

21 November 2024

To, The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE Code: 544252	To, The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra - Kurla Complex, Bandra (East) Mumbai - 400 051 NSE Code: BAJAJHFL - EQ
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Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot (including remote e-voting)

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice dated 21 October 2024 ('Notice'), which is being sent to the Members through electronic mode, today, i.e., on 21 November 2024, for seeking approval on following items of special business:

Sr. No.	Particulars	Resolution type
1.	Ratification of the Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024")	Special
2.	Ratification of the extension of the benefits under the Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024") to the eligible employees of holding company(ies) or subsidiary company(ies) of the Company, if any	Special
3.	Approval to authorise the Trust, to acquire equity shares from secondary market for implementation of the Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024")	Special
4.	Approval of material related party transactions between the Company and Bajaj Finance Limited	Ordinary

In accordance with circulars issued by Ministry of Corporate Affairs (MCA) from time to time, the Notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., KFin Technologies Limited ('KFin')/Depository(ies)/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date, i.e., Friday, 08 November 2024. The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address.

As per the provisions of the MCA circulars, shareholders can vote only through e-voting process. The Notice containing e-voting instructions and other necessary details is being made available on the website of the Company at <https://www.bajajhousingfinance.in/general-meeting-and-postal-ballot-notices> under the dropdown 'Postal Ballot' and on the website of e-voting service provider i.e., KFin Technologies Limited at <https://evoting.kfintech.com>.

BAJAJ HOUSING FINANCE LIMITED

www.bajajhousingfinance.in

Corporate Office: 5th Floor, B2 Building, Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune 411014, Maharashtra

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

Corporate Identity Number (CIN): L65910PN2008PLC132228

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



The e-voting period will commence from Friday, 22 November 2024 at 9.00 a.m. (IST) and end on Saturday, 21 December 2024 at 5.00 p.m. (IST).

We request you to kindly take this on record.

Thanking you,

Yours Faithfully,
For **Bajaj Housing Finance Limited**

Atul Patni

Company Secretary

Email id:- bhflinvestor.service@bajajfinserv.in

Encl.: As above

Cc: Catalyst Trusteeship Ltd., Pune (Debenture Trustee)



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Mumbai - Pune Road, Akurdi, Pune - 411035, Maharashtra

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

Email ID: bhflinvestor.service@bajajfinserv.in

Tel: (020) 7187 8060

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Management Rules'), Secretarial Standard on General Meetings (the 'SS-2') issued by Institute of Companies Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and General Circular dated 19 September 2024 issued by the Ministry of Corporate Affairs (the 'MCA') from time to time read along with other connected circulars issued from time to time in this regard (the 'MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the items of special business as set out in this Notice are proposed for consideration by the Members of Bajaj Housing Finance Limited (the 'Company') for passing by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

1. Ratification of 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 Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), applicable provisions of the Companies Act, 2013 read with rules made thereunder 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 relevant provisions of the Memorandum of Association and Articles of Association of Bajaj Housing Finance Limited ("the 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 "Bajaj Housing Finance Limited Employee Stock Option Scheme 2024" ("BHFL ESOP 2024") as approved by the Members of the Company prior to the initial public offer of the Company, at the Extra-ordinary General Meeting held on 24 April 2024 and thereafter amended at the Extra-ordinary General Meeting held on 6 June 2024 in terms of SEBI SBEB Regulations, be and is hereby ratified, and the consent of the Members be and is hereby accorded to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee/Compensation Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB Regulations), to create, offer, issue, re-issue, grant and allot employee stock options ("Options") to eligible employees on such terms and conditions as provided in the BHFL ESOP 2024 including the price or prices as may be determined by the Board in accordance with the BHFL ESOP 2024 and provisions of Applicable Laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, 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 of 5% of the paid-up equity share capital of the Company on a fully diluted basis as specified in point 2 in the Table provided in explanatory statement, shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT if 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 subdivision or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the Board be and is hereby authorised to create, 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 pursuant to the Applicable Laws, the Board be and is hereby authorised on behalf of the Company, to 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, provided that such changes are not detrimental to the eligible employees and is in accordance with Applicable Laws, 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 and allotment of stock options and/or equity shares arising thereof without requiring the Board to secure any further consent or approval of the Members of the Company in this regard.

RESOLVED FURTHER THAT any Key Managerial Personnel of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

2. Ratification of the extension of the benefits under the Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024") to the eligible employees of 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 Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), applicable provisions of the Companies Act, 2013 read with rules made thereunder 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 relevant provisions of the Memorandum of Association and Articles of Association of Bajaj Housing Finance Limited ("the Company") and 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, 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. 1 of this Notice to the eligible employees of holding company(ies) of the Company or subsidiary company(ies) of the Company, in or outside India, if any, in such manner, during such period,

and on such terms & conditions as provided in the BHFL ESOP 2024 and provisions of Applicable Laws.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the Board ("Board" which expression shall also include the Nomination and Remuneration Committee/Compensation Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB Regulations) be and is hereby authorised to create, 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 the authority granted to the Board, on behalf of the Company 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 and allotment of stock options and/or equity shares arising thereof without requiring the Board to secure any further consent or approval of the Members of the Company in this regard.

RESOLVED FURTHER THAT any Key Managerial Personnel of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

3. Approval to authorise the Trust, to acquire equity shares from secondary market for implementation of 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 applicable provisions of the Companies Act, 2013 (the "Act"), and the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), 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 ("the 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 ("Board" which expression shall also include the Nomination and Remuneration Committee/Compensation Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB Regulations) to authorize secondary acquisition of the fully paid up equity shares of the Company as permitted under Applicable Laws for the purpose of implementation of the BHFL ESOP 2024 to a trust set up by the Company under the name "Bajaj Housing Finance ESOP Trust" ("Trust") and that the total number of equity shares under secondary acquisition held by the Trust shall not exceed, at any time, 5% of the number of fully paid-up equity shares of the Company as on 31 March 2024.

RESOLVED FURTHER THAT the number of fully paid-up equity shares of the Company that can be acquired by the Trust from the secondary market in any financial year shall not exceed 2% of the number of paid-up equity shares of the Company as at the end of the previous financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company 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 and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company and the Board 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 Key Managerial Personnel of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

4. Approval of material related party transactions between the Company and Bajaj Finance Limited

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

RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 ('Act') read with the rules made thereunder, Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November, 2024 ("SEBI Master Circular") and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Materiality of & Dealing with Related Party Transactions and based on the approval of the Audit Committee, approval of the Members be and is hereby accorded to the Company for entering into and / or continuing with arrangements/contracts/agreements/transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Bajaj Finance Limited ("BFL") being a related party of the Company, in the nature of:

- (i) transfer/sale of loans or loan pools by way of assignment and servicing arrangements;
- (ii) availing of loans or advances, credit facilities, or any other form of fund-based facilities;
- (iii) charges for Inter-company services rendered between the Company and BFL; and
- (iv) sourcing of products by the Company and BFL

from the date of passing of the resolution under this postal ballot upto the date of the Annual General Meeting to be held in the year 2025 (both days inclusive), (hereinafter referred to as "RPT period"), whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of arrangements/contracts/agreements/transactions or as fresh and independent transaction(s) or otherwise as set out in the explanatory statement annexed to this notice, on such terms and conditions mentioned therein and as may be mutually agreed by the Company and BFL, which may individually and/or in the aggregate, may exceed Rs. 1,000 crore or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law / regulations from time to time, provided that such arrangement(s)/contract(s)/agreement(s)/transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors 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.

RESOLVED FURTHER THAT any Key Managerial Personnel of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

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

Place: Pune
Date: 21 October 2024

Sd/-
Atul Patni
Company Secretary
Membership No.: F10094

NOTES:

1. Statement pertaining to the resolution setting out the material facts, as required under Section 102 of the Act, Secretarial Standard on General Meetings ('SS-2'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is annexed to this Notice.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the register of Members/ list of beneficial owners as on the cut-off date i.e., Friday, 8 November 2024. The Notice is available on the website of the Company at <https://www.bajajhousingfinance.in/general-meeting-and-postal-ballot-notice>, website of E-voting service provider i.e., KFin Technologies Limited ('KFin' or 'Kfintech') at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). All the Members of the Company, as on the cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the cut-off date shall treat this Notice for information purpose only. In this Notice, the term Member(s) or shareholder(s) are used interchangeably.

As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

3. The Company hereby requests all its Members to register their email address, if not yet registered, by following the instructions mentioned under Note no. 7 to enable the Company to provide all communications through email.
4. In accordance with the MCA Circulars, the relevant documents referred to in this Postal Ballot Notice will be made accessible for inspection through electronic mode. The documents will remain available from the date of dispatch of this Notice up to the last day of voting on the website of the Company at <https://www.bajajhousingfinance.in/general-meeting-and-postal-ballot-notice>.
5. The Board of Directors at its meeting held on 21 October 2024 have appointed Shyamprasad D Limaye, Practicing Company Secretary (FCS No. 1587, CP No. 572) as the 'Scrutiniser' to scrutinise the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. The e-voting shall commence on Friday, 22 November 2024 at 9.00 a.m. (IST) and end on Saturday, 21 December 2024 at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter and voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares as on the cut-off date, i.e., Friday, 8 November 2024, may cast their vote by electronic means in the manner given in Note no. 9. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
7. SEBI has mandated that any service request from Members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Members are requested to submit the requisite forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the form, to register or update:
 - a) PAN, KYC details and nomination (Form SH-13 or Form ISR-3 for opting out of nomination).
 - b) E-mail address to receive all communications through electronic means.

The said forms are available on the website of the Company at <https://www.bajajhousingfinance.in/general-meeting-and-postal-ballot-notice> and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Members have an option to submit the said forms in-person at any of the branches of KFin, details of which are available at <https://www.kfintech.com/contact-us/> or submit e-signed form online along with requisite documents by accessing the link <https://kprism.kfintech.com/> and registering with PAN if visiting for the first time.

Physical forms can be sent through post at following address:

KFin Technologies Ltd.
Unit: Bajaj Housing Finance Ltd.
Selenium Building, Tower-B, Plot No. 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana-500 032
Toll free no.: 1800 309 4001

Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with the respective depository participants ('DPs').





8. The Scrutiniser shall, after conclusion of the voting period, submit his report, within prescribed timelines, to the Chairman or any person so authorised by him, who shall countersign the same and declare the results thereof. Results of the voting will be declared by placing the same along with the Scrutiniser's report on the Company's website at <https://www.bajajhousingfinance.in/general-meeting-and-postal-ballot-notices> and on the website of KFin at <https://evoting.kfintech.com/> and shall also be communicated to the stock exchanges within two working days from last date of voting, i.e., on or before Tuesday, 24 December 2024 at or about 5:00 p.m. (IST) and the outcome will be made available at the registered office as well as at the corporate office of the Company. Subject to receipt of requisite number of votes, the resolution(s) mentioned in the Notice shall be deemed to be passed on Saturday, 21 December 2024 i.e., last day of the e-voting period.
9. The details of the process and manner for remote e-voting are explained herein below:

I. Login method for remote e-voting for individual shareholders holding securities in demat mode:

Pursuant to SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/registered Depository Participants ('DPs') in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting Service Provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Login method for individual shareholders holding securities in demat mode is given below:

Type of Shareholder	Login Method
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>A. User already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. <p>B. User not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsd.com Select 'Register Online for IDeAS' Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the 'Login' icon, available under the 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. <p>D. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p>

Type of Shareholder	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<p>A. Existing user who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Open web browser and type: https://www.cdslindia.com/ and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. User not opted for Easi/Easiest: Option to register for Easi/Easiest is available at https://www.cdslindia.com/, proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile and e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholders holding securities in demat mode logging through their depository participants	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/ CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID or Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022) 4886 7000 and (022) 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact on 1800 22 55 33

II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- i Initial password will be provided in the body of the e-mail.
- ii Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv After entering the correct details, click on LOGIN.
- v You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi You need to login again with the new credentials.
- vii Upon successful login, the system will prompt you to select the EVENT i.e., Bajaj Housing Finance Limited.
- viii On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date i.e., Friday, 8 November 2024 will appear.
If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

xi Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at cssdlimaye@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BHFL_EVENT No.'

xii In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free No. 1800 309 4001.

In case of a Member who hold shares and who had not registered their email ID, as on the cut-off date i.e. Friday, 8 November 2024, may participate in the e-voting by registering their email id by following instructions mentioned at note no. 7. Post registration, such Member may request for User ID and password for e-voting by sending an email to einward.ris@kfintech.com / evoting@kfintech.com through his/her registered email id to obtain the same.

10. For any query or grievance, Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, KFin at mohsin.mohd@kfintech.com/einward.ris@kfintech.com or Atul Patni, Company Secretary at bhflinvestor.service@bajajfinserv.in or at (020) 7187 8060.

11. Further, as part of our initiative to enhance the investor experience, a Senior Citizens investor cell has been newly formed by our Registrar and Share Transfer Agent of the Company viz., KFin to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries.

The special cell shall closely monitor the complaints coming from Senior Citizens through this channel and handholding them at every stage of processing till closure of the grievance.

The Senior Citizens wishing to avail this service can send the communication to the email ID, senior.citizen@kfintech.com and copy to bhflinvestor.service@bajajfinserv.in.

Alternatively, they may contact our Toll-free number: 1-800-309-4006 dedicated for Senior Citizens for any query or information.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2') AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AND CIRCULARS ISSUED THEREUNDER

Item Nos. 1, 2 and 3:

The Company pursuant to the special resolution passed by the shareholders of the Company in the Extra-ordinary General meeting held on 24 April 2024, adopted the Bajaj Housing Finance Limited Employee Stock Option Scheme 2024 ("BHFL ESOP 2024") with a view to reward employee performance, retain and motivate employees to align performance with Company's objectives. The BHFL ESOP 2024 was amended by a special resolution passed at the Extra-ordinary General meeting held on 6 June 2024 in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SEBI SBEB Regulations").

The Company has set up a trust under the name Bajaj Housing Finance ESOP Trust ("Trust") post approval of the shareholders by special resolution dated 24 April 2024 for the implementation of the BHFL ESOP 2024 in accordance with the Applicable Laws and the BHFL ESOP 2024.

In terms of Regulation 12(1) of the SEBI SBEB Regulations, no company can make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any schemes/ plans formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre-IPO Scheme/Plan") unless: (i) such Pre-IPO Scheme/ Plan is in conformity with the SEBI SBEB Regulations; and (ii) Such Pre-IPO Scheme/ Plan is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the SEBI SBEB Regulations, the ratification may be done any time prior to grant of new options or shares under such Pre-IPO Scheme/Plan.

The equity shares of the Company were listed on the BSE Limited and the National Stock Exchange of India Limited on 16 September 2024. Accordingly in terms of Regulation 12(1) of the SEBI SBEB Regulations, the Company is seeking ratification of BHFL ESOP 2024 in order to enable the Company to make fresh grants under the BHFL ESOP 2024.

Subject to the approval of the shareholders, based on the recommendation of Nomination and Remuneration Committee ("NRC")/Compensation Committee, the Board of Directors at its meeting held on 21 October 2024, approved the proposal of seeking from the shareholders, ratification of BHFL ESOP 2024, extending the benefits of the said scheme to the eligible employees of holding company(ies) or subsidiary company(ies) of the Company, if any, and authorising the trust, to acquire equity shares from secondary market for implementation of the BHFL ESOP 2024.

Accordingly, approval of the Members is being sought for the aforementioned item nos. 1, 2 and 3.

The disclosures as required under the applicable laws are as follows:

Sr. No.	Particulars	Details
1.	Brief description of the Scheme.	<p>The plan shall be called as “BHFL ESOP 2024”</p> <p>The objective of BHFL ESOP 2024 is to attract, retain, reward and motivate employees to contribute to the growth and profitability of Bajaj Housing Finance Limited [“the Company /BHFL”] (including Holding Companies/ Subsidiary Companies/ Associate Companies/ Group Companies, if any).</p>
2.	The total number of options or, shares, as the case may be, to be offered and granted.	<p>The maximum number of Employee Stock Options under BHFL ESOP 2024 to be granted to the eligible employees whether in one or more tranches, shall not exceed 39,09,78,763 stock options.</p>
3.	Identification of classes of employees entitled to participate and be beneficiaries in the Scheme.	<p>(i) an employee as designated by the Company who is exclusively working in India or outside India; or</p> <p>(ii) a Director of the Company, whether a whole time Director or not, including a non-executive Director, who is not a Promoter or member of the Promoter Group but excluding an independent Director of the Company; or</p> <p>(iii) an employee as defined in clauses (i) or (ii) above, of a Group Company including its Subsidiary Company(ies) or Associate Company(ies) in India or outside India, or of a Holding Company of the Company,</p> <p>but does not include—</p> <p>(a) an employee who is a Promoter or a person belonging to the Promoter Group; or</p> <p>(b) a Director who, either himself or through his relative or through any-body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.</p> <p>The class of employees eligible for participating in the scheme shall, inter alia, be determined on the basis of past year's performance, grade of the employee, length of service, role and overall contribution, the performance of function to which the employee belongs, merits of the employee, future potential contribution by the employee and/or such other similar factors as may be decided by the Nomination and Remuneration Committee/Compensation Committee. Presently, the stock options are granted to employees of the Company.</p>
4.	Requirements of vesting and period of vesting.	<p>The Nomination & Remuneration Committee /Compensation Committee may, at its discretion, 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.</p>

Sr. No.	Particulars	Details
		Save and except in the event of death, permanent incapacity or such other events as may be specified under the SEBI SBEB Regulations, the Options would vest not earlier than 1 (one) year and not later than 5 (five) years from the date of grant of options.
5.	Maximum period within which the options shall be vested.	The maximum vesting period of options shall not be more than a period 5 (five) years from the date of the grant of options.
6.	Exercise price, pricing formula.	The exercise price for the purpose of grant of options would be the latest available closing price on the stock exchange on which the shares of the Company are listed, prior to the date of the meeting of Nomination and Remuneration Committee/Compensation Committee in which options are granted. The stock exchange where there is highest trading volume on the said date shall be considered.
7.	Exercise period/offer period and process of exercise/ acceptance of offer	The Exercise Period would commence from the date of vesting and will, subject to clause 7 (c) of BHFL ESOP 2024, expire on completion of 5 (five) years from the date of vesting of options.
8.	The appraisal process for determining the eligibility of 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 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 Nomination and Remuneration Committee/Compensation Committee for identifying eligibility of employees.
9.	Maximum number of options, shares as the case may be, to be offered and issued per employee and in aggregate, if any.	<p>The maximum number of options to be granted per employee will be determined by the Nomination and Remuneration Committee/Compensation Committee on a case-to-case basis. The number of options that may be granted to any employee, in any year, under the Scheme shall not exceed 1% of the issued capital of the Company at the time of grant of options.</p> <p>The maximum number of Employee Stock Options to be granted in aggregate shall not exceed 39,09,78,763 stock options.</p>
10.	Maximum quantum of benefits to be provided per employee under a Scheme.	No benefit other than grant of options is envisaged under the scheme. Maximum benefit shall accordingly refer to the maximum number of options that may be issued per employee.
11.	Whether the Scheme is to be implemented and administered directly by the Company or through a trust.	The BHFL ESOP 2024 shall be administered by the Nomination and Remuneration Committee/Compensation Committee and shall be implemented through the Trust.

No.	Particulars	Details
12.	Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both.	<p>The scheme would only involve issue of new equity shares by the Company to the Trust.</p> <p>The Trust may, subject to the Applicable Laws, subscribe to the shares of the Company and / or acquire Shares through secondary acquisition for the purposes of implementing the BHFL ESOP 2024 subject to the limits specified and the other provisions contained in the SEBI SBEB Regulations.</p>
13.	The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.	<p>The Company may provide interest free loan to the Trust from time to time, on such terms as it may think fit, to enable the Trust to subscribe to the equity shares or for the purchase of the shares of the Company through secondary acquisition, for the purpose of transfer of equity shares to option grantee(s) on exercise of options pursuant to BHFL ESOP 2024. The loan will be repaid by the Trust upon receipt of exercise amount by the option grantees on exercise of stock options.</p>
14.	Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme.	<p>The Trust can undertake secondary acquisition of equity shares of the Company so that the total number of shares under secondary acquisition held by the Trust shall not exceed, at any time, 5% of the paid-up equity shares of the Company as on 31 March 2024.</p> <p>Further, the number of equity shares of the Company that can be acquired by the Trust from the secondary market in any financial year shall not exceed 2% of the number of paid-up equity shares of the Company as at the end of the previous financial year preceding the year in which the Trust acquires the shares from the secondary market.</p>
15.	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	<p>The Company shall follow the laws/regulations applicable to accounting related to options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments (Guidance Note) issued by Institute of Chartered Accountants of India (ICAI) and relevant Accounting Standards as may be prescribed by the Central Government from time to time, and comply with the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB Regulations, as applicable.</p>
16.	The method which the Company shall use to value its options or SARs.	<p>The Company will determine the value of the options using the Black-Scholes model when the same are issued to the Option grantees.</p>

No.	Particulars	Details
17.	<p>The following statement, if applicable: In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.</p>	<p>As the Company recognised share-based employee benefit expenses using value of options as per Black-Scholes model, the said statement is not applicable to the Company.</p>
18.	<p>Period of lock-in.</p>	<p>The shares arising out of exercise of vested options would not be subject to any lock-in.</p>
19.	<p>Terms & conditions for buyback, if any, of specified securities covered under these regulations.</p>	<p>The Nomination and Remuneration Committee/Compensation Committee will determine the terms and conditions for buyback in accordance with BHFL ESOP 2024.</p>

Pursuant to Regulation 12 (1) of the SEBI SBEB Regulations, the BHFL ESOP 2024 requires approval of the shareholders by special resolution which is proposed in item no. 1 of this Notice. Further, the grant of stock options to eligible employees of the holding company(ies) or subsidiary company(ies), if any, of the Company and secondary acquisition for implementation of the BHFL ESOP 2024 through the Trust requires separate resolution of the shareholders, which is proposed in item nos. 2 and 3 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 on all working days during the remote e-voting period. BHFL ESOP 2024 can be accessed at <https://www.bajajhousingfinance.in/documents/37350/5822270/Employee+Stock+Option+Scheme+2024.pdf#toolbar=0>

None of the Directors or key managerial personnel of the Company or their relatives are 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 or to the extent they are granted any employee stock options under the BHFL ESOP 2024, in accordance with the applicable law.

The Board of Directors recommends passing of the Special Resolution as set out in item nos. 1, 2 and 3 of this Notice.

Item No.4:

Bajaj Housing Finance Limited ('BHFL/the Company') was a wholly owned subsidiary of Bajaj Finance Limited ("BFL") upto 12 September 2024. Pursuant to the Initial Public Offer and allotment of equity shares made thereunder on 13 September 2024, the Company ceased to be a wholly owned subsidiary of BFL on that date. However, the Company continues to be a subsidiary company of BFL as well as BFL's related party as defined in Regulation 2 (1) (zb) of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The Company has had transactions in its ordinary course of business with BFL such as assignment of loans/portfolio, credit facilities, sourcing of business, inter-company arrangements, more particularly described in the proposed resolution contained in this Notice during the period it was a wholly owned subsidiary of BFL. Such transactions were not subject to the approval mechanism provided in Regulation 23 of the SEBI Listing Regulations. However, on and from 13 September 2024, with Company ceasing to be a wholly owned subsidiary of BFL, the transactions which the Company proposed to have with BFL, will be subject to the provisions of Regulation 23 of the SEBI Listing Regulations and approval mechanism provided thereunder. Regulation 23(4) of the SEBI Listing Regulations mandates prior approval of Members by means of an ordinary resolution for all material related party transactions even if such transactions are in the ordinary course of business of the Company and are on an arm's length basis. As per the explanation to Regulation 23(1) of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. The 10% of the annual turnover as per the last audited financial statements of the Company stands at Rs. 762 crore.

The cumulative value of transactions to be entered with BFL in the ordinary course of business may exceed the said threshold during the financial year ending on 31 March 2025 as well as the financial year ending on 31 March 2026. The SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 ("SEBI Master Circular") provides that the shareholders' omnibus approval for material related party transactions given at an Annual General Meeting remains valid up to the date of the next Annual General Meeting for a period not exceeding fifteen months. This facilitates listed entities to align their processes to conduct Annual General Meetings and obtain omnibus shareholders' approval for material related party transactions. Further, the SEBI Master Circular also provides that if shareholders' omnibus approvals for material RPTs, obtained from shareholders in general meetings other than Annual General Meetings, the validity of such omnibus approvals shall not exceed one year. The Company hereby seeks approval of members by this postal ballot for entering into and/or continuing with arrangements/contracts/agreements/transactions with Bajaj Finance Limited whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of arrangements/contracts/agreements/transactions or as fresh and independent transaction(s) or otherwise from the date of passing of this resolution up to the date of next Annual General Meeting to be held in the year 2025 (both days inclusive).

Details of such transactions with BFL, being a related party of the Company, in accordance with section III-B of the SEBI Master Circular are as follows:

A. Nature (type), material terms and particulars of the proposed transactions:

i. Transfer/sale of loans or loan pools by way of assignment and servicing arrangements:

Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 dated 24 September 2021 ('RBI Directions'), as amended from time to time, lays down a comprehensive guidelines governing transfer of loan exposures which include transfer/acquisition of loans which are not in default. In accordance with the said Directions, the Company transfer/sale various secured portfolios to various lending institutions including BFL. The Company has been transferring to BFL various mortgage portfolios which it originates.

These transactions synergizes distribution, product and processing/servicing strengths across the two entities Additionally, it helps the Company in better asset liability management. As per the arrangement, the loans assigned by the Company continues to be serviced by the Company, for

which it receives a consideration in the form of servicing fee on the terms and conditions mutually agreed.

Total loan portfolio transferred/to be transferred including consideration for servicing of transferred loan portfolio for the RPT period shall not exceed Rs. 5,050 crore.

The specific terms and conditions of such arrangement depend on the set of portfolios being transferred and are subject to RBI Direction which inter-alia provides:

- Transfer of loans which are not in default or a part of such asset or a portfolio which are not in default.
 - Minimum holding period by the assignor should be 3 months in case loan tenure is below 2 years and 6 months in case loan tenure is above 2 years.
 - Minimum retention ratio of the assignor shall be as per the RBI Directions.
 - Only fully disbursed cases will be assigned.
 - Only completed properties will be assigned.
 - Such other terms & conditions as may be prescribed under the RBI Directions from time to time.
- ii. Availing of loans or advances, credit facilities, or any other form of fund-based facilities:

The Company started its mortgage lending since Fiscal 2018. The Company has entered into agreements for availing credit facilities of Rs. 2,500 crore from BFL effective 29 September 2022. The present arrangement is valid for 5 years. The Company proposes to continue with this enabling arrangement.

Under this arrangement, the Company may drawdown such sum (in one or more tranches) as it deem necessary as per the business requirement. The terms and conditions (including rate of interest, security, tenure, etc.) is to be mutually agreed between the Company and BFL at the time of availment of the facility.

The funds will be utilized for general business purpose including various financing activities, repayment of existing loans, investment for liquidity, capital expenditure and working capital requirements.

- iii. Charges for inter-company services rendered between the Company and BFL:

The Company in furtherance of its business enters into agreement/MoU with various Bajaj group companies including BFL for providing/availing inter-company services.

Details of transactions are given below:

- Business support charges – Usage of office premises, IT system facility, salary and training cost of employees and other miscellaneous services basis actual cost incurred and apportioned based on actual usage.
- Purchase/Sale of Assets- Asset transfer/purchase such as laptops and cars provided to employees under group transfer programme.
- Reimbursement of ESOP cost to BFL-Amount based on grant of stock options recognized at fair value over the period in which service conditions are fulfilled.
- Reimbursement of offer expenses pursuant to Initial Public Offer of the Company by BFL-Reimbursement of offer expenses apportioned to BFL (being Promoter selling shareholder) at agreed share of total offer expenses at actual cost.
- Servicing fee paid- The Company has acquired loan portfolios from BFL under assignment arrangement in past years. As per the arrangement, loans assigned by BFL continue to be serviced by BFL, for which it is paid a consideration in the form of servicing fee on mutually agreeable terms.

- Other miscellaneous services rendered in the ordinary course of business- At actual or allocation/apportionment on arm's length basis as may be mutually agreed from time to time.

The aggregate value of the above transactions shall not exceed Rs. 100 crore.

iv. Sourcing of products by the Company and BFL:

The Company and BFL, have entered into arrangement for sourcing of each other products. BFL sources home loans and other products offered by the Company. Similarly, the Company through its various distribution channels and branches sources various products offered by BFL.

The respective companies carry out necessary due diligence (credit underwriting, legal and technical appraisal), approves and disburses the loans. The sourcing commission is determined on an arm's length basis. The arrangement synergizes distribution, product and processing / servicing strengths across the two entities. This framework enables the customer to choose from a multitude of financial products.

The aggregate sourcing commission to be received and paid from the above arrangement shall not exceed Rs. 25 crore.

The sourcing undertaken by the companies shall be in accordance with NHB/RBI guidelines for the Model Code of Conduct for Direct Selling Agent/Direct Marketing Agent and other relevant applicable guidelines prescribed by NHB/RBI.

B. Tenure of the proposed transactions:

The above arrangements are continuing business transactions. Approval of the members is being sought for the aforesaid transactions up to the date of the Annual General Meeting of the Company to be held in the year 2025.

C. Value of the proposed transactions:

The total value of all the proposed transactions as mentioned at Point A (i) to (iv) are not envisaged to exceed Rs. 7,675 crore. The Company has entered into similar transactions to the tune of Rs. 6,857 crore during Financial Year ended on 31 March 2024.

D. The percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions:

Total value of proposed transactions amounting to Rs. 7,675 crore (inclusive of assignment of loans of Rs. 5,050 crore and credit facilities of Rs. 2,500 crore) stands 100.75% of annual turnover of FY2024 (Previous year-121.01% of annual turnover of FY2023)

E. If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

The details required are mentioned at Point A (ii) as applicable. Other transactions mentioned at point A do not relate to loans, inter-corporate deposits, advances or investments.

F. Justification as to why the related party transaction is in the interest of the listed entity:

As mentioned above for each transaction at Point A (i) to (iv)

G. Any valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions: Not Applicable.

All the transactions carried out or proposed to be carried out are at arm's length and in ordinary course of business. Wherever applicable, external benchmarked rates are used for determining the pricing for the transactions.

- H. The percentage of the BFL's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions:

Total value of proposed transactions amounting to Rs. 7,675 crore (inclusive of assignment of loans of Rs. 5,050 crore and credit facilities of Rs. 2,500 crore) stands 13.96% of annual turnover of FY2024 (Previous year- 16.56% of annual turnover of FY2023)

- I. Any other information that may be relevant:

The transactions mentioned above are routine in nature and generally being carried out in the past. The said transactions have been approved by the independent directors who are members of the Audit Committee of the Company. The common directors recused themselves from participation at the time of approval of the said transactions.

Accordingly, the Audit Committee having considered the above do recommend the transactions contained in Item No. 4 of the Notice by way of an ordinary resolution.

Any subsequent 'material modification' in the proposed transactions, as defined by the Audit Committee as a part of Company's 'Policy on Materiality of & Dealing with Related Party Transactions' will be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Sanjiv Bajaj, Rajeev Jain, Anami Roy and Dr. Arindam Bhattacharya being Directors of the Company, may be deemed to be interested or concerned in passing of the resolution to the extent of their directorship in BFL. Bajaj Finserv Limited, the ultimate holding company and promoter of the Company holds 51.34% in BFL. None of the directors, key managerial personnel of the Company or their relatives hold individually or collectively more than two percent in BFL.

Further, 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 Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 4.

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

Place: Pune
Date: 21 October 2024

Sd/-
Atul Patni
Company Secretary
Membership No.: F10094