

BAJAJ HOUSING FINANCE LIMITED

(CIN: U65910PN2008PLC132228)

Registered office: Bajaj Auto Limited Complex
Mumbai - Pune Road, Akurdi- 411035, Maharashtra,
Email ID: bhflinvestor.service@bajajfinserv.in
Website: <https://www.bajajhousingfinance.in>
Tel No.: (020) 7187 8060

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, 24 April 2024 at 5.45 p.m.** at the Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014 to transact the following:

SPECIAL BUSINESS:

1. Increase in authorised share capital of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to clause 9 of Articles of Association of the Company and sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the shareholders be and is hereby accorded for increasing the authorized share capital of the Company from Rs. 80,000,000,000/- (Rupees Eight Thousand Crore) divided into 800,00,00,000 equity shares of face value of Rs. 10/- each to Rs. 90,000,000,000/- (Rupees Nine Thousand Crore) divided into 900,00,00,000 equity shares of face value of Rs. 10/- each.

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

The authorised share capital of the Company is Rs. 90,000,000,000/- (Rupees Nine Thousand Crore) divided into 9,00,00,00,000 equity shares of face value of Rs. 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 for the purpose of giving effect to the above resolution, the Board 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 shareholders of the Company."

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2. Approval of Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 (BHFL ESOP 2024).

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the rules thereunder, and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars (including any statutory modification(s) or re-enactment(s) thereof) as may be applicable ("**Applicable Laws**"), and the Memorandum of Association and Articles of Association of Bajaj Housing Finance Limited ("**Company**"), and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the "**Board**", which expression shall also include any committee including Nomination and Remuneration Committee of the Company being referred as 'Compensation Committee' constituted by the Board), the approval of the members of the Company be and is hereby accorded for the adoption of "Bajaj Housing Finance Limited Employee Stock Option Scheme 2024" (hereinafter referred to as "**BHFL ESOP 2024**") which shall be implemented through the Bajaj Housing Finance ESOP Trust, for the benefit of the eligible employees in terms of the BHFL ESOP 2024, the salient features of which are furnished in the explanatory statement to this notice.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer, grant and allot employee stock options ("**Options**") to or for the benefit of eligible employee(s) in terms of the BHFL ESOP 2024, not exceeding 39,09,78,763 Options, corresponding to 39,09,78,763 equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each, representing 5% of paid-up equity share capital, on a fully diluted basis, as on the date of adoption of the BHFL ESOP 2024 (subject to adjustments), in such manner, during such period, in one or more tranches under BHFL ESOP 2024 and on such terms and conditions including the price as the Board may decide in accordance with the BHFL ESOP 2024 or other provisions of the Applicable Laws as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the Board (or any committee duly authorized by it) be and is hereby authorised to issue and allot fully paid-up equity shares to be issued / transferred to eligible employees on exercise of stock options from time to time in accordance with the BHFL ESOP 2024 and the said equity shares shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, change in capital structure and others, if any, additional stock options are issued to the Employees at the discretion of the Board in accordance with the BHFL ESOP 2024 for the purpose of making a fair and reasonable adjustment to the stock options granted earlier, the ceiling specified above shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

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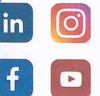
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RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares arising out of and/or the price of acquisition payable by the Employees under the BHFL ESOP 2024 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT, the Board be and is hereby authorised on behalf of the Company to evolve, decide upon and bring into effect the BHFL ESOP 2024 and make any modifications, changes, variations, alterations or revisions in the BHFL ESOP 2024 from time to time or to suspend, withdraw or revive the BHFL ESOP 2024 from time to time as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of stock options and/or equity shares arising therefrom without requiring the Board to secure any further consent or approval of the shareholders of the Company in this respect subject to Applicable Laws.

RESOLVED FURTHER THAT, any of the Directors and/or Key Managerial Personnel of the Company are authorized to certify the true copy of the aforesaid resolutions.”

3. Adoption of Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 (“BHFL ESOP 2024”) and extending the benefits to eligible employees of its holding company(ies) or subsidiary company(ies) of the Company, if any.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Rules thereunder and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars (including any statutory modification(s) or re-enactment(s) thereof) as may be applicable (“**Applicable Laws**”), and the Memorandum of Association and Articles of Association of the Company of Bajaj Housing Finance Limited (“**Company**”) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression shall also include any committee including Nomination and Remuneration Committee being referred as “**Compensation Committee**” constituted by the Board), approval of the members of the Company be and is hereby accorded to extend the benefits of the Bajaj Housing Finance Limited Employee Stock Option Scheme, 2024 (hereinafter referred to as “BHFL ESOP 2024”) referred to in resolution no. 2 of this Notice to eligible employee(s) of the holding company of the Company and subsidiary company(ies), in or outside India, if any, in such manner, during such period, in one or more tranches and on such terms and conditions including the

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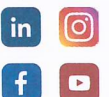
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price as the Board may decide in accordance with provisions of the law as may be prevailing at the relevant time, within the overall ceiling not exceeding 39,09,78,763 Options, corresponding to 39,09,78,763 equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each, representing 5% of the paid-up equity share capital, on a fully diluted basis, as on the date of adoption of the BHFL ESOP 2024 (subject to adjustments), in terms of the BHFL ESOP 2024.

RESOLVED FURTHER THAT the BHFL ESOP 2024 shall be implemented through a trust to be set up by the Company, which trust may be set up under the name "Bajaj Housing Finance ESOP Trust".

RESOLVED FURTHER THAT the Board (or any committee duly authorized by it) be and is hereby authorised to issue and allot fully paid-up equity shares to be issued / transferred to eligible employees on exercise of stock options from time to time in accordance with the BHFL ESOP 2024 and the said equity shares shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, change in capital structure and others, if any, additional stock options of the Company are issued to the Employees at the discretion of the Board in accordance with the BHFL ESOP 2024 for the purpose of making a fair and reasonable adjustment to the stock options granted earlier, the ceiling specified above shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares arising out of and/or the price of acquisition payable by the Employees under the BHFL ESOP 2024 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to evolve, decide upon and bring into effect the BHFL ESOP 2024 and make any modifications, changes, variations, alterations or revisions in the BHFL ESOP 2024 from time to time or to suspend, withdraw or revive the BHFL ESOP 2024 from time to time as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of Options and/or equity shares arising therefrom without requiring the Board to secure any further consent or approval of the shareholders of the Company in this respect subject to Applicable Laws.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company are authorized to certify the true copy of the aforesaid resolutions."



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4. Approval for implementing the Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024") through trust route and acquisition of shares by the Trust.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 (the "**Act**"), and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("**Applicable Laws**"), the Memorandum of Association and Articles of Association of Bajaj Housing Finance Limited ("**Company**") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, 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 expression shall also include any committee including Nomination and Remuneration Committee being referred as "**Compensation Committee**" constituted by the Board) to implement the Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("**BHFL ESOP 2024**") through a trust to be set up by the Company, which trust may be set up under the name "Bajaj Housing Finance Limited ESOP Trust" ("**Trust**") and the Trust to acquire, purchase, hold and deal in fully paid-up equity shares of the Company, either through direct allotment by the Company or through secondary acquisition as permitted under Applicable Laws for the purpose of implementation of the BHFL ESOP 2024 and in due compliance with the provisions of Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, offer, grant, issue and allot up to 39,09,78,763 employee stock options ("**Options**"), corresponding to 39,09,78,763 equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each, being 5% (Five percent) of the paid-up equity share capital of the Company on a fully diluted basis as on the date of the adoption of the BHFL ESOP 2024 (subject to adjustments), at such price, in one or more tranches, in such manner and on such other terms and conditions as may be fixed or determined by the Board in accordance with the Applicable Laws.

RESOLVED FURTHER THAT the Board 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 expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board (including the Compensation Committee) to secure any further consent or approval of the Members and the Board (including the Compensation Committee) be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company and Key Managerial Personnel be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

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5. Granting loan and/ or providing guarantee or security for purchase of the shares of the Company by the Trust / Trustees of the Trust for the benefit of the employees under the Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024").

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and Section 67 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("**Applicable Laws**"), the Memorandum of Association and Articles of Association of Bajaj Housing Finance Limited ("**Company**") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the 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 expression shall also include any committee including Nomination and Remuneration Committee being referred as "**Compensation Committee**" constituted by the Board) to grant loan and/ or to provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the trust to be set up by the Company, which trust may be set up under the name "Bajaj Housing Finance Limited ESOP Trust" ("**Trust**") in one or more tranches, up to an amount not exceeding 5% (five percent) of the aggregate of the paid up share capital and free reserves of the Company for the purpose of subscription and/ or purchase of equity shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("**BHFL ESOP 2024**") and permitted under Applicable Laws prevailing from time to time.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of Applicable Laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for the purpose of giving effect to this resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company.

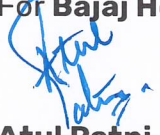
RESOLVED FURTHER THAT any Director of the Company and Key Managerial Personnel be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

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



Atul Patni
Company Secretary
Membership No.: F10094
Place: Pune
Date: 24 April 2024



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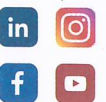
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NOTES:

- 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 SHAREHOLDERS 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.
- 2) During the period before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, shareholders 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 (the 'Act') forms part of this notice.
- 4) Corporate shareholders are requested to furnish a duly certified copy of board resolution/power of attorney authorizing their representative to attend the extraordinary general meeting.
- 5) Shareholders/proxies are requested to bring the attendance slip/proxy form duly filled in and signed in for attending the Meeting. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.
- 6) The Notice of this Meeting is available on the Company's website <https://www.bajajhousingfinance.in/general-meeting-notice>
- 7) At the EGM, a resolution put to the vote at the meeting shall, unless a poll is demanded under section 109 of the Act, shall be decided by show of hands.
- 8) Since the Company is a wholly owned subsidiary of Bajaj Finance Limited, it is exempt from providing a route map as per secretarial standard on General meeting.

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



Atul Patni
Company Secretary
Membership No.: F10094
Place: Pune
Date: 24 April 2024



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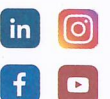
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item no. 1: Increase in authorised share capital of the Company.

Presently, the authorised share capital of the Company is Rs. 80,000,000,000 divided into 800,00,00,000 equity shares of face value of Rs. 10 each.

Considering the long-term fund requirements of the Company to meet its future business objectives, it is proposed to increase the authorised share capital of the Company from the existing limit of Rs. 80,000,000,000 to Rs. 90,000,000,000 divided into 900,00,00,000 equity shares of face value of Rs. 10 each so as to facilitate the Company to issue shares in the mode permissible under Companies Act, 2013 and as determined by the Board of Directors.

Subsequent to the increase in the authorised share capital, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association (MOA) also requires amendment with the approval of the shareholders.

A draft of the MOA incorporating the proposed amendment will be kept open for inspection by shareholders at the Registered Office and Corporate Office of the Company, upto the date of the meeting and also at the meeting.

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

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, directly or indirectly, financially, or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 2, 3, 4 & 5 relating to approval of Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024"), approval of the extension of the benefits of the BHFL ESOP 2024 to the employees of the holding company and subsidiary companies of the Company, if any, implementing the BHFL ESOP 2024 through the Bajaj Housing Finance ESOP Trust, and granting of loan and / or providing guarantee or security for purchase of the shares of the Company by the Trust / Trustees of the Trust for the benefit of the employees under the BHFL ESOP 2024

Stock options have long been recognised as an effective instrument to align the interest of employees with those of the Company, providing an opportunity to employees to share the growth of the Company. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders value.

The Board of Directors of the Company ("**Board**") at its meeting held on 24 April 2024 approved the adoption of the 'Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024") for the benefit of the eligible employees of the Company, and its Subsidiary Company(ies), and its Holding Company (as defined under the Companies Act, 2013 ("Act"), which entitles them to the shares of the Company, subject to the approval of the members by a special resolution in terms of the applicable laws and has authorised the Nomination and Remuneration Committee ("Compensation Committee") for the

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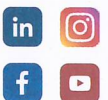
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administration and superintendence of BHFL ESOP 2024 and has approved appointment of advisors, merchant bankers, consultants.

The Company shall set up a trust, which trust may be set up under the name Bajaj Housing Finance Limited ESOP Trust ("**Trust**") for the implementation of the BHFL ESOP 2024 in accordance with the Act, and the rules made thereunder and the BHFL ESOP 2024.

Approval of the Members is being sought for the issue of employee stock options ("**Options**") to the eligible employees as may be determined by the Compensation Committee and related matters.

Disclosure/main features of BHFL ESOP 2024 pursuant to the Companies Act, 2013 are as under:

1. The total number of stock options to be granted:

Total stock options to be granted under the BHFL ESOP 2024 shall not exceed 39,09,78,763 options, being 5% of the paid-up equity share capital, on a fully diluted basis, as on the date of adoption of the BHFL ESOP 2024.

2. Identification of classes of employees entitled to participate in the Employees Stock Option Scheme:

The following classes of employees / directors are eligible to participate in the BHFL ESOP 2024:

(i) a permanent employee of the Company, who has been working in India or outside India; or

(ii) a director of the Company, whether a whole-time director or not, including a non-executive director, but excluding an independent director of the Company; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a Subsidiary Company(ies) in India or outside India, or of a Holding Company of the Company, but does not include—

(a) an employee who is a Promoter or a person belonging to the Promoter Group; or

(b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the company.

The class of employees eligible for participating in the BHFL ESOP 2024 shall, inter alia, be determined on the basis of grade of the employee, length of service, his role, overall performance, past performance record, future potential contribution by the employee and/or such other criteria as may be decided by the Compensation Committee at its sole discretion from time to time.

3. The appraisal process for determining the eligibility of the Employees for the Scheme:

The Company follows an annual appraisal process. Various factors such as past year's performance, grade of the employee, length of service, role and overall contribution, the

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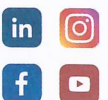
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performance of function to which the employee belongs, merits of the employee, future potential contribution by the employee and/or such other similar factors will be considered by the Compensation Committee for identifying eligible employees.

4. The requirements of vesting and maximum period of vesting:

The Compensation Committee may, at its discretion, grant time-based options and also lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

Save and except in the event of death, permanent incapacity or such other events as may be specified under the BHFL ESOP 2024, the options would vest not earlier than 1 year and not later than 5 years from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined by the Compensation Committee, subject to the minimum vesting period of 1 year from the date of grant of options.

5. The exercise price or the formula for arriving at the same:

The exercise price for the purpose of grant of options will be the price payable by the eligible employee to the Trust to purchase the Shares underlying the Options vested in him, in pursuance of the BHFL ESOP 2024 as determined by the Compensation Committee.

6. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of 5 years from the date of vesting of options. However,

- (i) In case of death, all unvested options shall vest on date of event and to be exercised by the legal heirs or nominee of the employee within 18 months from the date of death and the vested options to be exercised by the legal heirs or nominee of the employee within 18 months from the date of death.
- (ii) In case of permanent incapacity, all unvested options shall be vested on the date of permanent incapacity and to be exercised by the employee within 18 months from the date of permanent incapacity and the vested options to be exercised by the employee within 18 months from the date of permanent incapacity.
- (iii) In case of retirement, the unvested options shall be vested as per the vesting schedule and to be exercised before the due date of expiry of options and the vested options to be exercised before the due date of expiry of options.
- (iv) In the case of resignation, all unvested options shall be cancelled, and the vested options will have to be exercised prior to the last working day.
- (v) In case of termination of employment due to misconduct including a breach of Company policies / terms of employment or abandonment, all vested and unvested options shall be cancelled.
- (vi) In case of any other event, the Compensation Committee will have the sole discretion to determine the treatment of the vested and unvested options.

BAJAJ HOUSING FINANCE LIMITED

www.bajajhousingfinance.in



Cerebrum IT Park, B-2, Building, 5th Floor, Kumar City, Kalyani Nagar, Pune - 411014. Maharashtra

Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411035, Maharashtra

Corporate Identity Number (CIN): U65910PN2008PLC132228

Tel: +91 20718 78060 | **Email:** bhflwecare@bajajfinserv.in



The options will be exercisable by the option grantees by an application to the Trust to exercise the options, remittance of requisite amount (exercise price and tax obligations) and on execution of necessary documents. The options will lapse if not exercised within the specified exercise period.

7. The lock-in period, if any:

The equity shares arising out of exercise of vested options would not be subject to any lock-in period after such exercise.

8. The maximum number of options to be granted per employee and in aggregate:

The maximum number of options to be granted per employee will be determined by the Compensation Committee on a case-to-case basis.

The maximum number of options to be granted in aggregate – 39,09,78,763 options.

9. The method which the Company shall use to value its options:

The Company will determine the value of the options using the Black-Scholes model when the same are issued to the option grantees.

10. The conditions under which option vested in employees may lapse:

The options shall be cancelled, if not exercised within the stipulated exercise periods. Vested options shall also lapse on termination for misconduct, breach of Company policies and terms of employment, and abandonment.

11. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Please refer to point 6 above.

12. A statement to the effect that the Company shall comply with the applicable accounting standards:

The Company shall follow Ind AS 102 "Employee Share-based Payments", the Guidance Note on Accounting for Employee Share based Payments, as applicable, and/or any relevant Accounting Standards/Guidance Note as may be prescribed by the Institute of Chartered Accountants of India, from time to time, including the disclosure requirements prescribed therein.

13. The particulars of the trust, trustee or employees in whose favour such shares are to be registered including their name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any.

BAJAJ HOUSING FINANCE LIMITED

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Name of the Trust	Name of Trustee	Address of Trustee	Occupation of Trustee	Nationality of Trustee	Relation of Trustee with promoters, directors or key managerial personnel
Bajaj Housing Finance Limited Employee Stock Option Trust	1. Ganesh Mandhane 2. Rishi Kapil 3. Sayantani Dutta	1. Aundh, Pune 2. Magarpatta City, Hadapsar, Pune 3. Oberoi Splendor, Mumbai	Service	Indian	Nil

14. Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

The promoters or persons belonging to the promoter group and independent directors of the Company are not entitled to any stock options. The key managerial personnel and non-independent directors of the Company may be deemed to be concerned or interested in the Scheme to the extent of stock options that may be granted to them pursuant to the BHFL ESOP 2024.

15. The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

The eligible employees will be granted employee stock options in terms of the BHFL ESOP 2024 and will be entitled to exercise the options granted to them at the exercise price during the exercise period pursuant to BHFL ESOP 2024 and acquire equity shares of the Company.

16. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:

The voting rights in respect of the shares will be exercised by the eligible employees on transfer of shares by the Trust to them upon exercise of the stock options. The Trust/trustees of the Trust shall not vote in respect of the shares held by the Trust.

Pursuant to section 62(1)(b) and 67(3)(b) of the Companies Act, 2013, and Rules 12 and 16 of the Companies (Share Capital and Debentures) Rules, 2014, the BHFL ESOP 2024 requires approval of the shareholders by special resolution which is proposed in item no. 2 of this Notice. Further, the grant of stock options to employees of the holding and subsidiary company(ies) of the Company requires separate resolution of the shareholders, which is proposed in item no. 3 of this Notice.

BAJAJ HOUSING FINANCE LIMITED

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Implementation of the BHFL ESOP 2024 through the Bajaj Housing Finance ESOP Trust and granting of loan and / or providing guarantee or security for purchase of the shares of the Company by the Trust / Trustees of the Trust for the benefit of the employees under the BHFL ESOP 2024 are proposed in item nos. 4 and 5 of this Notice respectively.

A copy of the BHFL ESOP 2024 will be kept open for inspection by shareholders at the registered office of the Company during business hours.

The Board of Directors recommends passing of the special resolutions as set out in item no. 2, 3, 4 and 5 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, directly or indirectly, financially, or otherwise, in this resolution, 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**



Atul Patni
Company Secretary
Membership No.: F10094
Place: Pune
Date: 24 April 2024



BAJAJ HOUSING FINANCE LIMITED

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Cerebrum IT Park, B-2, Building, 5th Floor, Kumar City, Kalyani Nagar, Pune - 411014. Maharashtra

Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411035, Maharashtra

Corporate Identity Number (CIN): U65910PN2008PLC132228

Tel: +91 20718 78060 | Email: bhfwecare@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 extraordinary general meeting of the Company, to be held at a shorter notice on **Wednesday, 24 April 2024 at 5.45 p.m.** at 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.	Special Business	For	Against
1	Increase in authorised share capital of the Company		
2	Approval of Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 (BHFL ESOP 2024)		
3	Adoption of Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024") and extending the benefits to eligible employees of its holding company(ies) or subsidiary company(ies) of the Company		
4	Approval for implementing the Bajaj Housing Finance Limited		

	Employee Stock Option Scheme 2024 ("BHFL ESOP 2024") through trust route and acquisition of shares by the Trust		
5	Granting loan and/ or providing guarantee or security for purchase of the shares of the Company by the Trust / Trustees of the Trust for the benefit of the employees under the Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024")		

Signed this _____ day of _____ 2024.

Affix revenue Stamp of Rs.1

Signature of shareholder

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/corporate office of the Company, not less than 48 hours before 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 shareholders 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 shorter notice on **Wednesday, 24 April 2024** at **5.45 p.m.** at 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 in and sign this attendance slip and hand it over at the venue of the meeting.
2. Only shareholders of the Company and/or their proxy will be allowed to attend the meeting.