

BAJAJ HOUSING FINANCE LIMITED

Bajaj Housing Finance Limited

CIN: U65910PN2008PLC132228

Regd. Office: Bajaj Auto Limited Complex,
Mumbai-Pune Road, Akurdi
Pune - 411 035.

Email ID: vijay.r@bajajfinserv.in

Website: <https://www.bajajhousingfinance.in/>

Phone: (020) 71878060

12TH AGM NOTICE

Notice is hereby given that the twelfth annual general meeting of the members of Bajaj Housing Finance Limited will be held on **Wednesday, 15 July 2020** at **2.00 p.m.** at 6th Floor, Bajaj Finserv Corporate Office, Off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014 to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the financial year ended 31 March 2020 together with Directors' and the 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. **Appointment of Dr. Omkar Goswami as an independent director for a term of five consecutive years w.e.f. 19 May 2020.**

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

"RESOLVED THAT pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), including rules made thereunder read with Schedule IV to the Act and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to Article 119 (a), Dr. Omkar Goswami (DIN 00004258) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act and who vacates his office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years, effective from 19 May 2020 up to 18 May 2025.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Dr. Omkar Goswami be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

4. Appointment of Anami N Roy as an independent director for a term of five consecutive years w.e.f. 19 May 2020.

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

“RESOLVED THAT pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), including rules made thereunder read with Schedule IV to the Act and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to Article 119 (a), Anami N Roy (DIN 01361110) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act and who vacates his office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years, effective from 19 May 2020 up to 18 May 2025.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Anami N Roy be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

5. Issue of non-convertible debentures through private placement

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

“RESOLVED THAT pursuant to sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s), variation and/or re-enactment(s) to any of the foregoing and other applicable guidelines, directions or laws), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to make offer(s) or an invitation(s) or to issue non-convertible debentures (NCDs) secured or unsecured at face value or such other price as may be permissible under the relevant regulations and considering the market conditions, the Board or any committee thereof determine in accordance with any of the abovesaid 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 to eligible investor(s), 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 however that the borrowings including by way of issue of NCDs will be within the overall limit of borrowing as approved by the Members of the Company, from time to time.

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RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board or any Committee thereof, be and is hereby authorised to do all such acts, deeds and things as it, in its absolute discretion, may deem necessary or desirable in connection with creating, issuing, offering, inviting and allotting the non-convertible debentures, and to give effect to this resolution, including, without limitation, the following:

- (i) approve, finalise and execute any offer document including private placement offer document and to approve and finalise any term sheets in this regard;
- (ii) finalise the basis of allotment of the non-convertible debentures; and
- (iii) settle any issues, questions, difficulties or doubts that may arise.”

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



R Vijay
Company Secretary
Membership No.: A18244
Pune: 18 May 2020

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NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.
- 2) During the period beginning 48 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 3 days' written notice is given to the Company.
- 3) Statement pursuant to section 102(1) of the Companies Act, 2013 (the 'Act') forms part of this notice.
- 4) Brief details of the directors who are seeking appointment are annexed hereto as per requirements of the Act.
- 5) Documents referred to in the notice and the statement annexed to this notice will be kept open for inspection by the members at the registered office as well as corporate office. (5th Floor, Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune- 411014) from Monday to Friday during 10.00 a.m. to 12.30 p.m. except holidays, up to the date of the annual general meeting (AGM) and also at the AGM.
- 6) The Notice of AGM is available on the Company's website <https://www.bajajhousingfinance.in/annual-reports>.
- 7) The following statutory registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Act as specified below from Monday to Friday during 10.00 a.m. to 12.30 p.m. except holidays:
 - (a) Register of contracts or arrangements in which directors are interested under Section 301 of the erstwhile Companies Act, 1956 and Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Act.
 - (b) Register of directors' shareholdings under section 307 of the erstwhile Companies Act, 1956 and Register of directors and key managerial personnel and their shareholding under section 170 of the Act.The aforesaid registers shall be kept open for inspection at the AGM by any person entitled to attend the meeting.
- 8) Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorising their representative to attend the AGM.

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- 9) Members/ proxies are requested to bring the attendance slip/proxy form duly filled and signed in for attending the meeting. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.
- 10) At the AGM, a resolution put to the vote at the meeting shall, unless a poll is demanded under section 109 of the Act shall be decided on a show of hands.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT:

Item nos.3 and 4 relating to appointment of independent directors

The Board of Directors, at their meeting held on 18 May 2020, based on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Omkar Goswami and Anami N Roy as additional directors in the capacity of independent directors with effect from 19 May 2020 and they hold office up to the date of this AGM.

The Company has received notices under section 160 of the Act proposing candidature of Dr. Omkar Goswami and Anami N Roy for the office of the director.

The said directors have consented to act as director and have confirmed that they are not disqualified from being appointed as director(s) of the Company and have submitted a declaration of independence confirming that they meet the criteria of independence prescribed under the Act. The Board is of the opinion that they are persons of integrity, possess relevant expertise and experience (including proficiency).

Pursuant to section 152 read with Schedule IV of the Act, in the opinion of the Board, the independent directors fulfill the conditions specified under the Act and the rules made thereunder and the appointments are independent of the Management.

The terms and conditions of their appointment shall be open for inspection at the registered office of the Company and at the corporate office of the Company by any member from Monday to Friday during 10.00 a.m. to 12.30 p.m., except holidays, and a generic copy containing the said terms and conditions will be available on the Company's website <https://www.bajajhousingfinance.in/policies-and-documents> .

Except Dr. Omkar Goswami (w.r.t. resolution at item no. 3) and Anami N Roy (w.r.t. resolution at item no. 4), no other director and key managerial personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise in the resolutions, except to the extent of their respective shareholding, if any, in the Company. Profiles of Dr. Omkar Goswami and Anami N Roy are given below.

Nature of expertise in specific functional areas:

Dr. Omkar Goswami: Audit & Risk Management, Corporate Governance & Ethics, Economics & Statistics, Regulatory, Government & Security matters and Academics, Education, Authorship.

Anami N Roy: Management & Strategy, Human Resources & Industrial Relations, Law, Banking, Investment & Treasury Management, Corporate Governance & Ethics, Regulatory, Government & Security matters, CSR and Sustainability & NGO matters.

Considering the nature of expertise and experience of Dr. Omkar Goswami and Anami N Roy, the Board recommends their appointment by passing the ordinary resolutions set out in item nos. 3 and 4 of this notice.

Dr. Omkar Goswami (DIN 00004258)

Brief Resume:

Dr. Omkar Goswami, born on 29 August 1956, holds a master's degree in Arts (Economics) from the Delhi School of Economics and a Doctorate in Philosophy from Oxford University. He has taught and researched economics for 18 years at Oxford, Delhi School of Economics, Harvard, Tufts University, Jawaharlal Nehru University, Rutgers University and the Indian Statistical Institute, New Delhi. He has also served on several government committees including as Chairman of the Committee on Industrial Sickness and Corporate Restructuring and as member of the Working Group on the Companies Act; the CII Committee on Corporate Governance; the Rakesh Mohan Committee on Railway Infrastructure Reform; the Vijay Kelkar Committee on Direct Tax Reforms; the Naresh Chandra Committee on Auditor-Company Relationship; the N.R. Narayana Murthy SEBI Committee on Corporate Governance Reforms, among others.

He has been a consultant to the World Bank, the International Monetary Fund, the Asian Development Bank and the Organization for Economic Co-operation Development. He was also the Chief Economist of Confederation of Indian Industry.

He has authored various research papers and books on economic history, industrial economics, public sector, bankruptcy laws and procedures, economic policy, corporate finance, corporate governance, public finance, tax enforcement and legal reforms. He also writes columns for newspapers and magazines and was the editor of Business India magazine.

Other information about the appointee:

Dr. Omkar Goswami is not related to any director or key managerial personnel of the Company. He does not hold any shares in the Company. He will be eligible for payment of such fees and remuneration, as payable to other non-executive directors of the Company, as per remuneration policy of the Company.

His directorships/committee positions are as under:

Major directorships:

1. Bajaj Auto Ltd.
2. Bajaj Finance Ltd.
3. Ambuja Cements Ltd.
4. Godrej Consumer Products Ltd.

*Committee memberships

1. Bajaj Auto Ltd.
2. Bajaj Finance Ltd.
3. Ambuja Cements Ltd.
4. Godrej Consumer Products Ltd.

*Membership of audit committee and stakeholders' relationship committee of public limited companies are considered.

Anami N Roy (DIN 01361110)

Brief Resume:

Anami N Roy, born on 15 May 1950, is a distinguished former Director General of Police, having served in the Indian Police Service in Maharashtra and with the Government of India for over 38 years. He held a variety of assignments both in Maharashtra and with the Central Government including Commissioner of Police, Aurangabad, Pune and Mumbai and retired as Director General of Police, Maharashtra, commanding a 225,000 strong force.

While with Government of India, he headed the operations of the elite Special Protection Group, looking after proximate security of Prime Minister, former Prime Ministers and their families, in which capacity he travelled extensively within India and overseas and interacted with the forces and governments of many foreign countries around the world.

Known popularly as the People's Commissioner, he set up many citizen-friendly schemes and systems to resolve and fulfill people's problems and expectations like Citizen Facilitation Centres in Police Commissioner's office and later in all police stations where all requirements of people from police were dealt with in a transparent, time-bound and hassle-free manner, Mumbai Police Infoline for giving all information from and about Police through a toll-free number, Elderline for senior citizens, Slum Police Panchayat, etc.

He was appointed as an Advisor to the Governor of Andhra Pradesh when the state was under President's rule in 2014. He also dealt with the separation of Andhra-Pradesh in two states - Andhra Pradesh and Telangana and supervised the General Elections of 2014 in both states.

Post-retirement, he has been engaged in the social/non-profit sector. He runs a not-for-profit company Vandana Foundation under section 8 of the Companies Act, 2013 for supporting people at the bottom of the pyramid with livelihood.

He is on the Board of many prominent companies. He is also involved in many other companies in advisory capacity. He brings with him a wide and rich experience of public service, functioning of governments at the state and central level.

Other information about the appointee:

Anami N Roy is not related to any director or key managerial personnel of the Company. He does not hold any shares in the Company. He will be eligible for payment of such fees and remuneration, as payable to other non-executive directors of the Company, as per remuneration policy of the Company.

His directorships/committee positions are as under:

Major directorships:

1. Bajaj Auto Ltd.
2. Bajaj Finserv Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Holdings & Investment Ltd.
5. Glaxosmithkline Pharmaceuticals Ltd.
6. Finolex Industries Ltd.

*Committee memberships

1. Finolex Industries Ltd.

*Membership of audit committee and stakeholders' relationship committee of public limited companies are considered

Item no.5 relating to 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, external commercial borrowings, issue of debentures (secured or unsecured)/bonds and/or other debt instruments, on private placement basis or otherwise. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor, etc.

As per section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the 'Companies PAS Rules') a company may make an offer or invitation to subscribe to the debentures through a private placement basis subject to previous approval of members by way of a special resolution.

In case of non-convertible debentures (NCDs) where the proposed amount to be raised through such offer or invitation exceeds the limit specified in 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 during the year.

In terms of section 180(1)(c) of the Act, the shareholders have authorised the Board to borrow up to Rs. 55,000 crore. Pursuant to the said authority, the Board of Directors, at their meeting held on 18 May 2020 approved borrowings in various forms for an aggregate amount not exceeding Rs. 50,000 crore. The proposed issue of NCDs will be within the Board approved borrowing limits as may be decided by the Board from time to time.

The debentures will be issued on private placement basis in accordance with the provisions of the Act and SEBI electronic book provider platform guidelines. The issue size and rate of interest depends, inter alia, on the market rates, tenor, security, business requirement and the applicable legal provisions.

In case of secured NCDs, security proposed to be offered may be by way of mortgage over the identified immovable property(s) or hypothecation over the book debts and loan receivables of the Company or a combination of both.

Approval of the members is, therefore, sought under section 42 of the Act read with Rule 14 of the Companies PAS Rules, by way of a special resolution for making offer(s) or invitation(s) to eligible persons to subscribe to the non-convertible debentures of the Company on private placement basis for a period of one year commencing from this annual general meeting.

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

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The Board recommends passing of the special resolution as set out in item no. 5 of this notice.

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



R Vijay
Company Secretary
Membership No.: A18244
Pune: 18 May 2020

Corporate Office: 5th Floor, B2 Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune 411014
Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411035
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Corporate ID No.:
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BAJAJ HOUSING FINANCE LIMITED

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 twelfth annual general meeting of the Company, to be held on the **Wednesday, 15 July 2020 at 2.00 p.m.** at 6th Floor, Bajaj Finserv Corporate Office, Off Pune -Ahmednagar Road, Viman Nagar, Pune - 411 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Ordinary business	For	Against
	Ordinary business:		
1	Adoption of standalone financial statements for the year ended 31 March 2020 together with Directors' and Auditors' Reports thereon		
2	Re-appointment of Rajeev Jain, Director, who retires by rotation		
	Special business:		
3	Appointment of Dr. Omkar Goswami as an independent director for a term of five consecutive years w.e.f. 19 May 2020.		
4	Appointment of Anami N Roy as an independent director for a term of five consecutive years w.e.f. 19 May 2020.		
5	Issue of non-convertible debentures through private placement		

Signed this ____ day of _____ 2020

Affix
revenue
Stamp of
₹1

Corporate Office: 5th Floor, B2 Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune 411014
Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411035
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BAJAJ HOUSING FINANCE LIMITED

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.

Corporate Office: 5th Floor, B2 Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune 411014
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Tel: +91 20 71878060
Corporate ID No.:
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BAJAJ HOUSING FINANCE LIMITED

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 twelfth annual general meeting of the Company on **Wednesday, 15 July 2020 at 2.00 p.m.** at 6th Floor, Bajaj Finserv Corporate Office, Off Pune -Ahmednagar Road, Viman Nagar, Pune - 411 014.

Full name of proxy (in case of proxy)

Signature of first holder/proxy

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.