

BAJAJ HOUSING FINANCE LIMITED

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the shareholders of Bajaj Housing Finance Limited (Company) will be held at a shorter notice on Tuesday, 29 January 2019 at 9.00 a.m. at the Registered Office of the Company at Bajaj Auto Limited Complex, Mumbai- Pune Road, Akurdi- 411035 to transact the following special business:

1. Increase in authorised share capital:

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

“RESOLVED THAT pursuant to sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the shareholders be and is hereby given for increasing the authorized share capital of the Company from ₹ 30,000,000,000/- (Rupees Three Thousand Crore) divided into 3,000,000,000 equity shares of face value of ₹ 10 to ₹ 60,000,000,000/- (Rupees Six Thousand Crore) divided into 6,000,000,000 equity shares of face value of ₹ 10.

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

The authorised share capital of the Company is ₹60,000,000,000/- (Rupees Six Thousand Crore) divided into 6,000,000,000 equity shares of face value of ₹10/- (Rupees Ten). The Company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions permitted by Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT to give effect to the aforesaid resolution, the Board of Directors, be and are hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this regard.”

2. Increase in the Borrowing Powers of the Company:

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

“RESOLVED THAT in supersession of the special resolution passed by the shareholders at its Extra-ordinary General Meeting held on 22 January 2018 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the ‘Board’) to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, *inter alia*, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds or other debt instruments, with or without security, whether in India or outside India and through acceptance of inter corporate loans (whether in Indian Rupees or foreign currencies), on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the moneys so

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borrowed together with moneys already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed by the Board shall not exceed the sum of ₹ 35,000 crore (Rupees Thirty Five Thousand Crore Only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to take such steps as may be necessary to give effect to this resolution."

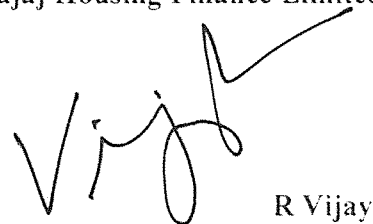
3. Creation of Security:

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

"RESOLVED THAT in supersession of the special resolution passed by the shareholders at its Extra-ordinary General Meeting held on 22 January 2018 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to creation by the Board of Directors of the Company (the 'Board') from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the bank(s), financial institution(s), and/or other lender(s), debenture trustee, security trustee as may be agreed to by the Board for the purpose of securing repayment of any loans/financial assistance (whether in Indian Rupees or foreign currencies), debentures or bonds or other instruments issued on private placement basis and/or in any other manner, subject to a maximum amount of ₹ 35,000 crore (Rupees Thirty Five Thousand Crore only).

RESOLVED FURTHER THAT the Board be and are hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the said mortgages, charges, liens, hypothecation and/or other securities and to do and perform all such acts, deeds, matters or things as may be necessary, proper, expedient or desirable to give effect to this resolution."

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



R Vijay

Company Secretary

Email id:- vijay.r@bajajfinserv.in

Place: Pune

Date: 17 January 2019

Website:- <https://www.bajajfinserv.in/bajaj-housing-finance-limited-bhfl>

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NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 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, at any time during the business hours of the Company, provided not less than 1 day` written notice is given to the Company.
- 3) The statement pursuant to section 102(1) of the Companies Act, 2013 for the above items of business is annexed to this notice.
- 4) Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.
- 5) Members/ proxies are requested to bring the attendance slip/proxy form duly filled, stamped and signed in for attending the Meeting. Proxies are requested to bring their ID proof at the meeting for identification.



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ANNEXURE TO THE NOTICE:

Statement pursuant to section 102(1) of the Companies Act, 2013

Item no. 1 relating to increase in Authorised Share Capital of the Company

Presently, the Authorised Share Capital of the Company is ₹ 3000 crore divided into 300 crore equity shares of face value of ₹ 10.

In order to meet its current and future business objectives, it is proposed to increase the authorized share capital of the Company from the existing ₹ 3000 crore to ₹ 6000 crore divided into 600 crore equity shares of face value of ₹ 10 so as to facilitate the Company to issue shares either by way of Rights or Private Placement and raise funds for achieving the business objectives.

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

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

The Board of Directors recommends passing of the ordinary resolution set out in item no. 1 of the notice.

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

Item nos. 2 and 3 relating to increase in borrowings powers and creation of security

Vide special resolutions dated 22 January 2018 passed by the shareholders at its Extra-ordinary General Meeting, the shareholders of the Company had accorded their consent to the Board of Directors to borrow moneys not exceeding ₹ 20,000 crore (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 ('the Act') and creation of mortgages, charges, liens, hypothecation and/ or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to a limit of ₹ 20,000 crore in terms of Section 180(1)(a) of the Act.

Considering the future business plans of the Company and to meet the funding requirements for business purposes, the Board of Directors may need to resort to further borrowings from time to time, *inter alia*, by way of loan/financial assistance from various bank(s)/financial institution(s) and other lender(s), issue of debentures/bonds or other debt instruments and through acceptance of inter corporate loans. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee.

Accordingly, it is proposed to seek approval of the members of the Company for revising the limits of borrowing and creation of charge/security on the Company's assets with respect to borrowing from the existing ₹ 20,000 crore to ₹ 35,000 crore.

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The Board of Directors recommends passing of the special resolutions as set out in item nos. 2 and 3 of this Notice.

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

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



R Vijay
Company Secretary

Place: Pune
Date: 17 January 2019

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65910PN2008PLC132228
Name of the Company : BAJAJ HOUSING FINANCE LIMITED
Registered office : Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411035

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/Client ID/DP ID :

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

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

(2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

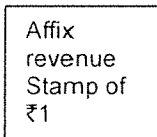
(3) Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held at a shorter notice on Tuesday, 29 January 2019 at 9.00 a.m. at the Registered Office of the Company at Bajaj Auto Limited Complex, Mumbai- Pune Road, Akurdi- 411035 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Special Business
1.	Increase in authorised share capital
2.	Increase in Borrowing Powers of the Company
3.	Creation of Security

Signed this ____ day of _____ 2019



Signature of member

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above the proxies can vote on such other items which may be tabled at the meeting by the members present.

ATTENDANCE SLIP

Folio No./DP ID/Client ID:

Name & Address:

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

No. of shares held:

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

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held at a shorter notice on Tuesday, 29 January 2019 at 9.00 a.m. at the Registered Office of the Company at Bajaj Auto Limited Complex, Mumbai- Pune Road, Akurdi- 411035.

Full name of proxy (in case of proxy)
holder/proxy

Signature of first

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.