



BAJAJ HOUSING FINANCE LIMITED

(CIN: L65910PN2008PLC132228)

Registered Office: Bajaj Auto Limited Complex
Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra
Corporate Office: 5th Floor, B2 Cerebrum IT Park,
Kumar City, Kalyani Nagar, Pune - 411014, Maharashtra
Email ID: bhfinvestor.service@bajajhousing.co.in
Website: <https://www.bajajhousingfinance.in>
Tel No.: (020) 7187 8060

NOTICE OF 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the members of Bajaj Housing Finance Limited ('BHFL' or the 'Company') will be held on **Wednesday, 23 July 2025 at 3:45 p.m. IST** at Hotel Hyatt Regency, Opposite Weikfield IT Citi Info Park, Nagar Road, Viman Nagar, Pune - 411 014 (hereinafter referred to as 'AGM') to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Atul Jain (DIN: 09561712), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint M/s DVD & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years.

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

"RESOLVED THAT pursuant to the provisions of regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015'), as amended and other applicable laws, if any, and the relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors of the Company, M/s DVD & Associates, (PR No. 1164/2021), Practicing Company Secretaries (Firm Registration Number: S2016MH35900D), be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the aforesaid period, at such fees, plus applicable taxes and other out-of-pocket expenses as stated in the statement annexed herewith.

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.

RESOLVED FURTHER THAT any Key Managerial Personnel of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

4. Issue of non-convertible debentures through private placement.

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

“RESOLVED THAT pursuant to sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) to any of the foregoing and other applicable guidelines, directions or laws) and extant RBI and NHB guidelines, Memorandum of Association and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall deem to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers conferred by this resolution) to make offer(s) or an invitation(s) or to issue non-convertible debentures (‘NCDs’), at face value or such other price as may be permissible under the relevant regulations as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more letter(s) of offer/ disclosure document as may be issued by the Company and in one or more series, during a period of one year commencing from the date of this annual general meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be provided that the borrowings by way of issue of NCDs to be within the overall limit of borrowing approved by the members of the Company 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 including but not limited to execution of all necessary and required agreements, documents, instruments, writings and papers 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.

RESOLVED FURTHER THAT any Key Managerial Personnel of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

5. Approval of material related party transactions between the Company and Bajaj Finance Limited.

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations, 2015’), applicable provisions of the Companies Act, 2013 (‘Act’) read with the rules made thereunder, Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 (‘SEBI Master Circular’) and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Materiality of & Dealing with Related Party Transactions and based on the approval of the Audit Committee, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with arrangements / contracts / agreements / transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Bajaj Finance Limited (‘BFL’) being a related party of the Company, for an aggregate amount not exceeding ₹ 12,612 crore, for the period, from the date of 17th Annual General Meeting up to the date of 18th Annual General Meeting (both days inclusive), (hereinafter referred to as ‘RPT period’), as set out in the statement annexed to this notice, provided that such arrangement(s)/contract(s)/agreement(s) /transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

BAJAJ HOUSING FINANCE LIMITED

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.

RESOLVED FURTHER THAT any Key Managerial Personnel of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

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

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

Date: 30 April 2025
Place: Pune

NOTES

Proxy related information:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OR AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING. IN THIS NOTICE, THE TERM MEMBER(S) OR SHAREHOLDER(S) ARE USED INTERCHANGEABLY.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged between 9:00 a.m. to 6:00 p.m. provided not less than 3 days' written notice is given to the Company.

SEBI mandate on KYC Compliance:

3. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the KYC details. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update:
 - a. PAN, KYC details and nomination (Form SH-13 or Form ISR-3 for opting out of nomination).
 - b. E-mail address to receive communication through electronic means.

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 KFin at <https://ris.kfintech.com/client-services/isc/isrforms.aspx>

Members have an option to submit duly filled Form ISR-1 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 form online along with requisite documents by accessing the link <https://kprism.kfintech.com/> or the original copy of physical forms can be sent through post or courier at following address:

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

SEBI has also released a Frequently Asked Questions ('FAQs') in respect of various service request. The copy of said FAQs is hosted on Company's website at <https://www.bajajhousingfinance.in/investor-relations-sebi-circular>.

4. Members holding shares in dematerialised mode, who have not registered/updated their KYC details are requested to register/update the same with the respective DPs.

Inspection of documents:

5. Documents referred in this notice and the statement annexed to this notice to be considered at this Annual General Meeting will be kept open for inspection by the members at the registered office as well as at the corporate office of the Company from Monday to Saturday during 10:00 a.m. to 12:30 p.m., except holidays, up to the date of the AGM and also at the AGM. The following registers and certificate shall remain open for inspection as per the period specified above and be accessible to any member during the continuance of the meeting:
 - a. Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
 - c. Certificate from Secretarial Auditor of the Company certifying that the Employee Stock Option Scheme, 2024 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Instructions for members/proxies:

6. Members/proxies are requested to bring the attendance slip duly filled and signed along with the identity proof at the meeting for the purpose of identification.
7. Members attending in person at the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
8. Route map for directions to the venue of the meeting is provided in this notice and is also available on the website of the Company <https://www.bajajhousingfinance.in/annual-reports>.
9. In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote at the meeting.
10. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
11. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Wednesday, 16 July 2025 (end of day), such member may obtain the user ID and password from KFin by sending request on evoting@kfintech.com from registered e-mail ID. In case the e-mail ID is not registered, such members are requested to register/update the same with the respective depository participants.

General Information:

12. A statement setting out material facts pursuant to the provisions of section 102 of the Act, in respect of special businesses stated at item nos. 3, 4 and 5 is annexed hereto.
13. Institutional/Corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutiniser by e-mail through its registered e-mail address to sbhagwatcs@yahoo.co.in.
14. 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/re-appointed is annexed hereto. Details as per regulation 36(5) of the SEBI Listing Regulations in respect of appointment of secretarial auditors is also annexed to the extent applicable.
15. Sections 101 and 136 of the Act read with the rules made thereunder, permit the listed companies to send the Notice of AGM and the Annual Report, including financial statements, Directors' Report, etc., by electronic mode. The Company is accordingly forwarding the soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective depository participants or with KFin. The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are also available on the Company's website <https://www.bajajhousingfinance.in/annual-reports>, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and on the website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx>.

16. For more details on shareholders' matters, please refer to the chapter on 'General Shareholder Information', included in the Annual Report.
17. Members may reach out at the contact details mentioned below for addressing e-voting related grievances:
 Mr. Mohd. Mohsin Uddin, Senior Manager, KFin Technologies Limited
 Unit: Bajaj Housing Finance Limited
 Selenium Building, Tower-B,
 Plot No 31 & 32, Financial District,
 Nanakramguda, Serilingampally,
 Hyderabad, Rangareddi
 Telangana-500 032.
 Toll free no.: 1800 309 4001,
 E-mail ID: einward.ris@kfintech.com
18. The Board of Directors have appointed Sachin Bhagwat, Practicing Company Secretary (ACS No. 10189 CP No. 6029) as the Scrutiniser to the e-voting process and voting at the AGM in a fair and transparent manner.
19. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.
20. The results declared along with the scrutiniser's report shall be placed on the Company's website at <https://www.bajajhousingfinance.in/annual-reports> and on the website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx> and shall also be communicated to the stock exchanges.

E-voting related instructions:

A. Voting through electronic means:

- i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the AGM.
- ii. The members, whose names appear in the Register of members/list of Beneficial Owners as on Wednesday, 16 July 2025 (end of day), being the cut-off date fixed for determining voting rights of members who are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- iii. Members can cast their vote through remote e-voting from Saturday, 19 July 2025 (9:00 a.m.) till Tuesday, 22 July 2025 (5:00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall forthwith be blocked.
- iv. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- v. Alternatively, members holding securities in physical mode and are KYC compliant, may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write to KFin at evoting@kfintech.com from their registered e-mail ID.
- vi. The details of the process and manner for remote e-voting are explained hereinbelow:

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 providing “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/registered Depository Participants (‘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 e-voting process.

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.nsd.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> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com/ Select ‘Register Online for IDeAS’ Portal or click at https://eservices.nsd.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>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.nsd.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. 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>D. NSDL Speede: Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on



Type of Shareholder	Login Method
Individual shareholders holding securities in demat mode with CDSL	<p>A. Existing user who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Open web browser and type: https://www.cdslindia.com/ and click on login icon and select New System Myeasi. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 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: 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"> 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. 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.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 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. 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. 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 / 1800 1020 990	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 2109 911

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:

- Members who have registered their e-mail ID, initial password will be provided in the body of the email and members whose e-mail ID is not registered, a letter containing the web-link of the 17th Annual Report and Notice of AGM is being dispatched containing the login credentials for remote e-voting.
- 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 i.e., Wednesday, 16 July 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 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.

B. Voting facility at AGM:

- i. In addition to the remote e-voting facility as described above, the Company has made voting facility available at the venue of the AGM through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes through remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.

21. Live Webcast of AGM:

Pursuant to regulation 44(6) of the SEBI Listing Regulations, as amended, the Company is providing facility of one-way live webcast of the proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the e-voting website of KFin at <https://emeetings.kfintech.com/> using their secure login credentials, provided for e-voting or using the registered mobile number and OTP option.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE ACT ALONG WITH INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS, 2015 AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')

Item No. 3: To appoint M/s DVD & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years.

Pursuant to the amended Regulation 24A of the SEBI Listing Regulations, 2015, every Listed Company based on the recommendation of the Board of Directors shall appoint or re-appoint, with the approval of its shareholders in its Annual General Meeting:

- i). An individual as Secretarial Auditor for not more than one term of five consecutive years or;
- ii). Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Accordingly, the Board of Directors at its meeting held on 23 April 2025, recommended the appointment of M/s DVD & Associates, (PR No. 1164/2021), Practicing Company Secretaries (Firm Registration Number: S2016MH35900D) as Secretarial Auditor of the Company for a term of five consecutive years to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the period commencing from FY 2025-26 till FY 2029-2030, for approval of shareholders at its ensuing Annual General Meeting.

M/s DVD & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. M/s DVD & Associates have further confirmed that they have not incurred any disqualification and are eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of SEBI Listing Regulations, 2015, provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

Other information:

Particulars	Details
Proposed audit fee payable to auditors	The fees proposed for the secretarial audit is ₹ 3,50,000/- per annum (excluding applicable taxes) (inclusive of Corporate Governance Certificate, Annual Secretarial Compliance Report and Certification for non-disqualification of directors) for the first three years of engagement and thereafter, be subject to revision not exceeding 15% on mutually agreeable terms by the Board and Secretarial Auditor for the remainder period of two years. The said fees shall exclude statutory certification fees, reimbursements and other outlays. The fees proposed are based on knowledge, expertise, industry experience, time and efforts required to conduct the secretarial audit effectively.
Terms of appointment	The Secretarial Auditor would be appointed for period of five consecutive years commencing from FY 2025-26 till FY 2029-30.
Material changes in fee payable and rationale thereof	With the listing of the Company and consequently with the applicability of enhanced regulations, the scope of work and responsibilities assigned to the Secretarial Auditor (proposed for appointment) have increased. Accordingly, the fees payable to proposed secretarial auditor has been increased viz-a-viz outgoing secretarial auditor. The audit fees paid to outgoing auditor for FY2025 was ₹ 1,75,000/-.
Basis of recommendation and auditor credentials	While recommending M/s DVD & Associates for appointment, the Board evaluated its clientele, technical expertise, team size and eligibility criteria prescribed under SEBI Listing Regulations 2015. Profile: M/s DVD & Associates is a proprietary firm of CS Devendra V Deshpande and is in practice since 2004. He was president of Institute of Company Secretaries of India for the year 2022. Presently, he is the Chairman of Professional Skill Enhancement Board and Director of ICSI – International ADR (Alternate Dispute Resolution) Centre. He specialises in Audit Assurance, Mergers and Corporate Law advisory.

None of the directors/key managerial personnel of the Company and their relatives are concerned or interested in this resolution.

The Board recommends passing of the Ordinary Resolution as set out in item No. 3 of this Notice for the approval of members.

Item No. 4: Issue of non-convertible debentures through private placement.

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, issue of non-convertible debentures whether secured or unsecured, listed or unlisted and/or other debt securities, on private placement basis or otherwise. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor etc.

In terms of section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the 'Companies PAS Rules') the Company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer subject to a special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures of the Company. In case the proposed amount to be raised through such offer or invitation exceeds the limit specified in Section 180(1)(c) of the Act, a company may pass a special resolution once a year for all the offers or invitations to be made for such debentures to be issued during the year.

It is proposed to seek approval of members by way of a special resolution to authorise the Board to borrow by issue of Non-convertible Debentures on private placement basis, in the ordinary course of its business, for a period of one year commencing from the date of this AGM i.e. 23 July 2025. Further, the amount to be raised by such issue of Non-convertible Debentures ('NCDs') at all times will be within the overall borrowing limit of ₹ 1,50,000 crore approved by the members of the Company under Section 180(1)(c) of the Act. The actual borrowing through issue of NCDs will be determined by the Board within the overall borrowing limit approved by the members, considering various factors including market conditions, business requirements, etc.

The debentures whether secured or unsecured, listed or unlisted would be issued either at face value or at a discount or at a premium to the face value, with coupon rate and/or on zero coupon basis, in such manner as may be permissible under the Companies Act, 2013, SEBI Listing Regulations, 2015, RBI Master Directions for HFCs and other applicable provisions. The issue price and rate of interest depends, inter alia, on the market rates, tenor and security offered.

In case of secured NCDs, security would primarily be by way of charge on book debts/ loan receivables of the Company, and if required, on the immovable property/(ies) of the Company.

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

The Board recommends passing of the Special Resolution as set out in item no. 4 of this Notice for the approval of members.

Item no.5:

Regulation 23(4) of the SEBI Listing Regulations, 2015 mandates prior approval of Members by means of an ordinary resolution for all material related party transactions. In terms of Regulation 23(1) of the SEBI Listing Regulations, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. The 10% of the annual turnover as per the last audited financial statements of the Company stands at ₹ 957.6 crore.

The members vide the resolution passed on 21 December 2024 through postal ballot had approved similar transaction with BFL for an aggregate amount of ₹ 7,675 crore. The said approval is valid till the ensuing 17th Annual General Meeting. Now, similar approval of members is being sought from the date of 17th Annual General Meeting up to the date of 18th Annual General Meeting (both days inclusive) for transactions with BFL, for an aggregate amount not exceeding ₹ 12,612 crore.

The SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 ('the SEBI Master Circular') provides that the shareholders' omnibus approval for material related party transactions given at an Annual General Meeting remains valid up to the date of the next Annual General Meeting for a period not exceeding fifteen months.

Details of such transactions with BFL, being a related party of the Company, in accordance with section III-B of the SEBI Master Circular are as follows:

A. Nature (type), material terms and particulars of the proposed transaction:

i. Transfer/sale of loans or loan pools by way of assignment and servicing arrangements:

Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 dated 24 September 2021 ('RBI Directions'), as amended from time to time, lays down a comprehensive guideline governing transfer of loan exposures which include transfer/ acquisition of loans which are not in default. In accordance with the said Directions the Company transfers/ sell various secured portfolios to various lending institutions including BFL. The Company has been transferring to BFL various mortgage portfolios which it originates.

These transactions synergizes distribution, product and processing / servicing strengths across the two entities. Additionally, it helps the Company in better asset liability management. As per the arrangement, the loans assigned by the Company continues to be serviced by the Company, for which it receives a consideration in the form of servicing fee on the terms and conditions mutually agreed.

Total loan portfolio to be transferred including consideration for servicing of transferred loan portfolio for the RPT period shall not exceed ₹ 10,050 crore.

The specific terms and conditions of such arrangement depend on the set of portfolios being transferred and are subject to the RBI Direction which inter-alia provides:

- Transfer of loans which are not in default or a part of such asset or a portfolio which are not in default;
- Minimum holding period by the assignor should be 3 months in case loan tenure is below 2 years and 6 months in case loan tenure is above 2 years;
- Minimum retention ratio of the assignor shall be as per the prevailing RBI Directions;
- Only fully disbursed cases will be assigned;
- Only completed properties will be assigned;
- Such other terms & conditions as may be prescribed under the RBI Directions from time to time.

The Company has adopted combined transaction approach to benchmark the deal rate and servicing fee of the portfolio. Aggregation of transactions or 'Combined Transaction Approach' is a well-accepted practice for benchmarking and determination of arm's length price of related party transactions. The aggregation and clubbing of closely linked transactions is permitted under Indian transfer pricing legislation as well.

The deal rate is determined based on the qualitative review factors and pricing considerations, and those with similar nature of transactions with unrelated parties at a comparable deal rate.

ii. Availing of loans or advances, credit facilities, or any other form of fund-based facilities:

The Company started its mortgage lending in Fiscal 2018. The Company has entered into agreements for availing a credit facilities of ₹ 2,500 crore from BFL effective September 2022 (as amended from time to time). The present arrangement is valid for 5 years. The Company proposes to continue with this arrangement.

Under this arrangement, the Company may drawdown such sum (in one or more tranches) as it may deem necessary as per the business/cash flow requirements. The terms and conditions (including rate of interest, security, tenure, etc.) is mutually agreed between the Company and BFL at the time of availment of the facility having a tenor of up to 84 months from the date of each drawal, and interest rate at SBI 1 month MCLR.

The funds will be utilized for general business purpose including various financing activities, repayment of existing loans, investment for liquidity, capital expenditure and working capital requirements.

iii. Charges for inter-company services rendered between the Company and BFL:

The Company in furtherance of its business enters into agreement / MoU with various Bajaj group companies including BFL for providing / availing inter-company services.

Details of transactions are given below:

- Business support charges – Usage of each other’s office premises, IT system facility, salary and training cost of employees and other miscellaneous services basis actual cost incurred and apportioned based on actual usage;
- Purchase / Sale of Assets- Asset transfer / purchase such as laptops and cars provided to employees under inter-group company transfer program;
- Reimbursement of ESOP cost to BFL-Amount based on grant of stock options recognized at fair value over the period in which service conditions are fulfilled;
- Servicing fee paid - The Company has acquired loan portfolios from BFL under assignment arrangement in past years. As per the arrangement, loans assigned by BFL continue to be serviced by BFL, for which it is paid a consideration in the form of servicing fee on mutually agreeable terms;
- Other miscellaneous services rendered during ordinary course of business- At actual or allocation / apportionment on arm’s length basis as may be mutually agreed from time to time.

The aggregate value of the above transaction shall not exceed ₹ 46 crore.

iv. Sourcing of products by the Company and BFL:

The Company and BFL, have entered into arrangement for sourcing of each other’s products. BFL sources home loans and other products offered by the Company. Similarly, the Company through its various distribution channels and branches sources various products offered by BFL.

The respective companies carry out necessary due diligence (credit underwriting, legal and technical appraisal), approves and disburses the loans meeting their internal policies. The sourcing commission is determined on an arm’s length basis. The arrangement synergizes distribution, product and processing / servicing strengths across the two entities. This framework enables the customer to choose from a multitude of financial products.

The aggregate sourcing commission to be received and paid from the above arrangement shall not exceed ₹ 16 crore. The sourcing commission is mutually agreed between Company and BFL. They are benchmarked basis internal comparable uncontrolled price (CUP) method and consistence with those with unrelated parties. Hence, the transactions are considered to be at arm’s length pricing.

The sourcing undertaken by the companies shall be in accordance with the RBI/NHB guidelines on the Model Code of Conduct for Direct Selling Agent/Direct Marketing Agent and other relevant applicable guidelines prescribed by the RBI/NHB from time to time.

B. Tenure of the proposed transactions:

The above arrangements are continuing business transactions. Approval of the members is being sought for the aforesaid transactions from 17th Annual General Meeting up to the date of 18th Annual General Meeting of the Company be held in the year 2026 (both days inclusive).

C. Value of the proposed transaction:

The total value of all the proposed transaction as mentioned at Point A (i) to (iv) are not envisaged to exceed ₹ 12,612 crore. The Company has entered into similar transaction to the tune of ₹ 7,675 crore during Financial Year ended on 31 March 2025.

D. The percentage of the Company’s annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:

Total value of proposed transaction amounting to ₹ 12,612 crore (inclusive of assignment of loans of ₹ 10,050 crore and credit facilities of ₹ 2,500 crore) stands at 131.70% of annual turnover of FY2025 (Previous year:100.75% of annual turnover of FY2024)

E. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

The details required are mentioned at Point A (ii) as applicable. Other transactions mentioned at point A do not relate to loans, inter-corporate deposits, advances, or investments.

F. Justification as to why the related party transaction is in the interest of the listed entity:

As mentioned above for each transaction at Point A (i) to (iv)

G. Any valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction: Not Applicable.

H. The percentage of the BFL's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:

Total value of proposed transaction amounting to ₹ 12,612 crore (inclusive of assignment of loans of ₹ 10,050 crore and credit facilities of ₹ 2,500 crore) stands at 18.09 % of annual turnover of FY2025 (Previous year:22.94% of annual turnover of FY2024).

I. Any other information that may be relevant:

The transactions mentioned above are routine in nature and have been carried out in the past years. The said transactions have been approved by the independent directors who are members of the Audit Committee of the Company.

The Company had engaged an Independent law firm to review the transactions carried out with related parties during FY2025, to affirm that the transactions are at arm's length nature of such transactions. The said firm, based on its review has concluded that the aforementioned transactions are at arm's length. The proposed transactions are being entered on similar terms as those for FY2025.

As on the date of this notice, BFL holds 88.70% of equity capital.

Accordingly, the Audit Committee having considered the above do recommend transaction contained in Item No. 5 of the Notice by way of an ordinary resolution.

Any subsequent 'material modification' in the proposed transactions, as defined by the Audit Committee as a part of Company's 'Policy on Materiality of & Dealing with Related Party Transactions' will be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations, 2015.

The common directors may be deemed to be interested or concerned in passing of the resolution to the extent of their directorship in BFL. Bajaj Finserv Limited, the ultimate holding company and promoter of the Company holds 51.39% in BFL. None of the directors, key managerial personnel of the Company or their relatives hold individually or collectively more than two percent in BFL.

Save and except as mentioned above, none of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, in this resolution, except to the extent of their shareholding, if any, in BFL and the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, 2015, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 5.

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

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

Date: 30 April 2025
Place: Pune

INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2') ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA

Atul Jain

Brief Profile:

Atul Jain is the Managing Director of the Company w.e.f. 1 May 2022. He was with Bajaj Finance Limited ('BFL') for over 16 years prior to moving as CEO of Bajaj Housing Finance Ltd ('BHFL') in April 2018. He has been instrumental in shaping the organization to deliver multi-fold asset growth with a risk-averse approach. He started his career in Investment Banking and later moved to retail finance. He was previously associated with Bajaj Finance Limited as an enterprise risk officer, where he was involved in risk and debt management. He is a management graduate with 25 years of work experience in the financial sector.

Other information about the appointee as on the date of this notice is as follows:

Particulars	Details
Age	54 years
Qualifications	MBA Finance
Terms and Conditions of Appointment	Appointed as Managing Director for a term of five years with effect from 1 May 2022.
Remuneration proposed to be paid	In line with the Company's Remuneration policy and as approved by the members at their meeting held on 15 June 2022 in his capacity as Managing Director. He is not liable for any sitting fees and profit linked commission.
Remuneration last drawn FY2025*	₹ 16.37 crore*
Date of first appointment on the Board	1 May 2022
Shareholding in the Company	7376 shares Out of 7376 shares, 100 shares are held jointly with Bajaj Finance Limited with Bajaj Finance Limited being the first holder of these shares.
Relationship with other Directors/ Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company
Experience	As per Brief Profile
Number of Board meetings attended	During FY2025, Atul Jain attended all the ten Board meetings of the Company.
Directorships in listed Companies and other directorships as on 30 April 2025	None
Membership/Chairmanship of Committees of other Boards as on 30 April 2025	None
Resignation during past 3 years from listed Companies	Nil
Nature of expertise in specific functional areas	Management & Governance, Financial Services, Consumer behaviour, sales, marketing and customer experience, Real Estate, Technology and Innovation, Understanding of Accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public Policy and economics, Human Resource, Business Transformation & Strategy.

*Excluding perquisite value as per Income Tax Act, 1961 and the fair value of ESOPs granted as per black scholes model by the Company for FY2025.

Atul Jain, Managing Director is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Further, he is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013.

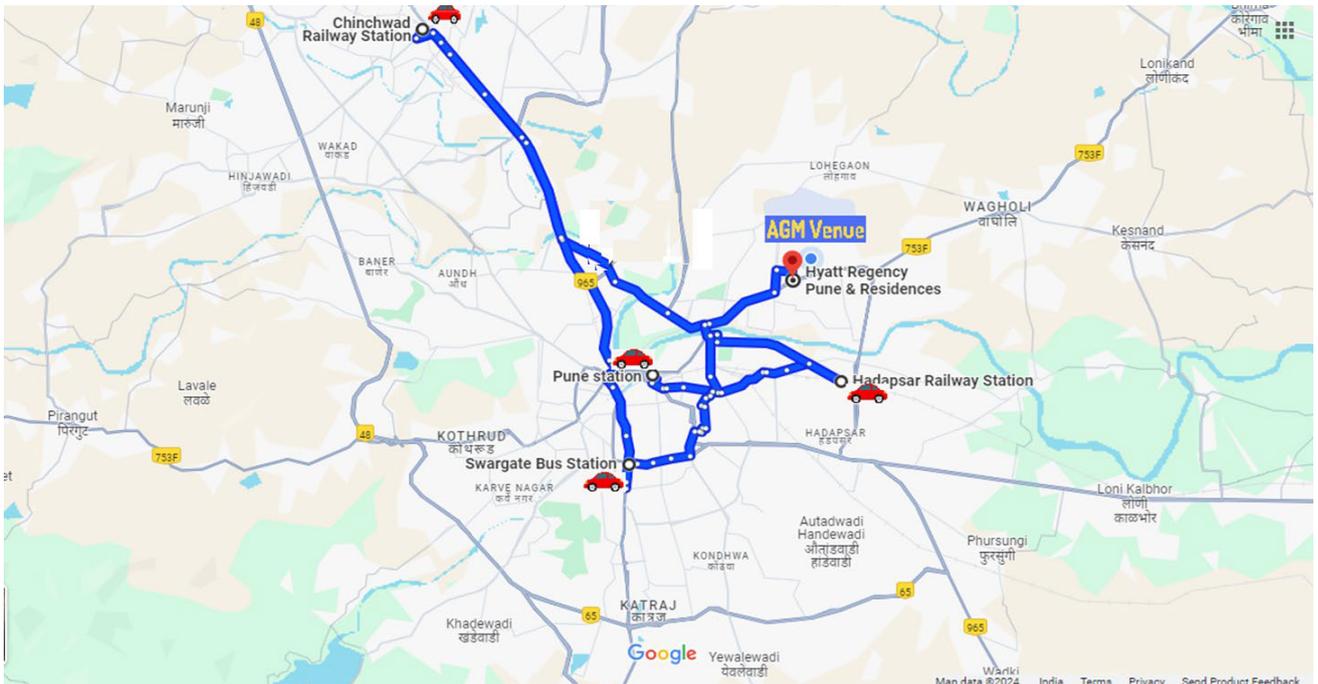
None of the Directors or Key Managerial Personnel or their relatives, except Atul Jain is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his shareholding, if any, in the Company.

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

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

Date: 30 April 2025
Place: Pune

ROUTE MAP TO THE VENUE OF THE MEETING



Scan using the camera app for iOS devices and google lens for android devices for the AGM venue

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014] and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

CIN : L65910PN2008PLC132228
 Name of the Company : Bajaj Housing Finance Limited
 Registered office : Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune – 411035, Maharashtra
 Name of the member(s) :
 Registered address :
 E-mail ID :
 Folio No/Client ID/DP ID :

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

(1) Name: Address:
 E-mail Id: Signature: or failing him
 (2) Name: Address:
 E-mail Id: Signature: or failing him
 (3) Name: Address:
 E-mail Id: Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on **Wednesday, 23 July 2025 at 3:45 p.m. IST** at Hotel Hyatt Regency, Opposite Weikfield IT Citi Info Park, Nagar Road, Viman Nagar, Pune – 411 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Ordinary Business	For	Against
1	To consider and adopt the financial statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon.		
2	To appoint a director in place of Atul Jain (DIN: 09561712), who retires by rotation in terms of section 152 (6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.		
Special Business			
3	To appoint M/s DVD & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years.		
4	Issue of non-convertible debentures through private placement		
5	Approval of material related party transactions between the Company and Bajaj Finance Limited		

Signed this day of 2025



Signature of shareholder(s)

Signature of Proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the registered office or at the corporate office of the Company, not less than 48 hours before commencement of the Meeting.
- As provided under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may vote either for or against each resolution.

ATTENDANCE SLIP
(17th Annual General Meeting)

Folio No./DP ID Client ID:

Name & Address:

Name(s) of joint holder(s), if any:

No. of shares held:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the 17th Annual General Meeting of the Company held on **Wednesday, 23 July 2025 at 3:45 p.m. IST** at Hotel Hyatt Regency, Opposite Weikfield IT Citi Info Park, Nagar Road, Viman Nagar, Pune – 411 014.

Full name of proxy (in case of proxy)

Signature of first holder/Proxy/
Authorized Representative

Signature of joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company and/or their proxy will be allowed to attend the meeting

E-VOTING

User who wishes to opt for remote e-voting may use the following login credentials:

EVEN (E-voting Event No.)	User ID	Password

Note:

•Instructions for remote e-voting procedure are given in the Notice of Annual General Meeting.