

7 April 2025

To, The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE Code: 544252	To, The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra - Kurla Complex, Bandra (East) Mumbai - 400 051 NSE Code: BAJAJHFL - EQ
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Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot (including remote e-voting)

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice dated 19 March 2025 ('Notice'), which is being sent to the Members through electronic mode, today, i.e., on 7 April 2025, for seeking approval on following items of special business:

Sr. No.	Particulars	Resolution type
1.	To approve continuation of Directorship of Shri Anami N Roy (DIN: 01361110) as an Independent Director beyond the age of 75 years in his current tenure	Special
2.	Re-appointment of Shri Anami N Roy (DIN: 01361110) as an Independent Director of the Company for a second term of three consecutive years w.e.f. 19 May 2025	Special

In accordance with circulars issued by Ministry of Corporate Affairs (MCA) from time to time, the Notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., KFin Technologies Limited ('KFin')/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, 28 March 2025. The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address.

As per the provisions of the MCA circulars, shareholders can vote only through e-voting process. The Notice containing e-voting instructions and other necessary details is being made available on the website of the Company at <https://www.bajajhousingfinance.in/general-meeting-and-postal-ballot-notices> under the dropdown 'Postal Ballot FY2026' and on the website of e-voting service provider i.e., KFin Technologies Limited at <https://evoting.kfintech.com>.

BAJAJ HOUSING FINANCE LIMITED

www.bajajhousingfinance.in

The e-voting period will commence from Tuesday, 8 April 2025 at 9.00 a.m. (IST) and end on Wednesday, 7 May 2025 at 5.00 p.m. (IST).

We request you to kindly take this on record.

Thanking you,

Yours Faithfully,

For **Bajaj Housing Finance Limited**

Atul Patni

Company Secretary

Email id:- bhflinvestor.service@bajajhousing.co.in

Encl.: As above

Cc: Catalyst Trusteeship Ltd., Pune (Debenture Trustee)

BAJAJ HOUSING FINANCE LIMITED

www.bajajhousingfinance.in

Corporate Office: 5th Floor, B2 Building, Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune 411014, Maharashtra

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

Corporate Identity Number (CIN): L65910PN2008PLC132228

Tel: +91 20718 78060 | **Email:** bhflwecare@bajajhousing.co.in





BAJAJ HOUSING FINANCE LIMITED

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

Tel: (020) 7187 8060

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 20 and 22 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and General Circular dated 19 September 2024 issued by the Ministry of Corporate Affairs (the 'MCA') from time to time read along with other connected circulars issued from time to time 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), the items of special business as set out in this Notice are proposed for consideration by the Members of Bajaj Housing Finance Limited (the 'Company') for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

Item No. 1:

To approve continuation of Directorship of Shri Anami N Roy (DIN: 01361110) as an Independent Director beyond the age of 75 years in his current tenure

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/Regulation(s) made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), consent of the Members be and is hereby accorded for continuation of Directorship of Shri Anami N Roy (DIN: 01361110), as an Independent

Director of the Company from the day he attains the age of 75 years i.e., 15 May 2025 till the expiry of his current term i.e., 18 May 2025 on the same terms and conditions as approved by the Members vide their resolution dated 15 July 2020.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors (which expression shall include or deemed to include any committee of the Board thereof constituted or to be constituted) be and is hereby authorised 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.”

Item No. 2:

Re-appointment of Shri Anami N Roy (DIN: 01361110) as an Independent Director of the Company for a second term of three consecutive years w.e.f. 19 May 2025:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 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) 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 and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Shri Anami N Roy (DIN: 01361110), as an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of the Director, as an Independent Director, not liable to retire by rotation, to hold office for a second term of three consecutive years i.e., from 19 May 2025 up to 18 May 2028.

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 the SEBI Listing Regulations, Shri Anami N Roy, be paid such fees and remuneration and profit-related commission as the Board of Directors 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, the Board of Directors (which expression shall include or deemed to include any committee of the Board thereof constituted or to be constituted) be and is hereby authorised 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: 19 March 2025

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 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, 28 March 2025. The Notice is available on the website of the Company at <https://www.bajajhousingfinance.in/general-meeting-and-postal-ballot-notice>, 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) and BSE Limited (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. 8 to enable the Company to provide all communications through email.

4. In accordance with the MCA Circulars, the relevant documents referred to in this Postal Ballot notice will be made accessible for inspection through electronic mode. Members who wish to inspect are requested to send an e-mail to bhflinvestor.service@bajajhousing.co.in mentioning their name, Folio No./Client ID and DP ID, with a self-attested copy of their PAN card attached to the e-mail.
5. 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 appointed is annexed hereto.
6. The Board of Directors at its meeting held on 19 March 2025 have appointed Shyamprasad D Limaye, Practicing Company Secretary (FCS No. 1587, CP No. 572) 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.
7. The e-voting shall commence on Tuesday, 8 April 2025 at 9.00 a.m. (IST) and end on Wednesday, 7 May 2025 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, 28 March 2025, may cast their vote by electronic means in the manner given in Note no. 10. 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.

8. The 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 Technologies Limited ("KFin") at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Members have an option to submit the aforesaid 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').

9. 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-notices> 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 Friday, 9 May 2025 at or about 5:00 p.m. (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(s) mentioned in the Notice shall be deemed to be passed on Wednesday, 7 May 2025 i.e., last day of the e-voting period.

10. 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. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 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 in order 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>A. User already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. <p>B. User not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the 'Login' icon, available under the 'Shareholder/Member' section. 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.

Type of Shareholder	Login Method
	<p>3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</p> <p>D. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<p>A. Existing user who has opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Open web browser and type: https://www.cdslindia.com/ and click on login icon and select New System Myeasi 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. 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 KFintech to cast your vote. <p>B. User not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at https://www.cdslindia.com/, proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile and e-mail ID as recorded in the demat Account. 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., KFintech.

Type of Shareholder	Login Method
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 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. 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. 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.

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 evoting@nsdl.co.in or call at toll free no.: (022) - 4886 7000 and (022) - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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:

- Initial password will be provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- 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.
- After entering the correct details, click on LOGIN.
- 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, 28 March 2025 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 cssdlimaye@gmail.com 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, 28 March 2025, may participate in the e-voting by registering their email id by following instructions mentioned at Note no. 8. Post registration, such Member may request for User ID and password for e-voting by sending an email to einward.ris@kfintech.com / evoting@kfintech.com through his/her registered email id to obtain the same.

- 11. Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, Kfin at mohsin.mohd@kfintech.com / einward.ris@kfintech.com or Atul Patni, Company Secretary at bhflinvestor.service@bajajhousing.co.in or at (020) 7187 8060.
- 12. Further, as part of our initiative to enhance the investor experience, a Senior Citizens investor cell has been newly formed by our Registrar and Share Transfer Agent 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, senior.citizen@kfintech.com and copy to bhflinvestor.service@bajajhousing.co.in

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

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT, SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), REGULATION 36(3) OF THE SEBI LISTING REGULATIONS:

Item Nos. 1 and 2:

The Members at their 12th Annual General Meeting held on Wednesday, 15 July 2020, had appointed Shri Anami N Roy as an Independent Director of the Company for a term of five consecutive years from 19 May 2020 up to 18 May 2025, pursuant to provisions of the Act and the SEBI Listing Regulations.

In terms of Regulation 17(1A) of SEBI Listing Regulations, consent of the members by way of special resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years. Further pursuant to the provisions of Section 149(10) of the Companies Act, 2013 ('the Act') and SEBI Listing Regulations, an Independent Director shall hold office for a term up to 5 consecutive years on the board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Members. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the SEBI Listing Regulations, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation.

Shri Anami N Roy will attain the age of 75 years on 15 May 2025 and approval of the Members will be required for continuation of his directorship from the day he attains the age of 75 years till expiry of his current term i.e., till 18 May 2025 as well as for his re-appointment for a second term of three (3) year effective from 19 May 2025 till 18 May 2028.

Shri Anami N Roy is not disqualified from being appointed as a director in terms of Section 164 of the Act. He 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 Director of the Company.

The Company has received requisite declaration from Shri Anami N Roy that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI Listing Regulations and that he meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines/circulars issued from time to time. After assessing the same, the Board is of the opinion that Shri Anami N Roy fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management and also meets the Fit and Proper criteria as specified by the RBI guidelines.

During his tenure as an Independent Director, the Board has assessed the performance of the Independent Directors, inter alia, on the basis of attendance, participation, integrity, openness to ideas, perspectives and opinions, independent views and judgement. Basis the same, Shri Anami N Roy has consistently received favourable recommendation for him to continue as an Independent Director on the Board of the Company, in terms of the provisions of the Act and SEBI Listing Regulations.

While considering the re-appointment, the Board took into account his in-depth Board and governance experience across various sectors, exceptional attendance record displaying his consistent time commitment towards Board and Committee meetings and significant contribution to the deliberations thereat and consistent excellent rating received for his performance during his tenure as an Independent Director. The Board on the recommendation of Nomination and Remuneration Committee is of the opinion that Shri Anami N Roy is a person of integrity and possesses relevant expertise and experience (including the proficiency) and will be able to provide the commitment of time and efforts required.

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends to the shareholders, continuation of directorship of Shri Anami N Roy as an Independent Director of the Company from the day he attains the age of 75 years till expiry of his current term i.e., till 18 May 2025 and the re-appointment as an Independent Director, not liable to retire by rotation, for a second term of three consecutive years w.e.f. 19 May 2025 up to 18 May 2028.

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/appointment_letter_-_independent_director.pdf from the date of dispatch of this Notice up to the last day of e-voting.

Brief profile and other requisite information of Shri Anami N Roy, pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and SS-2, as on the date of Notice, are given in **Annexure – A**.

None of the Directors or Key Managerial Personnel or their relatives, except Shri Anami N Roy, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any in the Company in the Special Resolution set out at Item Nos. 1 and 2 of the Notice.

The Board of Directors, based on the recommendation of the Nomination, and Remuneration Committee, considers the re-appointment of Shri Anami N Roy as an Independent Director in the interest of the Company and recommends the Special Resolution set out at Item Nos. 1 and 2 of the Notice for approval of the Members.

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

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

Place: Pune
Date: 19 March 2025

Details as per Secretarial Standard - 2 and Regulation 36(3) of the SEBI Listing Regulations:

Annexure A

Brief Profile of Shri Anami N Roy is as follows:

Shri Anami N Roy is a distinguished former civil servant, having served in the Indian Police Service in Maharashtra and Government of India for over 38 years. He held a wide variety of assignments both in Maharashtra and under the Central Government including Commissioner of Police, Aurangabad, Pune and Mumbai. He retired as Director General of Police, Maharashtra.

While in service, he headed the operations of the elite Special Protection Group, looking after the proximate security of the Prime Minister, former PMs and their families. Known popularly as the 'People's Commissioner', he set up many citizen-friendly schemes and systems to resolve and fulfil people's problems and expectations like Citizen Facilitation Centres, Mumbai Police Infoline, Elderline, Slum Police Panchayat, etc.

Shri Anami N Roy was appointed by the President of India as Advisor to Governor of combined state of Andhra Pradesh and Telangana in 2014 when the state was under President's rule. During this period, he performed the role of Minister of 16 different departments of the state government including Home, Industry and Mining, Housing, Health, Medical Education, etc.

Post-retirement, Shri Anami N Roy is engaged in the social/non-profit sector. He runs a not-for-profit company, Vandana Foundation, to support the livelihoods of the poorest of poor in urban and rural areas.

Other information about the Director(s) seeking re-appointment as on the date of this Notice is as follows:

Sr. No.	Particulars	Details
1.	Name of Director	Anami N Roy
2.	DIN	01361110
3.	Date of Birth	15 May 1950
4.	Age	74 Years
5.	Date of first appointment on the Board	19 May 2020
6.	Qualifications	M.A. (Ancient History, University of Allahabad)
7.	Expertise in specific functional areas	Management & Governance, Financial Services, Real Estate, Understanding of Accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public Policy and Economics and Human Resource
8.	Skills and capabilities required for the role and the manner in which the Independent Director meets the requirements	<p>Nomination and Remuneration Committee (NRC), inter alia, have identified Expertise in Management & Governance, in-depth understanding of financial management, operation control and legal framework, expertise in risk assurance and internal controls, regulatory, economics and human resource functions as the skills and capabilities required for the role.</p> <p>Considering the profile and experience of Shri Anami N Roy, the NRC and the Board is of the view that he meets the above skills and capabilities.</p>
9.	Terms and conditions of appointment/re-appointment	https://www.bajajhousingfinance.in/documents/37350/53075/appointment_letter_-_independent_director.pdf
10.	Details of remuneration last drawn	<p>Rs. 36,00,000/- as commission (FY2024) and Rs. 27,00,000/- as sitting fees. (FY2025)</p> <p>(The Commission for Financial Year is paid to the Directors after the adoption of financial statements by the members at the AGM.)</p>
11.	Details of remuneration sought to be paid	He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
12.	Experience	As per the profile given above.
13.	Directorships in listed Companies and other directorships (as on the date of notice)	<p>Listed:</p> <ol style="list-style-type: none"> 1. Bajaj Finance Limited 2. Bajaj Finserv Limited 3. Bajaj Auto Limited 4. Siemens Limited 5. Glaxosmithkline Pharmaceuticals Limited <p>Others:</p> <ol style="list-style-type: none"> 1. Good Host Spaces Private Limited 2. Vandana Foundation

14.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	He ceased to be an Independent Director of Bajaj Holdings and Investment Limited upon completion of his first term on 31 March 2024.
15.	Number of Board meetings Attended	During FY2025, he attended nine out of ten Board meetings held till the date of this Notice.
16.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.
17.	Shareholding in the Company as on the date of the Notice	Nil

Membership/Chairmanship of Committees of other Boards - Shri Anami N Roy (as on the date of notice)		
Name of the Committee	Chairmanship	Membership
Audit	Bajaj Auto Limited	Bajaj Finserv Limited
	Bajaj Finance Limited	Siemens Limited
Corporate Social Responsibility	-	Glaxosmithkline Pharmaceuticals Limited
		Bajaj Finserv Limited
Nomination & Remuneration	Glaxosmithkline Pharmaceuticals Limited	Siemens Limited
	Bajaj Finserv Limited	Bajaj Finance Limited
Risk Management	Bajaj Auto Limited	Bajaj Finance Limited
Strategic Investment	-	Bajaj Finserv Limited
		Bajaj Finance Limited
Review Committee for Wilful Defaulters' Identification	-	Bajaj Finance Limited
Special Committee for Monitoring and Follow-up of cases of frauds	Bajaj Finance Limited	-