>KFintech</b> to cast your vote.</p> <p><b>B. User not opted for Easi/Easiest:</b></p> <p>Option to register for Easi/Easiest is available at <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a>, proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <p>1. The user can directly access e-voting page by providing Demat Account Number and PAN from a link in <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a>. The system will authenticate the user by sending OTP on registered Mobile and e-mail ID as recorded in the demat Account.</p> <p>2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., <b>KFintech</b>.</p> |
| Individual Shareholders (holding securities in demat mode) logging through their depository participants. | <p>1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.</p> <p>2. Once you click on e-voting option, you will be redirected to NSDL/ CDSL website after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

**Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID or Forget Password option available at respective websites.**

**Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:**

| Members facing any technical issue - NSDL                                                                                                                                                            | Members facing any technical issue - CDSL                                                                                                                                                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: (022) - 4886 7000 | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 1800 22 55 33 |

## **II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

- i. Initial password will be provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. Upon successful login, the system will prompt you to select the EVENT i.e., Bajaj Housing Finance Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date Friday, 06 March 2026 will appear.

If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at [sbhagwatcs@yahoo.co.in](mailto:sbhagwatcs@yahoo.co.in) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BHFL\_EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free No. 1800 309 4001.

In case of a Member who hold shares and who had not registered their email ID, as on the cut-off date i.e. Friday, 06 March 2026, may participate in the e-voting by registering their email id by following instructions mentioned at Note no. 7. Post registration, such Member may request for User ID and password for e-voting by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) / [evoting@kfintech.com](mailto:evoting@kfintech.com) through his/her registered email id to obtain the same.

10. Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, KFin at [mohsin.mohd@kfintech.com](mailto:mohsin.mohd@kfintech.com) / [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or Ganesh Temkar, Senior Unit Manager-Secretarial at [bhflinvestor.service@bajajhousing.co.in](mailto:bhflinvestor.service@bajajhousing.co.in) or at (020) 7187 8060.

11. Further, as part of our initiative to enhance the investor experience, a Senior Citizens investor cell has been newly formed by our RTA of the Company viz., KFINTECH to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries.

The special cell shall closely monitor the complaints coming from Senior Citizens through this channel and handholding them at every stage of processing till closure of the grievance.

The Senior Citizens wishing to avail this service can send the communication to the email ID i.e. [senior.citizen@kfintech.com](mailto:senior.citizen@kfintech.com) and copy to [bhflinvestor.service@bajajhousing.co.in](mailto:bhflinvestor.service@bajajhousing.co.in)

Alternatively, they may contact our Toll-free number: 1800 309 4006 dedicated for Senior Citizens for any query or information.

## **ANNEXURE TO THE NOTICE**

### **STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013, INFORMATION AS REQUIRED UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

#### **Item No.: 1**

##### **Brief Profile of Shri Ajay Kumar Choudhary:**

Shri Ajay Kumar Choudhary is a distinguished central banker with an illustrious career spanning over three decades at the Reserve Bank of India (RBI). He concluded his dedicated service to the institution as its Executive Director in October 2023. Shri Choudhary has a proven track record and accomplishments in the domain of Banking Regulation, Supervision, FinTech and Payments and Settlement Systems areas in various capacities.

Shri Choudhary is presently a Non-Executive Chairman of the Board and Independent Director of National Payments Corporation of India (NPCI) and its subsidiaries. He acts as senior advisor to some other firms.

In his multifaceted role at the RBI, Shri Choudhary expertly navigated various responsibilities, including overseeing banking regulation and supervision, currency management, payments and settlement and other critical functions both at the Central Office and Regional Offices. His leadership also extended to key departments such as the FinTech Department and Risk Monitoring Department. Notably, he spearheaded the RBI's developmental and innovative initiatives in critical areas such as the Implementation of Central Bank Digital Currency (CBDC), formulation of a strategic approach towards Crypto Assets, potential regulatory guardrails concerning Fin-Techs, operationalization of Tech-Sprint and regulatory sandboxes, RBI Innovation Hub, and comprehensive oversight over all facets of Fin-Techs. One of Shri Choudhary's significant achievements was his pivotal role in the implementation of platform on frictionless credit (now known as ULI), showcasing his forward-thinking approach to fostering innovation within the financial sector.

Shri Choudhary represented the RBI in different international groups and forums. He headed RBI team for successful conduct of Regulatory Consistency Assessment Program (RCAP) of India conducted by BCBS and was also part of international teams for RCAP and other assignments in different jurisdictions. He also served as Director of Supervision of Bank of Mauritius at Mauritius, with the responsibility for regulation and supervision of Banks, Non -Bank Deposit Taking Institutions and Forex Dealers.

Shri Choudhary's published papers inter-alia included papers on the subject of Countercyclical capital buffers, Capital requirement for sovereign assets, Default experience of Credit Rating Agencies in India, Corporate Insolvency regime and its implications for the Indian Banking system.

##### **Rationale and Recommendation of the Board:**

Considering his qualifications, extensive knowledge, and rich experience in banking regulation, supervision, and FinTech, and with a view to broad-basing the Board with professionals from diverse fields, the Board of Directors, at its meeting held on 02 February 2026, upon the recommendation of the Nomination and Remuneration Committee ('NRC'), appointed Shri Ajay Kumar Choudhary (DIN: 09498080) as an Additional Director (Independent), not liable to retire by rotation, with effect from 1 March 2026. He shall hold office as an Independent Director for a term of five consecutive years, commencing from 1 March 2026 to 28 February 2031 (both days inclusive). The Board is of the view that Shri Ajay Kumar Choudhary is person of integrity, and his association would be of immense benefit and value to the Company.

Shri Choudhary also holds an Independent Directorship in Truhome Finance Limited ('TFL'), an HFC primarily into affordable housing segment. Considering the scale and size of the Company and TFL, no conflict of interest is foreseen on account of this directorship. Also, the Company's exposure to affordable housing segment is limited.

Shri Choudhary is not disqualified from being appointed as a director in terms of section 164 of the Act. Shri Choudhary has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as a director of the Company. Further, Shri Choudhary is not on the Board of more than three NBFCs (NBFC-ML or NBFC-UL).

The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, provided in section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and meets the Fit and Proper criteria prescribed by the Reserve Bank of India ('RBI') and other applicable guidelines/circulars issued from time to time.

In the opinion of the Board, Shri Ajay Kumar Choudhary fulfils the conditions as specified in the Act read with the rules made thereunder and SEBI Listing Regulations and is independent of the Management.

Accordingly, the Board recommends his appointment as an Independent Director to the members.

#### Other Information:

| Particulars                                                                                                           | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age                                                                                                                   | 62 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Qualification                                                                                                         | <p>Shri Ajay Kumar Choudhary completed his Master's degree in physics from Delhi University.</p> <p>He is a Certified Associate of Indian Institute of Banking and Finance (CAIIB).</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Experience                                                                                                            | As per the brief profile.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Skills and capabilities required for the role and the manner in which the independent director meets the requirements | <p>NRC has identified following necessary skills required to assist the Board with diversified perspective which, inter-alia, includes:</p> <ul style="list-style-type: none"> <li>• In-depth understanding of the financial service industry;</li> <li>• Regulatory and operational aspects;</li> <li>• Capability in identifying and executing technology-driven transformations; and</li> <li>• Reviewing risk management systems, providing guidance on impact of regulatory policies.</li> </ul> <p>NRC then mapped capabilities required of an Independent Director to fulfil the above role:</p> <ul style="list-style-type: none"> <li>• Expertise in risk management;</li> <li>• In-depth knowledge of the financial services industry;</li> <li>• Technological proficiency and driving innovation;</li> <li>• Leadership experience in Management and Governance; and</li> <li>• Specialization in financial regulations.</li> </ul> <p>Considering the profile and experience of Shri Ajay Kumar Choudhary, the NRC and the Board are of the view that he meets the above skills and capabilities.</p> |

| Terms and conditions of appointment                                              | <a href="https://www.bajajhousingfinance.in/documents/37350/53075/BHFL+Draft+Appointment+letter+of+ID.pdf">https://www.bajajhousingfinance.in/documents/37350/53075/BHFL+Draft+Appointment+letter+of+ID.pdf</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |               |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|-------------|--|------------|---------|---------------|-------------|-----------------|----------------------------------------|---|--|-------------------------|--|---|-----------------------|--|---|------------------------------------|--|---|-------|-------------------------|---|--|----------------------------------------|--|---|-----------------------------|--|---|-------------------------------------|--|---|----------------------------|--|---|------------------------------------|--|---|----------------------------|-------------------------|---|--|-----------------------------|-------------------------|---|--|----------------------------------------|--|---|------------------------------------|--|---|
| Remuneration last drawn, if applicable                                           | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |               |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Remuneration proposed to be paid                                                 | He will be eligible for payment of sitting fees and commission as decided by the Board from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |               |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Date of first appointment on the Board                                           | 01 March 2026                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |               |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Shareholding in the Company                                                      | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |               |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Relationship with other Directors /Key Managerial Personnel of the Company       | He is not related to any Director or Key Managerial Personnel of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |               |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Number of meetings of the Board                                                  | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |               |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Directorships in listed Companies and other directorships as on 02 February 2026 | <b>Listed Companies:</b><br>1. Aurionpro Solutions Limited<br>2. Bajaj Finance Limited<br><br><b>Unlisted Companies:</b><br>1. NPCI BHIM Services Limited<br>2. NPCI Bharat Billpay Limited<br>3. National Payments Corporation of India<br>4. NPCI International Payments Limited<br>5. NPCI Tech Solutions Limited<br>6. ACER Credit Rating Private Limited<br>7. Truhome Finance Limited<br>8. Credavenue Private Limited<br>9. Aassma Solutions Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |               |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Resignation during past 3 years from listed Companies                            | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |               |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Membership/Chairmanship of Committees of other boards                            | <table><tr><th>Committees</th><th>Company</th><th>Chairmans hip</th><th>Members hip</th></tr><tr><td rowspan="4">Risk Management</td><td>National Payments Corporation of India</td><td>✓</td><td></td></tr><tr><td>Truhome Finance Limited</td><td></td><td>✓</td></tr><tr><td>Bajaj Finance Limited</td><td></td><td>✓</td></tr><tr><td>ACER Credit Rating Private Limited</td><td></td><td>✓</td></tr><tr><td rowspan="6">Audit</td><td>Truhome Finance Limited</td><td>✓</td><td></td></tr><tr><td>National Payments Corporation of India</td><td></td><td>✓</td></tr><tr><td>NPCI Bharat BillPay Limited</td><td></td><td>✓</td></tr><tr><td>NPCI International Payments Limited</td><td></td><td>✓</td></tr><tr><td>NPCI BHIM Services Limited</td><td></td><td>✓</td></tr><tr><td>ACER Credit Rating Private Limited</td><td></td><td>✓</td></tr><tr><td>Stakeholders' Relationship</td><td>Truhome Finance Limited</td><td>✓</td><td></td></tr><tr><td rowspan="3">Nomination and Remuneration</td><td>Truhome Finance Limited</td><td>✓</td><td></td></tr><tr><td>National Payments Corporation of India</td><td></td><td>✓</td></tr><tr><td>ACER Credit Rating Private Limited</td><td></td><td>✓</td></tr></table> |               |             |  | Committees | Company | Chairmans hip | Members hip | Risk Management | National Payments Corporation of India | ✓ |  | Truhome Finance Limited |  | ✓ | Bajaj Finance Limited |  | ✓ | ACER Credit Rating Private Limited |  | ✓ | Audit | Truhome Finance Limited | ✓ |  | National Payments Corporation of India |  | ✓ | NPCI Bharat BillPay Limited |  | ✓ | NPCI International Payments Limited |  | ✓ | NPCI BHIM Services Limited |  | ✓ | ACER Credit Rating Private Limited |  | ✓ | Stakeholders' Relationship | Truhome Finance Limited | ✓ |  | Nomination and Remuneration | Truhome Finance Limited | ✓ |  | National Payments Corporation of India |  | ✓ | ACER Credit Rating Private Limited |  | ✓ |
| Committees                                                                       | Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Chairmans hip | Members hip |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Risk Management                                                                  | National Payments Corporation of India                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | ✓             |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | Truhome Finance Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | Bajaj Finance Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | ACER Credit Rating Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Audit                                                                            | Truhome Finance Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | ✓             |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | National Payments Corporation of India                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | NPCI Bharat BillPay Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | NPCI International Payments Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | NPCI BHIM Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | ACER Credit Rating Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Stakeholders' Relationship                                                       | Truhome Finance Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | ✓             |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
| Nomination and Remuneration                                                      | Truhome Finance Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | ✓             |             |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | National Payments Corporation of India                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |
|                                                                                  | ACER Credit Rating Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |               | ✓           |  |            |         |               |             |                 |                                        |   |  |                         |  |   |                       |  |   |                                    |  |   |       |                         |   |  |                                        |  |   |                             |  |   |                                     |  |   |                            |  |   |                                    |  |   |                            |                         |   |  |                             |                         |   |  |                                        |  |   |                                    |  |   |

|                                                  |                                    |                                                                                                                                                                                                                                                                       |   |   |
|--------------------------------------------------|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|
|                                                  | Committee of Independent Directors | National Payments Corporation of India                                                                                                                                                                                                                                | ✓ |   |
|                                                  |                                    | NPCI Bharat BillPay Limited                                                                                                                                                                                                                                           | ✓ |   |
|                                                  |                                    | NPCI International Payments Limited                                                                                                                                                                                                                                   | ✓ |   |
|                                                  |                                    | NPCI BHIM Services Limited                                                                                                                                                                                                                                            | ✓ |   |
|                                                  | IT Strategy                        | Bajaj Finance Limited                                                                                                                                                                                                                                                 |   | ✓ |
|                                                  | Rating Sub-Committee (RSC)         | ACER Credit Rating Private Limited                                                                                                                                                                                                                                    | ✓ |   |
|                                                  | IPO Committee                      | TruHome Finance Limited                                                                                                                                                                                                                                               |   | ✓ |
| Nature of expertise in specific functional areas |                                    | Management and Governance, Financial Services, Technology and Innovation, Understanding of Accounting and Financial Statements, Risk, Assurance and Internal Controls, Regulatory, Public Policy and Economics, Human Resource, Business Transformation and Strategy. |   |   |

A generic copy of letter of appointment setting out the terms and conditions is available for inspection by the Members on the website of the Company at <https://www.bajajhousingfinance.in/documents/37350/53075/BHFL+Draft+Appointment+letter+of+ID.pdf>

#### Interest of Directors and KMP:

Shri Ajay Kumar Choudhary, being the appointee is deemed to be interested in this item of business.

Save and except above, no other Director/Key Managerial Personnel and/or their relatives, 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 passing of the special resolution as set out in item no. 1 of the Notice for approval by members.

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

Sd/-  
**Atul Patni**  
**Company Secretary**  
Membership No.: F10094

Place: Pune  
Date: 02 February 2026