

**BAJAJ HOUSING FINANCE LIMITED**

(CIN: U65910PN2008PLC132228)

Registered office: Bajaj Auto Limited Complex  
Mumbai - Pune Road, Akurdi- 411035, Maharashtra,  
Email ID: [bhflinvestor.service@bajajfinserv.in](mailto: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 **Monday, 19 August 2024 at 5.00 p.m.** at the Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014 to transact the following:

**SPECIAL BUSINESS:**

- 1. Appointment of Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727) as an independent director of the Company for a term of five consecutive years w.e.f. 1 August 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 provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the 'Act'), including the rules made thereunder read with Schedule IV to the Act and regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and other applicable provisions of the SEBI Listing Regulations and relevant circulars issued by the Reserve Bank of India ('RBI') from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727), who was appointed by the Board of Directors (hereinafter referred to as Board, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) based on the recommendation of Nomination and Remuneration Committee, as an additional and independent director under section 161(1) of the Act and Articles of Association of the Company, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, with effect from 1 August 2024 up to 31 July 2029.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and regulation 17(6) of SEBI Listing Regulations, Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727) be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

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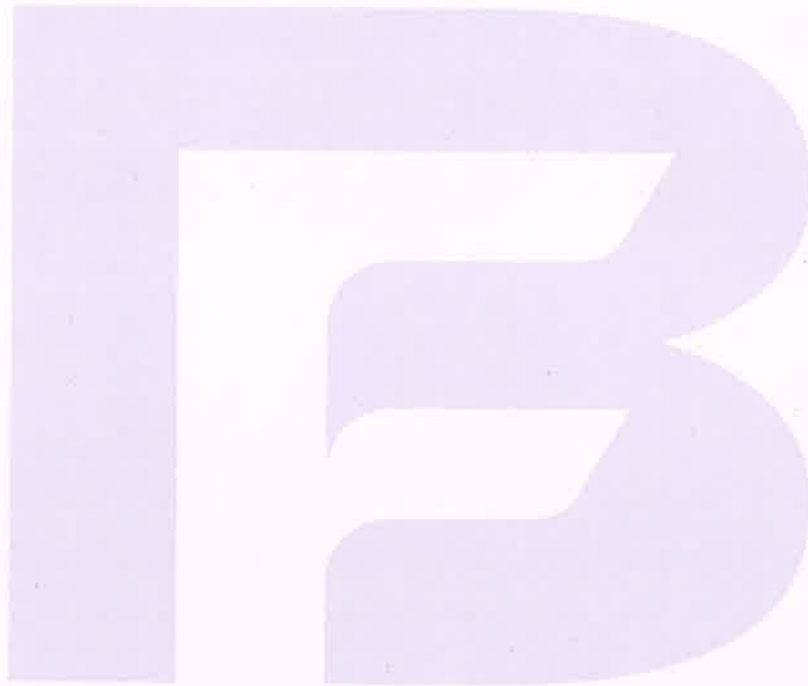


RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

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



**Atul Patni**  
**Company Secretary**  
Membership No.: F10094  
Place: Pune  
Date: 22 July 2024



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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.
- 9) This EGM is held at a shorter notice pursuant to the consent received from not less than ninety five percent of the shareholders entitled to vote at the meeting.

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

  
**Atul Patni**  
**Company Secretary**  
Membership No.: F10094  
Place: Pune  
Date: 22 July 2024



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

**Item No. 1 relating to appointment of Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727) as an independent director of the Company for a term of five consecutive years w.e.f. 1 August 2024.**

With a view to broad base the Board with professionals from diverse background, the Board of Directors, at their meeting held on 22 July 2024, subject to the approval of shareholders and on the recommendation of the Nomination and Remuneration Committee (NRC) which basis the evaluation of skills, knowledge and experience, appointed Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727) as an Additional and Independent Director for a term of 5 (five) consecutive years commencing from 01 August 2024 to 31 July 2029.

Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727) is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 ('the Act'). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as a director of the Company.

The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and meets the Fit and Proper criteria prescribed by the Reserve Bank of India ('RBI') and other applicable guidelines/circulars issued from time to time.

In the opinion of the Board, Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727) fulfils the conditions as specified in the Act read with rules made thereunder and SEBI Listing Regulations and is independent of the Management.

In connection with the aforementioned, a notice in writing in the prescribed manner as required by Section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727) for the office of the director. The same has been uploaded on the website and can be accessed at <https://www.bajajhousingfinance.in/general-meeting-notice>

The Board is also of the opinion that Shri Swamy is a person of integrity and possesses relevant expertise and experience, his appointment is in the interest of the Company. His association would be of immense benefit and value to the Company and therefore, the Board recommends his appointment as an Independent Director to the shareholders.

Brief profile and other requisite details of Shri Srirama Madakasira Narasimha Swamy are given in **Annexure - A**.

The generic copy of letter of appointment setting out the terms and conditions of his appointment is available for inspection by the shareholders.

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In terms of regulation 25(2A) of the SEBI Listing Regulations, a special resolution is required to be passed for appointment of an Independent Director and accordingly, approval of shareholders is being sought for appointment of Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727) as an Independent Director, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 1 August 2024 to 31 July 2029 (both days inclusive).

**Interest of Directors and KMP:**

Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727), being the appointee is deemed to be interested in this item of business.

Save and except above, no other Director/Key Managerial Personnel and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at item No. 1 of the Notice.

The Board recommends passing of the special resolution as set out at item No. 1 of the Notice for approval by shareholders.

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

  
**Atul Patni**  
**Company Secretary**  
Membership No.: F10094  
Place: Pune  
Date: 22 July 2024



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**BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

**ANNEXURE-A**

**Shri Srirama Madakasira Narasimha Swamy**

**Brief Profile:**

Srirama Madakasira Narasimha Swamy holds a bachelor's degree in commerce and a master's degree in commerce, each from Sri Venkateswara University, Tirupati. He has passed the Associate Examination of the Indian Institute of Bankers (now known as Indian Institute of Banking and Finance) ("IIB") and is a certified associate of IIB. He was a former regional director of the RBI where he had served in various capacities for 33 years, including in managerial roles and with Department of Supervision for 11 years. He joined RBI as a Direct Recruit Officer in Grade 'B' (Manager) in 1990 and rose to the rank of Principal Chief General Manager and retired as Regional Director from Chennai office in 2023. He has experience in currency management, supervision over Non-Banking Financial Companies and has served in banking supervision at the regional office of RBI, Mumbai.

**Other Information about the appointee as on the date of this notice is as follows:**

Particulars	Details
Age	61 years
Qualifications	Post-graduate in Commerce - Sri Venkateswara University, Tirupati Professional degree of CAIIB - Indian institute of Banking and Finance
Terms and Conditions of Appointment	Appointed as an Independent Director for a term of five consecutive years with effect from 01 August 2024.  <a href="https://www.bajajhousingfinance.in/documents/37350/53075/appointment_letter_-_independent_director.pdf">https://www.bajajhousingfinance.in/documents/37350/53075/appointment_letter_-_independent_director.pdf</a>
Remuneration proposed to be paid	He will be eligible for payment of sitting fees and commission as decided by the Board from time to time.
Remuneration last drawn, if applicable	Not applicable since the Director has been appointed effective 1 August 2024.
Date of first appointment on the Board	1 August 2024
Shareholding in the Company	Nil
Relationship with other Directors/ Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during	Not Applicable

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FY2024	
Directorships of other Boards	Transaction Analysts (India) Private Limited
Membership/Chairmanship of Committees of other Boards	Transaction Analysts (India) Private Limited <u>Membership: Nil</u>  <u>Chairmanship: Audit Committee</u>
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Management &amp; Governance</li> <li>• Financial Services</li> <li>• Consumer behaviour, sales, marketing and customer experience</li> <li>• Understanding of Accounting and financial statements</li> <li>• Risk, Assurance and Internal Controls</li> <li>• Regulatory, Public Policy &amp; economics</li> <li>• Human resource</li> </ul>



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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 extraordinary general meeting of the Company, to be held at a shorter notice on **Monday, 19 August 2024 at 5.00 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	Appointment of Shri Srirama Madakasira Narasimha Swamy (DIN: 10367727) as an independent director of the Company for a term of five consecutive years w.e.f. 1 August 2024.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Affix revenue  
Stamp of Rs.1



\_\_\_\_\_  
Signature of shareholder(s)

\_\_\_\_\_  
Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the registered 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 **Monday, 19 August 2024 at 5.00 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  
Authorised Representative

\_\_\_\_\_  
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.