



BAJAJ HOUSING FINANCE LTD.

(CIN: L65910PN2008PLC132228)

Registered Office: Bajaj Auto Limited Complex
Mumbai - Pune Road, Akurdi, Pune - 411035, Maharashtra
Corporate Office: 5th Floor, B2 Building, Cerebrum IT Park,
Kumar City, Kalyani Nagar, Pune - 411014, Maharashtra
Website: <https://www.bajajhousingfinance.in>
Email ID: bhfinvestor.service@bajajhousing.co.in
Tel: (020) 7187 8060

NOTICE OF 18TH ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting ('AGM') of the members of Bajaj Housing Finance Limited ('BHFL' or the 'Company') will be held on Wednesday, 29 July 2026 at 3:45 p.m. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') (hereinafter referred to as 'e-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 2026, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Rajeev Jain (DIN: 01550158), 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. 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'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (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, circulars, directions or laws) and extant RBI and NHB guidelines, approval 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) to subscribe and to issue non-convertible debentures ('NCDs'), secured or unsecured, 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 pursuant to section 180(1)(c) of the Act 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, without being required to seek any further consent or approval of the members of the Company.

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. Approval of Material Related Party Transactions between the Company and Bajaj Finance Limited ('BFL').

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with the Master Circular on SEBI Listing Regulations dated 30 January 2026 issued by the Securities and Exchange Board of India and applicable provisions of the Companies Act, 2013 ('Act') read with the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Materiality of and Dealing with Related Party Transactions and in accordance with the approval of the Audit Committee and recommendation of the Board, approval of the Members be and is hereby accorded on an omnibus basis, 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, in the ordinary course of business and on an arm's length basis, for an aggregate amount not exceeding ₹ 18,152 crore, for the period from the date of this 18th Annual General Meeting up to the date of 19th Annual General Meeting (both days inclusive), (hereinafter referred to as 'RPT period'), as set out in the statement annexed to this notice.

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, without being required to seek any further consent or approval of the members of the Company.

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: 29 April 2026
Place: Pune

NOTES

General Information:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 03/2025 dated 22 September 2025, permitted holding of the AGM through VC/OAVM without physical presence of the Members at a common venue. In Compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM.
2. KFin Technologies Limited ('KFin'), Registrar to an Issue and Share Transfer Agent ('RTA') of the Company, will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 19 below and is also available on the website of the Company at <https://www.bajajhousingfinance.in/annual-reports>
3. In terms of sections 101 and 136 of the Companies Act, 2013 (the 'Act') read with the rules made thereunder, regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and in terms of MCA circular, the listed companies may send the notice of AGM along with the annual report only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Accordingly, this notice of 18th e-AGM has been sent to the Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the 18th e-AGM and Annual Report for FY2025-26 will also be available on the Company's website at <https://www.bajajhousingfinance.in/annual-reports>, website of the stock exchanges viz., BSE Ltd. ('BSE') at <https://www.bseindia.com/> and National Stock Exchange of India Ltd. ('NSE') at <https://www.nseindia.com/> and on the website of KFin at <https://evoting.kfintech.com> In this notice, the term "member(s)" or "shareholder(s)" are used interchangeably.
4. The deemed venue for 18th e-AGM shall be the Registered Office of the Company at Bajaj Auto Limited Complex, Mumbai - Pune Road, Akurdi, Pune - 411035, Maharashtra.
5. Since this e-AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Members, who would like to express their views or ask questions during the e-AGM may register themselves as a "Speaker" by following the process as specified at the Note No. 20.
7. 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 e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by e-mail through its registered e-mail address to sbhagwatcs@yahoo.co.in with a copy marked to mohsin.mohd@kfintech.com
8. Statement pursuant to section 102 of the Act forms a part of this Notice.
9. Brief details of the director, who is being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings.
10. The facility of joining the e-AGM through VC/OAVM will be opened 30 minutes before the scheduled start time of the e-AGM, i.e., 3:45 p.m. IST.
11. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
12. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

KYC Related Information:

13. 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 and KYC details. Members are requested to submit Form ISR-1 duly filled and signed along self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update PAN, KYC details and E-mail address to receive communication through electronic means, including Annual Report and Notice.

The said form is available on the website of the Company at <https://www.bajajhousingfinance.in/investor-relations-investor-request-forms> and on the website of the RTA i.e. KFin at <https://ris.kfintech.com/client-services/investors/isrs.aspx>.

Members have an option to submit the 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 registering with PAN on the link <https://kprism.kfintech.com/> or physical form 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').

Inspection of documents:

14. In accordance with the MCA circulars, following registers along with other documents referred in the Notice will be made accessible for inspection through electronic mode and shall remain open 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 Bajaj Housing Finance Limited 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.

All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 29 July 2026. Members seeking to inspect such documents can send an email to bhflinvestor.service@bajajhousing.co.in

Person who become Member after dispatch of e-AGM Notice:

15. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Wednesday, 22 July 2026, 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.

Scrutinizer details:

16. The Board of Directors at its meeting held on 27 April 2026 have appointed Sachin Bhagwat (ACS No. 10189 CP No. 6029), Practicing Company Secretary, or failing him Ms. Amruta Patil (ACS No. A25028, CP No. 27101), Partner, Jog Limaye & Associates as the Scrutiniser to the e-voting process and voting at the AGM in a fair and transparent manner.
17. The Scrutinizer 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 Scrutinizer's report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman of the Company or any person so authorised by him, who shall countersign the same and declare the result thereof.
18. The results declared along with the scrutinizer'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. The resolutions shall be deemed to be passed at the e-AGM of the Company.
19. General instructions for remote e-voting and joining e-AGM are as follows:
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 e-AGM.
- ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, 22 July 2026 (end of day), being the cut-off date fixed for determining voting rights of members 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, 25 July 2026 (9:00 a.m. IST) till Tuesday, 28 July 2026 (5:00 p.m. IST). 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. A letter providing the web-link for accessing the Annual report, including the exact path along with e-voting login credentials, will be sent to those members who have not registered their email address with the Company.
- 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 HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for 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 not only facilitating 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 shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users 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. Users 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/Creditor' 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 shareholders	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> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> The CDSL e-voting facility, viz. Easi / Easiest, can be accessed either on Laptop or Mobile by typing the URL https://web.cdslindia.com/myeasitoken/Home/Login 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. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration, 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 No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & 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.
<p>Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)</p>	<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.
<p>Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.</p>	
<p>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:</p>	
<p>Members facing any technical issue - NSDL</p> <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000</p>	<p>Members facing any technical issue - CDSL</p> <p>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</p>

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:

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. 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.
4. After entering the correct details, click on LOGIN.
5. 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.
6. You need to login again with the new credentials.
7. Upon successful login, the system will prompt you to select the EVENT, i.e., Bajaj Housing Finance Limited
8. 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, 22 July 2026 will appear.
9. 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.
10. Members holding multiple folios/demat accounts may choose to vote separately for each folio/ demat account.
11. 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 resolutions.
12. 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 authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer 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.'

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 e-AGM

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM but shall not be entitled to cast their vote again.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 30 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen.
- v. Members can also login on the e-Meeting webpage <https://emeetings.kfintech.com/> using their credentials and click on the 'Thumbs-up' icon against the Company Name/ Unit to vote.

Instructions for members for attending the e-AGM

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using the Registered e-Mail and OTP or Registered Mobile and OTP combination.
 - a. Select the meeting (Bajaj Housing Finance Limited) from the drop down and enter the details (e-Mail or Mobile)
 - b. Click on send OTP.
 - c. OTP will be delivered either on Registered E-Mail ID or Mobile Number.
 - d. Post verification, members will be allowed to Login.
- ii. Members will also be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- iii. Members may join the meeting using headphones for better sound clarity.
- iv. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- v. Members who need technical assistance before or during the e-AGM can contact KFin at Helpline No.: 1800 309 4001.
- vi. Members may reach out at the contact details mentioned below for addressing e-voting related grievances:

Mr. Mohd. Mohsin Uddin,
Corporate Registry,
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
Helpline - 1800 309 4001
E-mail ID: einward.ris@kfintech.com

20. Speaker Registration

- i. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request mentioning their name, demat account number/folio number, E-mail ID and mobile number at bhflinvestor.service@bajajhousing.co.in. Only those speaker registration requests received till Monday, 27 July 2026 shall be considered and allowed as Speakers during the AGM.
- ii. Further, members registered as **"Speakers"** will be allowed to use their camera/webcam during e-AGM and hence are requested to use internet with good bandwidth to avoid any disconnection or disturbance during the meeting. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ALONG WITH INFORMATION PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS - 2 ('SS-2')

Item No. 3: 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 Companies Act, 2013 ('the Act') read with Rule 14 of 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 non-convertible debentures through private placement 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. 29 July 2026. 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 at the Extra Ordinary General Meeting held on 6 June 2024. 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 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. 3 of this Notice for the approval of members.

Item No. 4: Approval of material related party transactions between the Company and Bajaj Finance Limited.

The Company in its ordinary course of business and at arm's length, enters into various transactions with Bajaj Finance Limited (BFL - Holding Company). As enumerated in the information provided in this Explanatory statement. BFL being the holding company, the transactions entered into with BFL are considered as related party transactions.

In accordance with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015'), all material related party transactions and their subsequent material modifications require prior approval of the members through ordinary resolution. As per the first proviso to Regulation 23(1) of the SEBI Listing Regulations, 2015, a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the SEBI Listing Regulations, 2015. For listed entity having a consolidated turnover up to ₹20,000 crore, the value of the transaction(s), either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity is considered material. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is ₹1,115.03 crore.

In accordance with Regulation 23(2) and 23(3) of SEBI Listing Regulations, 2015, the Audit Committee had at its meeting held on 27 April 2026 reviewed and granted its omnibus approval for the proposed related party transactions and recommended the same to the Board for its consideration. Thereafter, the Board, at its meeting held on the said date, considered and recommended the proposed related party transactions to the members, which the Company proposes to enter into with BFL from conclusion of the 18th AGM to be held in the year 2026 till 19th AGM to be held in the year 2027 ('RPT Period') for an aggregate amount not exceeding ₹ 18,152 Crore which exceed the materiality threshold.

The members of the Company had at the 17th Annual General Meeting held on 23 July 2025 approved material related party transactions of the Company with BFL for an aggregate amount of ₹ 12,612 crore which is valid upto the 18th AGM of the Company.

Similar approval of members of the Company is being sought for the material related party transactions to be entered into by the Company with BFL from the conclusion of the 18th Annual General Meeting i.e. from 29 July 2026 up to the date of 19th Annual General Meeting (both days inclusive) as per the resolution set out at Item Number 4 of the Notice.

A statement containing all the necessary disclosures, in accordance with the SEBI's Master circular dated 30 January 2026 read with "Industry Standards on Minimum Information to be provided for Review of Audit Committee and Shareholders for approval of Related Party Transactions" as per SEBI's Circular dated 26 June 2025 was placed before the Audit Committee. Further, a certificate from the Managing Director and the Chief Financial Officer confirming that the terms of related party transactions proposed to be entered into with BFL are in the interest of the Company was also placed before the Committee. The Audit Committee has reviewed the said statement and the certificate and after due consideration approved the Material Related Party transactions to be entered into by the Company with BFL during the RPT period, the resolution as set out in Item No. 4 of the Notice.

(a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable:

A(1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the Management
1.	Name of the related party	Bajaj Finance Limited (BFL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Bajaj Finance Limited is a deposit-taking non-banking financial company engaged in providing a wide range of consumer, personal, MSME, commercial, rural, and asset-backed financing solutions, along with deposit services, investment-linked lending, and insurance distribution in India.

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the Company and the related party	Holding Company
	Nature of Concern (Financial or Otherwise)	Financial
	*Shareholding of the Company whether direct or indirect, in the related party.	Nil
	*Shareholding of the related party, whether direct or indirect, in the Company	86.70%

S. No. Particulars of the information	Information provided by the Management
2. Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	The common directors may be deemed to be interested or concerned in passing of the resolution to the extent of their directorship in BFL. Sanjiv Bajaj is also Chairman of the Board of BFL and Chairman and Managing Director of Bajaj Finserv Limited. He is also part of promoter group of BFL and Promoter of Bajaj Finserv Limited. Bajaj Finserv Limited, the ultimate holding company and promoter of the Company holds 51.32% in BFL. The shareholding of the Directors and KMPs as on 31 March 2026 in BFL: 1. Sanjiv Bajaj - 53,07,920 shares 2. Rajeev Jain - 16,99,500 shares 3. Dr. Arindam Bhattacharya - 5,000 shares 4. Atul Jain - 3,77,910 shares 5. Gaurav Kalani - 59,120 shares 6. Atul Patni - 600 shares

A(3). Details of previous transactions with the related party

S. No. Particulars of the information	Information provided by the Management	
1. Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	S. No. Nature of Transactions	FY 2025-26 (₹ in crore)
	1 Amount paid under ESOP recharge arrangements	10.03
	2 Loan portfolio assigned out	3,645.28
	3 Purchase of property, plant and equipment	0.43
	4 Sales of property, plant and equipment	0.74
	5 Business support charges received	0.33
	6 Servicing fee received	25.42
	7 Rent income	0.23
	8 Business support charges paid	3.01
	9 Servicing fee paid	6.09
	10 Sourcing commission paid	6.31
	TOTAL	3,697.86
2. Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (During FY2026)	₹ 3,697.86 Crore	
3. Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default	

A(4). Amount of the proposed transaction(s)

S. No. Particulars of the information	Information provided by the Management
1. Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 18,152 Crore
2. Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

S. No. Particulars of the information	Information provided by the Management	
3. Value of the proposed transactions as a percentage of the Company's annual turnover for the immediately preceding financial year (FY 2025-2026)	162.79%	
4. Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	
5. Value of the proposed transactions as a percentage of BFL's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. (FY 2025-2026)	22.14% of consolidated turnover	
6. Standalone Financial performance of BFL for the immediately preceding financial year:	Particulars	FY 2025-2026 (₹ in crore)
	Turnover	69,853.95
	Profit After Tax	17,803.87
	Net worth (Total Equity)	103,122.34

A(5). Basic details of the proposed transaction

Transaction 1 – Transfer of Loan Portfolio

S. No. Particulars of the information	Information provided by the Management	
1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Transfer of loans or loan pools by way of assignment pursuant to Reserve Bank of India (Non-Banking Financial Companies - Transfer and Distribution of Credit Risk) Directions, 2025 as amended from time to time and Servicing Fees income on assignment transactions	
2. Details of each type of the proposed transaction.		
3. Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT period	
4. Whether omnibus approval is being sought?	Yes	
5A. Value of the proposed transaction during a financial year (for RPT Period).	₹ 12,500 Crore- Transfer of loans ₹ 50 Crore - Servicing Fees income on assignment transactions	
5B. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required	
6. Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>Assignment transactions facilitate the effective integration of distribution, product, and processing/ servicing capabilities across both entities, with the objective of balancing asset and liability positions, enhancing liquidity and capital efficiency, and optimizing portfolio composition and overall risk management.</p> <p>Under this arrangement, the loans assigned by the Company continue to be serviced by the Company. In consideration for these services, the Company receives a servicing fee, in accordance with mutually agreed terms and conditions.</p> <p>Accordingly, the proposed related party transaction is consistent with the Company's strategic objectives and is in the best interests of the Company and its shareholders.</p>	

S.	No. Particulars of the information	Information provided by the Management
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	The transaction is proposed to be executed in the ordinary course of business on an arm's length basis, with pricing and key commercial terms aligned to prevailing market benchmarks.

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S.	No. Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company follows a structured evaluation process for loan portfolio assignments, which includes obtaining quotations and benchmarking the commercial terms of the proposed transaction. Key parameters such as pricing, yield, and other significant terms are compared with those of similar products, where available. In the absence of directly comparable products, the benchmarking is performed against other assignment transactions undertaken by the Company with unrelated third parties, with appropriate adjustments for differences in risk profiles. Although a bidding process may not be undertaken, the selection is substantiated through comprehensive market benchmarking and quotation analysis.
2.	Basis of determination of price.	Price determination shall consider the weighted average cost of borrowing, the risk rating of the portfolio, and associated operational costs. BHFL will continue to act as the servicing agent and will be responsible for collections and remittances to BFL, in accordance with the agreed terms.
3.	In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ol style="list-style-type: none"> a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating? 	Not Applicable

A(5). Basic details of the proposed transaction

Transaction 2 - Line of Credit

S.	No. Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowings
2.	Details of each type of the proposed transaction.	Line of Credit
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period. The tenure of the facilities would be decided at the time of drawdown/disbursement in accordance with the agreement entered with BFL.
4.	Whether omnibus approval is being sought?	Yes

S.	No. Particulars of the information	Information provided by the Management
	5A. Value of the proposed transaction during a financial year (for RPT Period).	₹ 2,500 Crore
	5B. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required. The value of interest is not included in the aforesaid amount and is dependent on the amount of facility utilised.
	6. Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	In September 2022, BFL extended a ₹ 2,500 crore Line of Credit to BHFL. This arrangement provided additional comfort to rating agencies and investors, while reinforcing the promoter's continued commitment to BHFL. The Company intends to maintain this facility over the medium term, as its availability helps reduce perceived risk among shareholders and strengthens the Company's financial resilience profile. In addition to serving as a confidence enhancer, the facility acts as a safeguard against unforeseen contingencies arising from adverse market volatility and supports effective asset-liability management.
	7. A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
	8. Other information relevant for decision making.	Nil

B(5).Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.	No. Particulars of the information	Information provided by the Management
	1. Material covenants of the proposed transaction	In September 2022, the Company entered into agreements with BFL to avail credit facilities aggregating up to ₹ 2,500 crore (as amended from time to time). The current arrangement is valid for a period of five years, and the Company intends to continue this arrangement. Under this facility, the Company may draw down funds, in one or more tranches, based on its business and cash flow requirements. The terms and conditions of each drawdown, including the rate of interest, security, and tenure, are mutually agreed between the Company and BFL at the time of availing the facility. Each drawdown may have a tenor of up to 84 months from the date of such drawdown.
	2. Interest rate (in terms of numerical value or base rate and applicable spread)	SBI 1 month MCLR
	3. Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	Nil
	4. Maturity / due date	84 months from the date of each drawal
	5. Repayment schedule & terms	Bullet payment at the end of tenor
	6. Whether secured or unsecured	Unsecured
	7. If secured, the nature of security & security coverage ratio	Not Applicable
	8. The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for general business purposes, including various financing activities, repayment of existing borrowings, investments for liquidity management, capital expenditure, and working capital requirements.

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary.

S.	No. Particulars of the information	Information provided by the Management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.</i> a. Before transaction b. After transaction	Not Applicable, the Company being a Listed Housing Finance Company
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/ NBFC/insurance companies/ housing finance companies.</i> a. Before transaction b. After transaction	Not Applicable, the Company being a Listed Housing Finance Company

A(5). Basic details of the proposed transaction

Transaction 3 - Business Support Charges Expenses

S.	No. Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Services
2.	Details of each type of the proposed transaction.	Business support charges expenses - Charges for business support services including office and other facilities of premises provided at BFL branches, IT System, salary cost of employees, reimbursement of expenses etc.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	RPT period
4.	Whether omnibus approval is being sought?	Yes
5A.	Value of the proposed transaction during a financial year (for RPT Period).	₹ 10 Crore
5B.	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The provision of business support services leveraging the Company's resources to group entities enables optimal asset utilization, efficient cost recovery, enhanced operational efficiencies, and economies of scale. Furthermore, it strengthens group synergies while delivering overall cost optimization and productivity benefits to the Company.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process is undertaken, as the transaction pertains to the intra-group sharing of resources among group companies.
2.	Basis of determination of price.	The pricing is determined on an actual cost basis, without any markup. Costs are allocated based on actual usage or the benefit derived, ensuring that only the reimbursement or recovery of expenses actually incurred is undertaken.
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ol style="list-style-type: none"> Amount of Trade advance Tenure Whether same is self-liquidating? 	Not Applicable

A(5). Basic details of the proposed transaction

Transaction 4 - Reimbursement of ESOP Cost

S. No.	Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Fair value of ESOPs to be reimbursed to Bajaj Finance Limited towards stock options granted to Bajaj Housing Finance Ltd employees.
2.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	RPT Period
4.	Whether omnibus approval is being sought?	Yes
5A.	Value of the proposed transaction during a financial year (for RPT Period).	₹ 10 Crore
5B.	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Under the BFL ESOP Scheme, employees of BHFL were eligible to receive stock option grants of BFL, subject to the fulfilment of specified conditions. In connection with such grants in earlier years when BHFL was an unlisted entity, BFL cross-charges the fair value of the ESOPs to BHFL. The fair value for the purpose of determining the cross charge is computed in accordance with Ind AS using the Black-Scholes option pricing model. The cross charge represents reimbursement of ESOP-related costs on a cost-to-cost basis, with no associated service element.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1).Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S.	No. Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process is applicable, as the transaction relates to the allocation of ESOP-related costs calculated in accordance with Ind AS.
2.	Basis of determination of price.	The pricing is determined based on the fair value of ESOPs computed in accordance with Ind AS and is reimbursed to BFL on a cost-to-cost basis, without any markup.
3.	In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ol style="list-style-type: none"> Amount of Trade advance Tenure Whether same is self-liquidating? 	Not Applicable

A(5). Basic details of the proposed transaction

Transaction 5 - Business Support Charges Income

S.	No. Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services
2.	Details of each type of the proposed transaction.	Business support charges income - Charges to be received towards office and other facilities provided, IT system facilities, salary cost of deputed employees, reimbursement of DRA training cost etc.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	RPT period
4.	Whether omnibus approval is being sought?	Yes
5A.	Value of the proposed transaction during a financial year (for RPT Period).	₹ 6 Crore
5B.	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	These arrangements between group companies enable optimal utilisation of existing group infrastructure, avoidance of duplicate facilities, and access to skilled manpower and essential shared services at cost effective manner. Leveraging the related party's established resources ensures operational efficiency, standardization of processes, and continuity of business operations. The transactions result in overall cost savings, improved productivity, and better allocation of resources, and are therefore in the best interest of the listed entity and its shareholders.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S. No. Particulars of the information	Information provided by the Management
1. Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process is undertaken, as the transaction relates to intra-group sharing of resources between group companies.
2. Basis of determination of price.	The pricing is determined on an actual cost basis, without any markup. Costs are allocated based on actual usage or the benefit derived, ensuring that only the reimbursement or recovery of expenses incurred is undertaken.
3. In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ul style="list-style-type: none"> a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating? 	Not Applicable

A(5). Basic details of the proposed transaction

Transaction 6 - Servicing Fees Expenses

S. No. Particulars of the information	Information provided by the Management
1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Services
2. Details of each type of the proposed transaction.	Servicing fees expense on loan portfolio purchased
3. Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT period
4. Whether omnibus approval is being sought?	Yes
5A. Value of the proposed transaction during a financial year (for RPT Period).	₹ 10 Crore
5B. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required
6. Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	BFL acts as the servicing agent for the assigned loan portfolio held by BHFL. This arrangement is aligned with standard industry practices, with servicing fees and key commercial terms benchmarked to prevailing market rates and agreed upon on an arm's length basis.
7. A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8. Other information relevant for decision making.	Nil

B(1).Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S.	
No. Particulars of the information	Information provided by the Management
1. Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process is undertaken for the selection of the servicing agent. BFL is appointed as the servicing agent, given that it is the original lender and originator of the underlying loan portfolio, with established borrower relationships, systems, and operational expertise.
2. Basis of determination of price.	Pricing has been determined considering the weighted average cost of borrowing, the risk rating of the portfolio, and associated operational costs. BFL continues to act as the servicing agent and is responsible for collections and remittances to BHFL, in accordance with the agreed terms.
3. In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ul style="list-style-type: none"> a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating? 	Not Applicable

A(5). Basic details of the proposed transaction

Transaction 7 - Assets Purchases and Sales

S.	
No. Particulars of the information	Information provided by the Management
1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchases and Sale of Assets
2. Details of each type of the proposed transaction.	
3. Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT period
4. Whether omnibus approval is being sought?	Yes
5A. Value of the proposed transaction during a financial year (for RPT Period).	₹ 6 Crore
5B. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required

S.

No. Particulars of the information

Information provided by the Management

<p>6. Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</p>	<p>The proposed purchase and sale of assets between group companies are undertaken in the ordinary course of business to support general operational requirements and ensure efficient business functioning. Such transactions are executed either at the prevailing market price or at the written down value (WDV), as applicable, thereby ensuring adherence to arm's length principles, while maintaining transparency and fairness.</p> <p>Transferring assets within group entities is beneficial for the company and its shareholders as it offers administrative convenience by simplifying asset management and minimizing disruptions. It helps reduce operating costs by avoiding the need for new acquisitions, thereby conserving capital. These efficiencies enhance the company's financial performance, ultimately supporting increased shareholder value.</p> <p>Accordingly, these transactions contribute to enhanced operational efficiency, prudent capital management, and cost optimization, and are therefore in the best interests of the Company and its shareholders.</p>
<p>7. A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Not Applicable</p>
<p>8. Other information relevant for decision making.</p>	<p>Nil</p>

B(1).Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S.

No. Particulars of the information

Information provided by the Management

<p>1. Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</p>	<p>No bidding or competitive process required, since the transaction pertains to internal transfers in accordance with group policy. Accordingly, the requirement for a vendor selection or external bidding process is not applicable.</p>
<p>2. Basis of determination of price.</p>	<p>The transactions are executed at prevailing market price or at the written down value (WDV), as applicable</p>
<p>3. In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <ol style="list-style-type: none"> Amount of Trade advance Tenure Whether same is self-liquidating? 	<p>Not Applicable</p>

A(5). Basic details of the proposed transaction

Transaction 8 - Sourcing Commission Income

S.		
No.	Particulars of the information	Information provided by the Management
1.	A(5). Basic details of the proposed transaction Transaction 8 - Sourcing Commission Income	Sale of Services
2.	Details of each type of the proposed transaction.	Sourcing Commission income for various products including mortgage and other business, corporate deposits and retail deposits
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought?	Yes
5A.	Value of the proposed transaction during a financial year (for RPT Period).	₹ 1 Crore
5B.	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company, through its distribution channels and branch network, sources products offered by BFL. Additionally, this arrangement enables the Company to generate incremental non-fund-based income by leveraging BHFL's existing customer network, without incurring significant additional costs. The sourcing commission for such transactions is determined on an arm's length basis, in line with prevailing market practices. In view of the above, the arrangement is aligned with the Company's business objectives and is in the best interests of the Company and its shareholders.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S.		
No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No competitive bidding process is undertaken, as the Company sources various loan products for its principal business purposes, including products offered by BFL, leveraging its well-established sourcing network, extensive customer reach, and strong origination capabilities.
2.	Basis of determination of price.	Income receivable from BFL has been determined after considering key factors, including the nature, volume, and quality of business sourced/originated, ticket size, product mix, and overall cost of acquisition.
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ul style="list-style-type: none"> a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating? 	Not Applicable

A(5). Basic details of the proposed transaction

Transaction 9 - Sourcing Commission Expenses

S. No.	Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Services
2.	Details of each type of the proposed transaction.	All types of commission expenses including sourcing commission, referrals etc.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought?	Yes
5A.	Value of the proposed transaction during a financial year (for RPT Period).	₹ 20 Crore
5B.	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	BFL provides loan-sourcing leads to BHFL. By leveraging BFL's sourcing capabilities, BHFL is able to scale customer acquisition efficiently, improve business volumes, and avoid incremental operating costs. Under this arrangement, sourcing commissions paid are fully benchmarked against other strategic unrelated partners, with similar commercial terms. This confirms that the arrangement is at arm's-length and consistent with market practices. In view of the above, the transactions support revenue growth and are therefore beneficial to the Company and its shareholders.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process is undertaken for engaging the related party for loan sourcing and other related services. The selection is based on the related party's expertise, established capabilities, and alignment with the Company's business requirements.
2.	Basis of determination of price.	The fees payable to the related party for loan sourcing and other allied activities are determined on an arm's length basis. The pricing is established after considering the scope of services rendered, the complexity of transactions, the time and effort involved, and prevailing market rates for similar services.
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ol style="list-style-type: none"> Amount of Trade advance Tenure Whether same is self-liquidating? 	Not Applicable

A(5). Basic details of the proposed transaction

Transaction 10 - Portfolio Sell-down

S.		
No.	Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of loan portfolios, through Down-Sell, Novation or Consortium arrangements.
2.	Details of each type of the proposed transaction.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought?	Yes
5A.	Value of the proposed transaction during a financial year (for RPT Period).	₹ 3,000 Crore
5B.	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	BHFL proposes to sell down a portion of its existing loan portfolio to BFL with the objective of balancing asset and liability positions, enhancing liquidity and capital efficiency, and optimizing portfolio composition and overall risk management. Such transactions are undertaken in the ordinary course of business and are considered to be in the best interest of the Company and its shareholders.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S.		
No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process is undertaken for the sale-down transaction, as it involves an intra-group transfer of loan portfolios. The terms of the transaction have been determined based on commercial evaluation and internal benchmarking, taking into account the respective roles of BHFL in origination and BFL in funding and portfolio ownership. The arrangement is aligned with prevailing market practices for similar transactions, is conducted on an arm's length basis, and is in the ordinary course of business.
2.	Basis of determination of price.	The pricing for the sale-down transaction shall be determined on an arm's length and commercially reasonable basis. The key factors considered include the outstanding principal of the loan portfolio, the credit quality and performance of the underlying assets, residual tenure, expected cash flows, and the overall yield of the portfolio.

S. No. Particulars of the information	Information provided by the Management
3. In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <ol style="list-style-type: none"> a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating? 	Not Applicable

A(5). Basic details of the proposed transaction

Transaction 11 - Origination Fee Expense

S. No. Particulars of the information	Information provided by the Management
1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Services
2. Details of each type of the proposed transaction.	Origination fee expense
3. Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4. Whether omnibus approval is being sought?	Yes
5A. Value of the proposed transaction during a financial year (for RPT Period).	₹ 20 Crore
5B. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required
6. Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	In consideration of the sourcing and origination of the loan portfolio, BHFL shares origination and/or sourcing fees with BFL in relation to down sell, novation, or consortium arrangements of the portfolio. Such expenses are incurred in the ordinary course of business and are considered to be in the best interests of the Company and its shareholders.
7. A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8. Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S. No. Particulars of the information	Information provided by the Management
1. Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process is undertaken, as the origination fee arrangement is determined based on the extent of sourcing undertaken by BHFL, prevailing pricing considerations, and benchmarking against comparable transactions executed with unrelated parties for similar arrangements.
2. Basis of determination of price.	The pricing is benchmarked against comparable transactions executed with unrelated parties for similar types and nature of transactions.

S.	No. Particulars of the information	Information provided by the Management
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

A(5). Basic details of the proposed transaction

Transaction 12 - Origination Fee Income

S.	No. Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services
2.	Details of each type of the proposed transaction.	Origination fee income
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT period
4.	Whether omnibus approval is being sought?	Yes
5A.	Value of the proposed transaction during a financial year (for RPT Period).	₹ 19 Crore
5B.	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	In consideration of the sourcing and origination of the loan portfolio, BHFL is entitled to charge an origination and/or sourcing fee to BFL in relation to sale-down, consortium, and novation arrangements. Such income is earned in the ordinary course of business and is considered to be in the best interests of the Company and its shareholders.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S.	No. Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process is undertaken, as the origination fee income is determined based on the extent of sourcing efforts undertaken by BHFL, prevailing market-linked pricing considerations, and benchmarking against comparable transactions executed with unrelated parties for similar arrangements.
2.	Basis of determination of price.	The pricing is benchmarked against comparable transactions executed with unrelated parties for similar types and nature of transactions.

S.

No. Particulars of the information

Information provided by the Management

3. In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:
- Amount of Trade advance
 - Tenure
 - Whether same is self-liquidating?

Not Applicable

- (b) Justification as to why the proposed transaction is in the interest of the Company, basis for determination of price and other material terms and conditions of RPT:

The justification of the proposed transaction is in the interest of the Company is covered in each of the transaction table as provided above.

- (c) Disclosure that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Company as required under the RPT Industry Standards:

The Audit Committee of the Company at its Meeting held on 27 April 2026 had reviewed and noted the certificate provided by the Managing Director and the Chief Financial Officer of the Company that the terms of the proposed Material Related party transactions are in the interest of the Company.

- (d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval:

The Audit Committee of the Company at its Meeting held on 27 April 2026 reviewed the relevant details / documents provided by the Management and also the mandatory disclosure which is required to be made to the Audit Committee of the Company in accordance with the RPT Industry Standards and approved the Material Related Party Transactions.

Further, basis the approval of the Audit Committee of the Company, the Board at its meeting held on 27 April 2026 recommended the same for approval of the Members of the Company.

- (e) Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:

Not applicable.

- (f) Any other information that may be relevant.

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

The Company as a practice engages an Independent firm to obtain assurance on arm's length nature of all Related Party Transaction(s). The said firm, based on its review has affirmed that the related party transactions entered by the Company during FY2026 were at arm's length.

The company will continue with the aforesaid practice of obtaining assurance of arm's length nature of all Related Party Transaction(s) by an Independent firm for FY2027 including the proposed transactions.

BAJAJ HOUSING FINANCE LIMITED

The proposed approval vis-a-vis approval sought last year is primarily driven by the increased volume of loan portfolio assignment amounting to ₹ 2,500 crore and the sale/transfer of loan portfolio amounting to ₹ 3,000 crore. This is in line with business requirements, with the objective of maintaining an optimal asset-liability balance, enhancing liquidity and capital efficiency, and strengthening portfolio composition along with overall risk management.

Accordingly, the Audit Committee and Board having considered the above, do recommend transaction contained in Item No. 4 of the Notice by way of an ordinary resolution.

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

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 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. 4.

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

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

Date: 29 April 2026
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

Rajeev Jain

Brief Profile:

Rajeev Jain is the Vice Chairman (Non-Executive Director) of the Company. He holds a post-graduate diploma in management from the T.A. Pai Management Institute, Manipal and has more than 30 years of experience in the consumer lending industry. He has been associated with the Company for over a decade. In his previous assignments, he has worked with ANZ Grindlays Bank, American Express and AIG. He has several years of experience in managing diverse consumer lending businesses viz., auto loans, durables loans, personal loans and credit cards.

Rajeev Jain was appointed as the Non-executive Vice - Chairman of Bajaj Housing Finance Limited w.e.f. 1 May 2022. He has been associated with Bajaj Finance Limited (BFL) since 2007, currently he holds Vice-Chairman and Managing Director position in BFL.

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

Particulars	Details
Age	55 years
Qualifications	Rajeev Jain is a Management graduate from T A Pai Management Institute, Manipal, with a bachelor's degree in commerce.
Terms and Conditions of Appointment	Appointed as Non-executive Vice-chairman with effect from 1 May 2022
Remuneration proposed to be paid	In line with the Company's policy and as approved by the shareholders
Remuneration last drawn FY2026 (sitting fees and commission)	₹ 92 lakh
Date of first appointment on the Board	10 November 2014
Shareholding in the Company	100 shares jointly with Bajaj Finance Limited
Relationship with other Directors/ Key Managerial Personnel of the Company	Rajeev Jain is not related to any of the directors or key managerial personnel of the Company.
Experience	As per brief profile
Number of meetings of the Board attended during FY2026	5
Directorships in listed Companies and other directorships as on the date of this notice	Vice-Chairman and Managing Director, Bajaj Finance Limited Non-Executive Non-Independent Director, Bajaj Finserv Limited
Membership/Chairmanship of Committees of other Boards as on the date of this notice	Bajaj Finance Limited: Membership: 1. Risk Management Committee 2. IT Strategy Committee 3. Corporate Social Responsibility Committee 4. Customer Service Committee 5. Strategic Investment Committee 6. Fraud Monitoring Committee 7. Credit Committee Chairmanship: 1. Review Committee for Wilful Defaulter's Identification
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 and Business Transformation & Strategy

BAJAJ HOUSING FINANCE LIMITED

Rajeev Jain, Non-executive Vice-chairman 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 Rajeev 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: 29 April 2026
Place: Pune