

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

13TH AGM NOTICE

Notice is hereby given that the thirteenth annual general meeting of the members of Bajaj Housing Finance Limited will be held on Monday, 19 July 2021 at 1.30 p.m. at the Registered Office of the Company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi Pune - 411 035 to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the financial year ended 31 March 2021 together with Directors' and the Auditors' reports thereon.
2. To appoint a director in place of Sanjivnayan Rahul Kumar Bajaj (DIN 00014615), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Issue of non-convertible debentures through private placement :

To consider, and if thought fit, to pass the following resolution, 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 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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) to any of the foregoing and other applicable guidelines, directions or laws) and extant Reserve Bank of India guidelines, 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 deem to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to make offer(s) or an

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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 as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more letter(s) of offer/disclosure document as may be issued by the Company and in one or more series, during a period of one year commencing from the date of this annual general meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be provided that the borrowings by way of issue of NCDs to be within the overall limit of borrowing approved by the members of the Company from time to time.

RESOLVED FURTHER THAT for giving effect to above resolution, the Board be and is hereby authorised to execute all necessary and required agreements, documents, instruments, writings and papers, and settle all difficulties, doubts and questions that may arise in this regard and generally do all such acts, deeds, matters and things as may be necessary or required in this connection.

By order of the Board
For Bajaj Housing Finance Limited

Sd/-

R Vijay
Company Secretary
Membership No.: A18244
Pune, 26 April 2021

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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 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 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 director who is seeking re-appointment is annexed hereto as per requirements of the Act.
- 5) The Notice of AGM is available on the Company's website <https://www.bajajhousingfinance.in/annual-reports>
- 6) The following statutory registers are open for inspection of members and others at the registered office of the Company 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 189 of the Act.
 - (b) 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.
- 7) Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorising their representative to attend the AGM.
- 8) 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.

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- 9) 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.

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

Sd/-

R Vijay
Company Secretary
Membership No.: A18244
Pune, 26 April 2021

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ANNEXURE TO THE NOTICE

BRIEF RESUME OF THE DIRECTOR SEEKING REAPPOINTMENT AT THE AGM PURSUANT TO THE ACT

Item no.2 relating to re-appointment of Sanjivnayan Rahul Kumar Bajaj (DIN:00014615)

Brief resume

Sanjivnayan Rahul Kumar Bajaj, born on 2 November 1969, is a non-executive Chairman of the Company. He has a Bachelor's degree in Engineering (Mechanical) with distinction from the University of Pune, an M.Sc (Manufacturing Systems Engineering) with distinction from the University of Warwick, U.K. and a Master's degree in Business Administration from Harvard Business School, U.S.A. He is the Chairman and Managing Director of Bajaj ssFinserv Limited. He is also the Chairman of Bajaj Finance Limited and Bajaj Allianz General Insurance Company Limited and Bajaj Allianz Life Insurance Company Limited. He is the Managing Director of Bajaj Holdings and Investment Limited. He is the Vice – President of Confederation of Indian Industry(CII) and a member of the Insurance Advisory Committee of IRDAI, International Advisory Board of Allianz SE and International Technology Advisory Panel of the Monetary Authority of Singapore.

Other information:

Sanjivnayan Rahul Kumar Bajaj is not related to any of the directors or key managerial personnel of the Company. He holds 100 shares jointly with Bajaj Finance Limited in the Company. Further, he is not disqualified from being appointed as a director in terms of section 164 of the Act.

He was first appointed on the Board of the Company on 22 January 2018. During FY2021, Sanjivnayan Rahul Kumar Bajaj attended all five Board meetings of the Company. During FY2021, he was not paid remuneration apart from sitting fees of Rs. 7,00,000, for attending the meetings of Board and Committees thereof. The Company does not pay any commission to its Directors.

His directorships/committee positions are as under:

Major Directorships:

1. Bajaj Auto Limited
2. Bajaj Holdings & Investment Ltd.
3. Bajaj Finserv Ltd.
4. Bajaj Finance Ltd.
5. Bajaj Auto Holdings Ltd.
6. Maharashtra Scooters Ltd.
7. Bajaj Housing Finance Limited

Chairmanship/Membership of Committees:

Chairmanship - NIL

Name of Company	Membership of Committee
Bajaj Finserv Limited	Stakeholders' Relationship Committee
Bajaj Finance Limited	Audit Committee
Bajaj Finance Limited	Stakeholders Relationship Committee

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Name of Company	Membership of Committee
Maharashtra Scooters Limited	Stakeholders Relationship Committee
Bajaj Allianz General Insurance Company Limited	Audit Committee
Bajaj Allianz Life Insurance Company Limited	Audit Committee
Bajaj Housing Finance Limited	Audit Committee

* Chairmanship and membership of audit committee and stakeholders' relationship committee are considered.

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

The Board commends item no. 2 for consideration and approval of the members.

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

Item no.3 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) and/or other debt instruments, on private placement basis or otherwise and through acceptance of deposits. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor etc.

In terms of section 42 of the 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 an issue of a private placement offer subject to a special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures of the Company. In case the proposed amount to be raised through such offer or invitation exceeds the limit specified in 180(1)(c) of the Act, a company may pass a special resolution once a year for all the offers or invitations to be made for such debentures to be issued during the year.

The Company has sought approval of members by way of a special resolution at its thirteenth AGM. The resolution passed by the members authorises the Company to issue Non-convertible debentures within the overall borrowing limit for a period of one year from the date of its last AGM.

Accordingly, it is proposed to seek approval of members by way of a special resolution to authorise the Board to borrow by issue of Non-convertible Debentures on private placement basis, in the ordinary course of its business, for a period of one year commencing from 19 July 2021. Further, the amount to be raised by such issue of Non-convertible Debentures (NCDs) at all times will be within the overall borrowing limit approved by the members of the Company under section 180(1)(c) of the Act. The members have, presently authorised the Board to borrow up to Rs. 55,000 crore. The actual borrowing through issue of NCDs will be determined by the Board within the overall borrowing limit approved by the members, considering various factors including market conditions, business requirements, etc.

The debentures would be issued either at face value or at a discount to the face value, with coupon rate and/or on zero coupon basis. The issue price and rate of interest depends, *inter alia*, on the market rates, tenor and security offered. The NCDs will be issued on private placement basis in accordance with the provisions of the Act and relevant SEBI guidelines.

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In case of secured NCDs, security would primarily be by way of charge on book debts/ loan receivables of the Company, and if required, on the immovable property/(ies) of the Company.

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

The Board recommends passing of the special resolution as set out in item no. 3 of this notice.

By order of the Board
For Bajaj Housing Finance Limited

Sd/-

R Vijay
Company Secretary
Membership No.: A18244
Pune: 26 April 2021

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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:

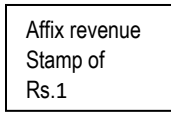
- (1) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
- (2) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
- (3) Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the thirteenth annual general meeting of the Company, to be held on the **Monday, 19 July 2021 at 1.30 p.m.** at the Corporate Office of the Company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi Pune - 411 035 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 2021 together with Directors' and Auditors' Reports thereon		
2	Re-appointment of Sanjiv Bajaj, Director, who retires by rotation		
	Special business:		
3	Issue of non-convertible debentures through private placement		

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Signed this ____ day of _____ 2021



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.

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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 thirteenth annual general meeting of the Company on **Monday, 19 July 2021** at **1.30 p.m.** at the Corporate Office of the Company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi Pune - 411 035.

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.