

BAJAJ HOUSING FINANCE LIMITED

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the shareholders of Bajaj Housing Finance Limited will be held at a shorter notice on Wednesday, 29 January 2020 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 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:

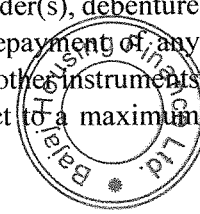
“RESOLVED THAT in supersession of the special resolution passed by the shareholders at its Extra-ordinary General Meeting held on 29 January 2019 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) 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/commercial papers or other debt instruments, with or without security, whether in India or abroad and through acceptance of inter corporate loans (whether in Rupees or in foreign currency), on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the moneys so 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 ₹ 55,000 crore (Rupees Fifty 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.”

2. Creation of Security:

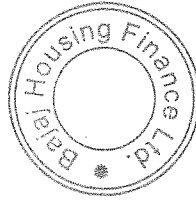
To consider, and if thought fit, to pass, the following resolution, with or without modifications, as a special resolution:

“RESOLVED THAT in supersession of the special resolution passed by the shareholders at its Extra-ordinary General Meeting held on 29 January 2019 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 Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, subject to a maximum amount of ₹ 55,000 crore (Rupees Fifty Five Thousand Crore only).

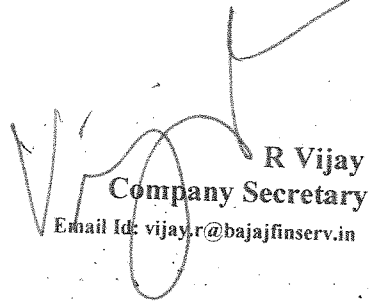


RESOLVED FURTHER THAT the Board, be and are hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the said mortgages, charges, liens, hypothecation and/or other securities and to do and perform all such acts, deeds, matters or things as may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

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



Place: Pune
Date: 28 January 2020


R Vijay
Company Secretary
Email Id: vijay.r@bajajfinserv.in

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 AT ANY TIME BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) During the period 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 a 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 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 the purpose of identification.



ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item nos. 1 and 2 relating to borrowings powers and creation of security

Vide special resolutions dated 29 January 2019 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 ₹ 35,000 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 ₹ 35,000 crore in terms of Section 180(1)(a) of the Act.

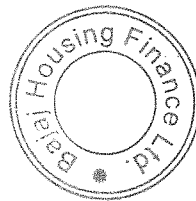
Considering the future business plans of the Company and to meet the funding requirements for the business of the Company, the Board of Directors may need to resort to further borrowings from time to time, inter alia, by way of loan / financial assistance from various bank(s)/financial institution(s) 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 ₹ 35,000 crore to ₹ 55,000 crore.

The Board of Directors recommends passing of the Special Resolutions as set out in item nos. 1 and 2 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.

Place: Pune
Date: 28 January 2020



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


R Vijay
Company Secretary
Email Id: vijay.r@bajajfinserv.in

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 above named company, hereby appoint:

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

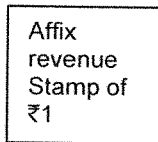
(2) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him

(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 Wednesday, 29 January 2020 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 Borrowing Powers of the Company
2.	Creation of Security

Signed this ___ day of _____ 2020



Signature of member

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, 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 Wednesday, 29 January 2020 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.