

8 May 2025

To, THE MANAGER, BSE LIMITED DCS - CRD PHIROZE JEEJEEBHOY TOWERS DALAL STREET, MUMBAI - 400 001	To, THE MANAGER, LISTING DEPARTMENT NATIONAL STOCK EXCHANGE OF INDIA LTD. EXCHANGE PLAZA, C-1. BLOCK G, BANDRA - KURLA COMPLEX, BANDRA (EAST) MUMBAI - 400 051
SCRIP CODE: 500034	SCRIP CODE: BAJFINANCE - EQ

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 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 29 April 2025 ('Notice') which is being sent to the Members through electronic mode, today, i.e., on 8 May 2025, for seeking approval on following items of special business:

Sr. No.	Particulars	Resolution Type
1.	Appointment of Rajeev Jain (DIN: 01550158) as an Executive Director of the Company designated as Vice Chairman with effect from 1 April 2025	Ordinary
2.	Re-designation of Anup Kumar Saha (DIN: 07640220) as the Managing Director of the Company and revision in remuneration with effect from 1 April 2025	Ordinary
3.	Sub-division of Equity Shares of the Company	Ordinary
4.	Alteration of Capital Clause of the Memorandum of Association of the Company	Ordinary
5.	Issue of Bonus Shares	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 (DPs) and whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date, i.e., Friday, 2 May 2025. The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address.

BAJAJ FINANCE LIMITED

<https://www.aboutbajajfinserv.com/finance-about-us>

Corporate Office: 4th Floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014, Maharashtra, India

Corporate Office Extn.: 3rd Floor, Panchshil Tech Park, Viman Nagar, Pune - 411 014, Maharashtra, India
Tel: +91 20 7157 6403 | Fax: +91 20 7157 6364

Registered Office: C/o Bajaj Auto Limited complex, Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India

Corporate ID No.: L65910MH1987PLC042961 | **Email ID:** investor.service@bajajfinserv.in



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.aboutbajajfinserv.com/finance-investor-relations-general-meeting-and-postal-ballots> under the dropdown 'Postal Ballot' and on the website of e-voting service provider i.e., KFin Technologies Limited at <https://evoting.kfintech.com>.

The e-voting period will commence from Friday, 9 May 2025 at 9:00 a.m. (IST) and end on Saturday, 7 June 2025 at 5:00 p.m. (IST).

We request you to kindly take the same on record.

Thanking you,

For **Bajaj Finance Limited**

R. Vijay
Company Secretary

Email ID: investor.service@bajajfinserv.in

Encl.: As above

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

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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 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (the "SS-2"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") including any statutory modification(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") 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, the items of special business as set out in this Notice are proposed for consideration by the Members of Bajaj Finance Limited (the "Company") for approval by means of Postal Ballot through voting by electronic means ("remote e-voting" or "e-voting") only.

1. Appointment of Rajeev Jain (DIN: 01550158) as an Executive Director of the Company designated as Vice Chairman with effect from 1 April 2025:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 152, 196, 197 and any other applicable provisions of the Companies Act, 2013 (the "Act"), including the rules made thereunder read with Schedule V to the Act and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and other applicable provisions of the SEBI Listing Regulations, (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof) and Article 104 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), approval of the Members be and is hereby accorded for appointment of Rajeev Jain (DIN: 01550158) as an Executive Director designated as Vice Chairman of the Company, for a period of three years with effect from 1 April 2025 to 31 March 2028 (both days inclusive), on the terms and conditions including remuneration as set out in the statement annexed to the Notice, with authority to the Board to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit, within the overall limits of Section 197 of the Act.

RESOLVED FURTHER THAT Rajeev Jain shall be liable to retire by rotation as per Section 152(6) of the Act and that on his re-appointment as a director immediately on retirement by rotation, he shall continue to hold office as an Executive Director and such re-appointment shall not be deemed to constitute a break in his appointment as an Executive Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved.”

2. Re-designation of Anup Kumar Saha (DIN: 07640220) as the Managing Director of the Company and revision in remuneration with effect from 1 April 2025:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, in partial modification of the ordinary resolutions passed by the Members of the Company through postal ballot on 15 June 2023 and 19 March 2024, and pursuant to the provisions of Sections 152, 196, 197 and any other applicable provisions of the Companies Act, 2013 (the “Act”), including the rules made thereunder read with Schedule V to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof and Article 104 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any committee constituted / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), approval of the Members be and is hereby accorded for re-designation of Anup Kumar Saha (DIN: 07640220) as the Managing Director (“MD”) of the Company with effect from 1 April 2025 up to 31 March 2028 (both days inclusive) i.e., for the remainder of his current tenure, on the terms and conditions including remuneration as set out in the statement annexed to the Notice, with authority to the Board to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the overall limits of Section 197 of the Act.

RESOLVED FURTHER THAT Anup Kumar Saha shall be liable to retire by rotation as per Section 152(6) of the Act and that on his re-appointment as a director immediately on retirement by rotation, he shall continue to hold office as the Managing Director and such re-appointment shall not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved.”

3. Sub-division of Equity Shares of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), including the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) as amended from time to time, to the extent applicable (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), and pursuant to Article 50(b) of the Article of Association of the Company and subject to such permissions, consents and approvals, if any, required from the concerned statutory authorities as may be required in this respect and based on the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for sub-division of equity shares of the Company, such that 1 (One) equity share having face value of Rs. 2/- (Rupees Two Only) each, fully paid-up, be sub-divided into 2 (Two) equity shares having face value of Re. 1/- (Rupee One Only) each, fully paid-up, ranking *pari-passu* with each

other in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any committee constituted / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution).

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares as aforesaid and with effect from the Record Date:

a) the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 2/- (Rupees Two Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and that the Board/Company’s Registrar and Share Transfer Agents (“RTA”), without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s) or letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the applicable laws/ guidelines in this regard; and

b) the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT the sub-division of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to sub-division of shares, to the stock options granted under the Company’s Employees’ Stock Option Scheme – 2009, pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised and unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the Record Date shall be proportionately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations.”

4. Alteration of Capital Clause of the Memorandum of Association of the Company:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals as may be necessary, approval of the Members of the Company be and is hereby accorded for increasing the

authorised share capital of the Company from Rs. 1,500,000,000/- (Rupees One Hundred and Fifty Crore Only) divided into 750,000,000 equity shares of Rs. 2/- (Rupees Two Only) each to Rs. 10,000,000,000/- (Rupees One Thousand Crore Only) divided into 10,000,000,000 equity shares of face value of Re. 1/- (Rupee One Only) each.

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

The authorised share capital of the Company is Rs. 10,000,000,000/- (Rupees One Thousand Crore) divided into 10,000,000,000 equity shares of Re. 1/- (Rupee One) each. The Company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved."

5. Issue of Bonus Shares:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Article 115 of the Articles of Association of the Company, Regulations 293, 294 and 295 and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the Members be and is hereby accorded for capitalisation of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board", which term shall deem to include any committee constituted / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for the purpose of the issue of bonus equity shares of Re. 1/- (Rupee One Only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), on such date as may be fixed in this regard by the Board, in the proportion of 4:1 i.e., 4 (Four) bonus equity shares for every 1 (One) existing fully paid-up equity share held by the Members of the Company AND THAT the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank *pari-passu* in all respects with the fully paid-up equity shares of the Company as on the Record Date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to bonus issue of equity shares, to the stock options granted under the Company's Employees' Stock Option Scheme – 2009, pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised and unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the Record Date shall be proportionately adjusted.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company including to fix and announce the Record Date, to make appropriate adjustments on account of issue of bonus equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the issue of bonus equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations.”

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

Sd/-
R Vijay
Company Secretary
Membership No.: A18244

Place: Pune
Date: 29 April 2025

NOTES

1. Statement pertaining to the resolutions setting out the material facts as required under Section 102 of the Act, Secretarial Standard on General Meetings ("SS-2"), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") 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 ('DPs') and whose names appear in the register of Members/ list of beneficial owners as on the Cut-off date i.e., Friday, 2 May 2025. The Notice is available on the website of the Company at <https://www.aboutbajajfinserv.com/finance-investor-relations-general-meeting-and-postal-ballots>, 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.
3. 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.

The Company hereby requests all its Members to register their email address, if not yet registered, by following the instructions mentioned under note no. 8 to enable the Company to provide all communications through email.

4. In accordance with the MCA Circulars, the relevant documents referred in Postal Ballot Notice will be made accessible for inspection through electronic mode. Members who wish to inspect are requested to send an e-mail to investor.service@bajajfinserv.in mentioning their name, Folio No./Client ID and DP ID, with a self-attested copy of their PAN card attached to the e-mail.
5. Further, as required under Regulation 36(3) of the SEBI Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the directors, who are being appointed/re-designated is annexed hereto.
6. The Board of Directors, at their meeting held on 29 April 2025, have appointed Sachin Bhagwat, Practising Company Secretary (ACS No. 10189, CP No. 6029) 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.
7. The e-voting shall commence on Friday, 9 May 2025 at 9:00 a.m. (IST) and end on Saturday, 7 June 2025 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 specified date and time. During this period, the Members of the Company holding shares as on the cut-off date, i.e., Friday, 2 May 2025, may cast their vote by electronic means in the manner given in Note no. 10. 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.
8. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN and KYC details. Members are requested to submit Form ISR-1 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 communication through electronic means, including Annual report and notice.

The said form is available on the website of the Company at <https://www.aboutbajajfinserv.com/finance-investor-relations-investor-request-forms> and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Members have an option to submit the duly filled Form ISR-1 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, or physical forms can be sent through post at following address:

KFin Technologies Ltd.
Unit: Bajaj Finance Ltd.
Selenium Building, Tower-B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddi
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 DPs.





9. The Scrutiniser shall, after conclusion of the e-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.aboutbajajfinserv.com/finance-investor-relations-general-meeting-and-postal-ballots> 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, 10 June 2025 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 mentioned in the Notice shall be deemed to be passed on Saturday, 7 June 2025 i.e., last day of the e-voting period.
10. The details of the process and manner for remote e-voting are explained hereinbelow:

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, 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 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> <ol style="list-style-type: none"> 1. 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>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.

Type of Shareholder	Login Method
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<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> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<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:</p> <ol style="list-style-type: none"> 1. 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>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.

Type of Shareholder	Login Method
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 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. 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. 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 5533

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 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, 2 May 2025 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 sbhagwatcs@yahoo.co.in 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 'BFL_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, 2 May 2025, may participate in the e-voting by registering their email ID by following instructions mentioned at Note no. 8. 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.
11. 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 R Vijay, Company Secretary at investor.service@bajajfinserv.in or at (020) 7157 6403.
 12. 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 i.e. senior.citizen@kfintech.com and copy to investor.service@bajajfinserv.in

Alternatively, they may contact toll free No. 1800 309 4006 dedicated for Senior Citizens for any queries or information.

ANNEXURE TO THE NOTICE

INFORMATION AS REQUIRED UNDER SS-2 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 1 - Appointment of Rajeev Jain (DIN: 01550158) as an Executive Director of the Company designated as Vice Chairman with effect from 1 April 2025:

Rajeev Jain joined the Company in 2007 as the Chief Executive Officer. He became Managing Director in 2015. His leadership has enabled the Company to transform itself from a captive single-product auto finance company to an omnipresent and technology-driven agile financial powerhouse, offering the entire spectrum of loan products, payments and investments to consumers and businesses. His second term as the Managing Director ended on 31 March 2025.

Considering the valuable contribution made by him and his strategic expertise, the Board, based on the recommendation of the Nomination and Remuneration Committee (NRC), at its meeting held on 20 March 2025 elevated him to the position of Vice Chairman in the capacity as an Executive Director for a period of three years with effect from 1 April 2025 till 31 March 2028 (both days inclusive) on such terms and conditions including remuneration as recommended by NRC and as set out herein.

Subsequently, the Board, at its meeting held on 29 April 2025, based on the recommendation of NRC, approved the remuneration and other terms and conditions of his appointment as mentioned hereinbelow.

A brief profile and other requisite information of Rajeev Jain, pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and SS-2, as on date of Notice, are given in Annexure - A.

Terms and conditions of appointment

The terms and conditions including remuneration as mentioned below, with powers to the Board to make such variations or increase therein, as may be thought fit, from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

Remuneration:

(i) Fixed pay:

Fixed salary of Rs. 1,05,78,994 per month in the pay scale of Rs. 1,00,00,000 per month to Rs. 2,50,00,000 per month including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, etc. with such annual increments or other revisions as may be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors, from time to time.

(ii) Variable pay:

Not exceeding 5 times the fixed salary payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013, if any, and subject to such ceiling as may be fixed by the Board of Directors, from time to time.

(iii) **Perquisites:**

- Gratuity as per the rules of the Company;
- Leave with full pay as per the rules of the Company, with encashment of unavailed leave being permitted;
- Reimbursement of medical expenses incurred for himself and his family as per the rules of the Company;
- Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy, and Contribution to Employee Deposit Linked Insurance Scheme as per the rules of the Company;
- Reimbursement of entertainment expenses incurred in the course of business of the Company;
- Membership of one club, fees for which will be paid by the Company;
- Telephone and other communication facilities as per rules of the Company;
- Subject to any statutory ceiling/s, the Executive Director may be given any other allowances, perquisites, benefits and facilities as the NRC/Board of Directors from time to time may decide; and
- Perquisites/allowances shall be valued as per Income-Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

(iv) **Stock Options:**

Stock options as per the scheme framed by the Company and the Holding Company.

(v) **Computation of ceiling:**

The following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to provident fund;
- b) Gratuity payable, to the extent of half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure

The aforesaid compensation will be subject to and governed by Policy for Compensation of Key Managerial Personnel (KMP) and Senior Management, which can be accessed at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/annexure-4f-policy-for-compensation-of-kmp-and-senior-managementpdf?scl=1&fmt=pdf>

In the event of any change taking place in the relevant laws, rules, schedules, regulations or guidelines or in the event of their being withdrawn, repealed, substituted or differently interpreted at any time hereafter, the Board of Directors of the Company, including a Committee of the Board, if necessary, may revise the terms of remuneration and perquisites as set out hereinabove.

The total remuneration, as above, payable to Rajeev Jain shall not exceed five per cent of the net profits of the Company as per Section 197 of the Act, and the aggregate total remuneration payable to Managing Director and Executive Director shall not exceed ten per cent of the net profits of the Company.

In recommending the remuneration set out above for approval of shareholders, the Board of Directors and the NRC have taken into account several factors, including but not limited to:

- I. Salary of other senior executives across the Company; and
- II. The remuneration paid by other companies of comparable size and profile as the Company.

As per Section 196 of the Act and in terms of Regulation 17(1C) of the Listing Regulations, appointment of a person on the Board has to be approved by shareholders at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, and accordingly, approval of members is being sought through this postal ballot for the appointment of Rajeev Jain as an Executive Director designated as Vice Chairman, liable to retire by rotation, to hold office for a term of 3 consecutive years with effect from 1 April 2025 to 31 March 2028 (both days inclusive).

Rajeev Jain is eligible for appointment pursuant to Section 196(3) of the Companies Act, 2013 (the "Act") read with Schedule V to the Act and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further, 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. He meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines / circulars issued from time to time.

Interest of Directors and KMP:

Rajeev Jain, being the appointee and to the extent of remuneration and shareholding in the Company, is deemed to be interested in this item of business. Relatives of Rajeev Jain are deemed to be interested to the extent of their shareholding, if any, in the Company.

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.

The Board recommends passing of the ordinary resolution as set out in item no. 1 of the Notice for approval by the Members.

Item No. 2 - Re-designation of Anup Kumar Saha as the Managing Director of the Company and revision in remuneration with effect from 1 April 2025:

Vide an ordinary resolution passed through Postal Ballot on 19 March 2024, the Members of the Company had re-designated Anup Kumar Saha as Deputy Managing Director of the Company, with effect from 1 April 2024 pursuant to the provisions of the Act and the SEBI Listing Regulations.

In line with the succession framework, the Board of Directors (the "Board"), at their meeting held on 20 March 2025, based on the recommendation of the Nomination and Remuneration Committee ("NRC") elevated Anup Kumar Saha as the Managing Director ("MD") and approved his re-designation as such, with effect from 1 April 2025 up to 31 March 2028 i.e., for the remainder of his current tenure, subject to the approval of Members of the Company on such terms and conditions including remuneration as recommended by NRC and as set out herein.

Subsequently, the Board, at its meeting held on 29 April 2025, based on the recommendation of NRC, approved the revised remuneration and other terms and conditions of his appointment as mentioned hereinbelow.

Accordingly, approval of the Members is being sought for the re-designation of Anup Kumar Saha as the Managing Director with effect from 1 April 2025 up to 31 March 2028 (both days inclusive) as given in the Notice and is not disqualified in terms of Section 164 and Schedule V of the Act. Furthermore, 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. He meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines/circulars issued from time to time.

A brief profile and other requisite information of Anup Kumar Saha, pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and SS-2, as on date of Notice, are given in Annexure - A.

Terms and conditions of appointment

The terms and conditions including remuneration as mentioned below, with powers to the Board to make such variations or increase therein, as may be thought fit, from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

Remuneration

(i) **Fixed pay:**

Fixed salary of Rs. 76,91,422 per month in the pay scale of Rs. 75,00,000 per month to Rs. 1,87,50,000 per month including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, etc. with such annual increments or other revisions as may be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors from time to time.

(ii) **Variable pay:**

Not exceeding 5 times the fixed salary payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013, if any, and subject to such ceiling as may be fixed by the Board of Directors, from time to time.

(iii) **Perquisites:**

- Gratuity as per the rules of the Company;
- Leave with full pay as per the rules of the Company, with encashment of unavailed leave being permitted;
- Reimbursement of medical expenses incurred for himself and his family as per the rules of the Company;
- Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy, and Contribution to Employee Deposit Linked Insurance Scheme as per the rules of the Company;
- Reimbursement of entertainment expenses incurred in the course of business of the Company;
- Membership of one club, fees for which will be paid by the Company;
- Telephone and other communication facilities as per rules of the Company;
- Subject to any statutory ceiling/s, the Executive Director may be given any other allowances, perquisites, benefits and facilities as the NRC/Board of Directors from time to time may decide; and
- Perquisites/allowances shall be valued as per Income-Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

(iv) **Stock Options:**

Stock options as per the scheme framed by the Company and the Holding Company.

(v) **Computation of ceiling:**

The following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to provident fund;
- b) Gratuity payable, to the extent of half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure.

The aforesaid compensation will be subject to and governed by Policy for Compensation of Key Managerial Personnel (KMP) and Senior Management, which can be accessed at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/annexure-4f-policy-for-compensation-of-kmp-and-senior-managementpdf?scl=1&fmt=pdf>

In the event of any change taking place in the relevant laws, rules, schedules, regulations or guidelines or in the event of their being withdrawn, repealed, substituted or differently interpreted at any time hereafter, the Board of Directors of the Company, including a Committee of the Board, if necessary, may revise the terms of remuneration and perquisites as set out hereinabove.

The total remuneration, as above, payable to Anup Kumar Saha shall not exceed five per cent of the net profits of the Company as per Section 197 of the Act, and the aggregate total remuneration payable to Managing Director and Executive Director shall not exceed ten per cent of the net profits of the Company.

In recommending the remuneration set out above for approval of shareholders, the Board of Directors and the NRC have taken into account several factors, including but not limited to:

- I. Salary of other senior executives across the Company; and
- II. The remuneration paid by other companies of comparable size and profile as the Company.

Interest of Directors and KMP:

Anup Kumar Saha, being the appointee and to the extent of remuneration and shareholding in the Company, is deemed to be interested in this item of business. Relatives of Anup Kumar Saha are deemed to be interested to the extent of their shareholding, if any, in the Company.

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.

The Board recommends passing of the ordinary resolution as set out in item no. 2 of the Notice for approval by the Members.

Item Nos. 3, 4 and 5

The Company ("BFL" or "Bajaj Finance") was incorporated in the year 1987 and subsequently, in the year 1994 and 2003 it got listed on bourses (BSE Limited and National Stock Exchange of India Limited). The Company has grown significantly in terms of business and performance over the years. Currently, the retail/individual shareholders comprise 97.53% of the total number of shareholders holding around 7.62% of paid-up value of shares as on 25 April 2025.

With a view to facilitate participation of retail investors and small potential investors to partake in the Company's future, the Board of Directors of the Company, at their meeting held on 29 April 2025, approved and recommended for consideration of Members, the following:

- A. sub-division of one equity share of face value of Rs. 2/- (Rupees Two Only) into 2 equity shares of face value of Re. 1/- (Rupee One Only); and
- B. issue of 4 (Four) bonus equity shares of face value of Re. 1/- (Rupee One Only) for every 1 (One) equity share fully paid-up of Re. 1/- (Rupee One Only) by capitalising such sums out of securities premium account and/or any other permitted reserves as may be considered appropriate.

The bonus issue reflects the Company's strong financial position, robust reserves, and positive growth outlook. The proposed sub-division of the face value of equity share and issue of bonus shares is authorised by the Articles of Association of the Company.

In view of the proposed sub-division of equity shares of face value of Rs. 2 to Re. 1 and to accommodate further issue of capital in the form of bonus equity shares, it is proposed to increase the authorised share capital to Rs. 10,000,000,000/- (Rupees One Thousand Crore Only) divided into 10,000,000,000 equity shares of face value of Re. 1/- each, fully paid-up and to amend the capital clause as stated in the resolution at item no. 4.

Pursuant to provisions of Sections 13, 61 and 63 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, approval of the Members is being sought by way of an ordinary resolution for Item nos. 3 to 5.

The Record Date for the aforesaid sub-division of equity shares and issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. Further, the aforesaid sub-division and bonus issue would, *inter alia*, require fair and reasonable adjustment to the stock options that have been vested and yet to be exercised or stock options to be granted and also to the exercise price of such options, under the Company's Employee Stock Option Scheme, 2009 as on the Record Date. The Scheme provides for making a fair and reasonable adjustment to the outstanding stock options as mentioned above.

Members are requested to note that in terms of the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his/her/ its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before Friday, 30 May 2025 to enable it to issue the bonus equity shares in dematerialised form.

With respect to the bonus equity shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus equity shares shall be credited in dematerialised form to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

Pursuant to proviso to Regulation 295 of SEBI ICDR Regulations, the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein, the decision to announce the bonus issue was taken subject to shareholders' approval.

Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions on or before 27 June 2025.

The Board of Directors are of the opinion that the above proposals are in the interest of the Company and its existing and potential investors. The Board has therefore, recommended the resolutions set out at item nos. 3 to 5 of this Postal Ballot Notice for the approval of the Members of the Company by way of Ordinary Resolutions.

A copy of the Memorandum of Association of the Company containing the proposed alterations is hosted on Company's website during the remote e-voting period at <https://www.aboutbajajfinserv.com/finance-investor-relations-general-meeting-and-postal-ballots> and would be available for inspection by the Members of the Company during business hours on any working day.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company. Promoter and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

Details as per Secretarial Standard - 2 and Regulation 36(3) of the SEBI Listing Regulations:

Annexure A

Brief Profile - Rajeev Jain:

Rajeev joined the Bajaj Finserv Group in 2007 as the Chief Executive Officer of Bajaj Finance Ltd and became the Managing Director in 2015. His leadership has enabled Bajaj Finance to transform itself from a captive single-product auto finance company to an omnipresent and technology-driven agile financial powerhouse, offering the entire spectrum of loan products, payments and investments to consumers and businesses.

Under his strategic direction, Bajaj Finance has brought millions of new-to-credit consumers into the formal financial system, empowering them with finance for life's everyday needs.

An industry veteran with nearly 3 decades of stellar experience in managing diverse consumer lending businesses, viz., auto loans, durable loans, personal loans and credit cards, Rajeev has spent 18 years with Bajaj Finance, driving sustainable businesses and large-scale digital transformations to create long-term value for stakeholders.

Known and admired for his innovative and disruptive ideas, Rajeev has harnessed the power of emerging digital technologies to deliver faster solutions and frictionless experiences to customers in a rapidly changing digital landscape.

He is also on the Board of Bajaj Housing Finance Limited as its Vice-Chairman.

Prior to Bajaj Finance, Rajeev worked with GE, American Express and the American International Group (AIG), serving in various senior leadership roles. As Deputy CEO of the consumer lending business at AIG, Rajeev built the strategic framework for AIG Consumer business's foray into India.

Rajeev is a management graduate from the T. A Pai Management Institute, Manipal, with a bachelor's degree in Commerce from the American College, Madurai.

Brief Profile - Anup Kumar Saha:

Anup joined Bajaj Finance Ltd. in 2017.

He has an impressive track record of 32 years. He has served 25 years in the financial services industry of which, 14 years was with a bank and 11 years with non-bank entities. He leads amid industry changes, focusing on business performance and transformation. Anup drives strategy, critical thinking, and execution along with the committed senior management team and more than 60,000 Bajaj Finance employees. Together, they deliver sustainable growth and foster a risk-first, technology-focused financial services company centered around customer and all stakeholders. With the support of this dedicated team, Anup ensures that Bajaj Finance remains at the forefront of the industry, consistently achieving shared success and benefiting all stakeholders by serving 97.12 Mn customers across 4200+ locations and 67 Mn in its Consumer App.

Anup transformed existing businesses, launched new ones, expanded customer reach, and drove growth. He fosters a culture of innovation and customer-centricity, aligning with the Company's vision to dominate India's financial services. He is also committed to financial inclusion, integrating technology for

enhanced reach and convenience. Before joining Bajaj Finance, Anup spent 14 years at ICICI Bank, rising to Senior General Manager and serving on the Board of ICICI Bank HFC and TU CIBIL.

He led various businesses including credit cards, mortgages, auto loans, and structured finance. Anup also oversaw the Construction Realty Funding, Dealer Funding, Business Intelligence, and Debt Servicing groups, transforming debt management practices, and rebuilding secured asset businesses. He established the Business Intelligence Unit, developing analytics and managing the enterprise data warehouse.

Anup holds an engineering degree from IIT Kharagpur and an MBA from IIM Lucknow.

Other information pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India:

Particulars	Details	Details
Name	Rajeev Jain	Anup Kumar Saha
Age	54 years	54 years
DIN	01550158	07640220
Nationality	Indian	Indian
Qualifications	Management Graduate from the T. A. Pai Management Institute, Manipal, and Bachelor's Degree in Commerce from the American College, Madurai.	Engineering degree from IIT Kharagpur and an MBA from IIM Lucknow
Experience	As per the brief profile.	As per the brief profile.
Terms and conditions of appointment	Details given in the notice	Details given in the notice
Total Remuneration last drawn, if applicable (in Rs.)	22,98,67,823	15,81,46,448
Remuneration proposed to be paid	Details given in the notice	Details given in the notice
Date of first appointment on the Board	1 April 2015	1 April 2023
Shareholding in the Company as on the date of this notice	169,950	Nil
Relationship with other Directors /Key Managerial Personnel of the Company	Rajeev Jain is not related to any of the Directors /Key Managerial Personnel of the Company.	Anup Kumar Saha is not related to any of the Directors /Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY2025	During FY2025, Rajeev Jain attended all the 8 (Eight) Board meetings of the Company. Further, during FY2026, 1 (One) meeting was held till the date of Notice which was attended by him.	During FY2025, Anup Kumar Saha attended all the 8 (Eight) Board meetings of the Company. Further, during FY2026, 1 (One) meeting was held till the date of Notice which was attended by him.
Directorships in listed Companies and other directorships	Listed Companies: 1. Bajaj Finserv Limited 2. Bajaj Housing Finance Limited	Nil

Particulars	Details	Details																																
Resignation during past 3 years from listed Companies	He has relinquished the position as Managing Director of Bajaj Housing Finance Limited (w.e.f. close of business hours on 30 April 2022) but continued as its Non-Executive Director designated as Vice-Chairman.	Nil																																
Membership/ Chairmanship of Committees of other boards	<p>Chairmanships: Nil</p> <p>Memberships:</p> <table border="1" data-bbox="331 730 922 1888"> <thead> <tr> <th data-bbox="331 730 671 786">Committee</th> <th data-bbox="671 730 922 786">Company</th> </tr> </thead> <tbody> <tr> <td data-bbox="331 786 671 831">Risk Management</td> <td data-bbox="671 786 922 831" rowspan="7">Bajaj Finance Limited</td> </tr> <tr> <td data-bbox="331 831 671 898">Information Technology Strategy</td> </tr> <tr> <td data-bbox="331 898 671 965">Corporate Social Responsibility</td> </tr> <tr> <td data-bbox="331 965 671 1066">Review Committee for Wilful Defaulter's Identification</td> </tr> <tr> <td data-bbox="331 1066 671 1111">Strategic Investment</td> </tr> <tr> <td data-bbox="331 1111 671 1200">Special Committee for Monitoring and Follow-up Cases of Frauds</td> </tr> <tr> <td data-bbox="331 1200 671 1245">Credit Committee</td> </tr> <tr> <td data-bbox="331 1245 671 1290">Audit</td> <td data-bbox="671 1245 922 1290" rowspan="11">Bajaj Housing Finance Limited</td> </tr> <tr> <td data-bbox="331 1290 671 1357">Nomination and Remuneration</td> </tr> <tr> <td data-bbox="331 1357 671 1424">Stakeholders Relationship</td> </tr> <tr> <td data-bbox="331 1424 671 1491">Corporate Social Responsibility</td> </tr> <tr> <td data-bbox="331 1491 671 1559">Risk Management</td> </tr> <tr> <td data-bbox="331 1559 671 1626">Information Technology Strategy</td> </tr> <tr> <td data-bbox="331 1626 671 1727">Special Committee for Monitoring and Follow-up Cases of Frauds</td> </tr> <tr> <td data-bbox="331 1727 671 1771">Customer Service</td> </tr> <tr> <td data-bbox="331 1771 671 1888">Board sub-committee for Credit cases approval.</td> </tr> </tbody> </table>	Committee	Company	Risk Management	Bajaj Finance Limited	Information Technology Strategy	Corporate Social Responsibility	Review Committee for Wilful Defaulter's Identification	Strategic Investment	Special Committee for Monitoring and Follow-up Cases of Frauds	Credit Committee	Audit	Bajaj Housing Finance Limited	Nomination and Remuneration	Stakeholders Relationship	Corporate Social Responsibility	Risk Management	Information Technology Strategy	Special Committee for Monitoring and Follow-up Cases of Frauds	Customer Service	Board sub-committee for Credit cases approval.	<p>Chairmanships:</p> <table border="1" data-bbox="946 667 1497 824"> <thead> <tr> <th data-bbox="946 667 1273 712">Committee</th> <th data-bbox="1273 667 1497 712">Company</th> </tr> </thead> <tbody> <tr> <td data-bbox="946 712 1273 824">Review Committee for Wilful Defaulter's Identification</td> <td data-bbox="1273 712 1497 824">Bajaj Finance Limited</td> </tr> </tbody> </table> <p>Memberships:</p> <table border="1" data-bbox="946 902 1497 1317"> <thead> <tr> <th data-bbox="946 902 1273 947">Committee</th> <th data-bbox="1273 902 1497 947">Company</th> </tr> </thead> <tbody> <tr> <td data-bbox="946 947 1273 992">Risk Management</td> <td data-bbox="1273 947 1497 992" rowspan="6">Bajaj Finance Limited</td> </tr> <tr> <td data-bbox="946 992 1273 1070">Information Technology Strategy</td> </tr> <tr> <td data-bbox="946 1070 1273 1115">Customer Service</td> </tr> <tr> <td data-bbox="946 1115 1273 1160">Credit Committee</td> </tr> <tr> <td data-bbox="946 1160 1273 1317">Special Committee for Monitoring and Follow-up Cases of Frauds</td> </tr> </tbody> </table>	Committee	Company	Review Committee for Wilful Defaulter's Identification	Bajaj Finance Limited	Committee	Company	Risk Management	Bajaj Finance Limited	Information Technology Strategy	Customer Service	Credit Committee	Special Committee for Monitoring and Follow-up Cases of Frauds
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Particulars	Details	Details
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By order of the Board
For **Bajaj Finance Limited**

Sd/-
R Vijay
Company Secretary
Membership No.: A18244

Place: Pune
Date: 29 April 2025