BAJAJ FINANCE LIMITED

26 June 2021

THE MANAGER, **BSE LIMITED** **DCS - CRD** **PHIROZE JEEJEEBHOY TOWERS** **DALAL STREET,** **MUMBAI - 400 001**	**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: Notice of 34th Annual General Meeting (AGM)

This is further to our letter dated 27 April 2021, wherein the Company had informed that the AGM of the Company is scheduled to be held on Tuesday, 20 July 2021.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Notice of 34th Annual General Meeting scheduled to be held on Tuesday, 20 July 2021 through Video Conferencing/ Other Audio-Visual Means (e-AGM)

The Notice is also available on the website of the Company, i.e., https://www.bajajfinserv.in/finance-investor-relation-annual-reports and on the website of KFin Technologies Private Limited at https://evoting.kfintech.com.

You are requested to kindly take the above information on record.

Thanking you,
Yours faithfully,
For **BAJAJ FINANCE LIMITED**

VIJAY RAMCHANDRA

Digitally signed by VIJAY RAMCHANDRA
DN: c=IN, st=Karnataka, 2.5.4.20=64bc3adc7e65172c0a53beca53faa86340825 6acf57c096ad0acad64c4f843fa, postalCode=560027, street=behind double road banglore south, serialNumber=fc8684b1269fc625c72aa7633770e8c160d844db57fa2af224f0cee0a8c26d0e, o=Personal, cn=VIJAY RAMCHANDRA, pseudonym=a60274d5e624bffebb9b161671cff9c
Date: 2021.06.26 21:11:05 +05'30'

R. VIJAY
COMPANY SECRETARY
Email ID: investor.service@bajajfinserv.in

Encl.: As above

BAJAJ FINANCE LIMITED

(CIN: L65910MH1987PLC042961)
Registered office:
Akurdi, Pune – 411 035
Email ID: investor.service@bajajfinserv.in
Website: https://www.bajajfinserv.in/corporate-bajaj-finance
Tel No.: (020) 7157 6403
Fax No.: (020) 7157 6364

AGM NOTICE

Notice is hereby given that the thirty-fourth annual general meeting of the shareholders of Bajaj Finance Ltd. ('BFL' or the 'Company') will be held on **Tuesday, 20 July 2021 at 3.30 p.m.** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2021, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend of ₹10 per equity share of face value of ₹ 2 for the financial year ended 31 March 2021.
3. To appoint a director in place of Rajivnayan Rahulkumar Bajaj (DIN: 00018262), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Issue of non-convertible debentures through private placement

To consider, and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) to any of the foregoing and other applicable guidelines, directions or laws) and extant Reserve Bank of India guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deem to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to make offer(s) or an invitation(s) or to issue non-convertible debentures (NCDs) secured or unsecured, at face value or such other price as may be permissible under the relevant regulations as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more letter(s) of offer/ disclosure document as may be issued by the Company and in one or more series, during a period of one year commencing from the date of this annual general meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be provided that the borrowings by way of issue of NCDs to be within the overall limit of borrowing approved by the members of the Company from time to time.

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

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

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

Pune: 27 April 2021

NOTES

1. In view of the continuing restrictions on the movement of persons at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5 May 2020 read with General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 02/2021 dated 13 January 2021 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the thirty-fourth AGM of the Company shall be conducted through VC/OAVM (hereinafter called 'e-AGM' or 'AGM'). KFin Technologies Private Limited ('KFin') will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 33C below and is also available on the website of the Company at https://www.bajajfinserv.in/finance-investor-relation-annual-reports

2. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020 and 15 January 2021, Notice of thirty-fourth e-AGM along with the Annual Report for FY2021 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice of the thirty-fourth AGM and Annual Report for FY2021 will also be available on the Company's website at https://www.bajajfinserv.in/finance-investor-relation-annual-reports website of the stock exchanges i.e., BSE Ltd. ('BSE') at www.bseindia.com and National Stock Exchange of India Ltd. ('NSE') at www.nseindia.com and on the website of KFin at https://evoting.kfintech.com. In this notice, the term member(s) or shareholder(s) are used interchangeably.

3. The deemed venue for thirty-fourth e-AGM shall be the Registered Office of the Company at Akurdi, Pune - 411 035.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to cssdlimaye@gmail.com with a copy marked to mohsin.mohd@kfintech.com

6. Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, having deemed it as unavoidable, proposes to seek approval of members for business stated at Item no. 4.

7. Brief details of the director, who is being re-appointed, is annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.

8. The facility of joining the e-AGM through VC/OAVM will be opened 30 minutes before and will be open upto 30 minutes after the scheduled start time of the e-AGM, i.e., from 3.00 pm to 4.00 pm and will be available for 1,000 members on a first- come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnel, auditors, etc.

9. Institutional investors, who are members of the Company are encouraged to attend and vote at the thirty-fourth e-AGM of the Company.

10. The Board of Directors, at its meeting held on 27 April 2021, has recommended dividend of ₹ 10 per equity share of the face value of ₹ 2 for FY2021 for the approval of members at the thirty-fourth e-AGM.

11. Pursuant to section 91 of the Act and Regulation 42 of the SEBI Listing Regulations, the register of members and the share transfer books of the Company will remain closed from Saturday, 10 July 2021 to Tuesday, 20 July 2021 (both days inclusive) for the purpose of payment of dividend.

12. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared, at the AGM, will be credited/ dispatched between Saturday, 24 July 2021 and/or Monday, 26 July 2021.

    (a) to all those members holding shares in physical form, as per the details provided to the Company by share transfer agent of the Company, i.e., KFin, as on closing hours on Friday, 9 July 2021; and

    (b) to all those beneficial owners holding shares in electronic form, as per beneficial ownership details provided to the Company by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), as of the end of the day on Friday, 9 July 2021.

13. As per the SEBI Listing Regulations and pursuant to SEBI circular dated 20 April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. In case where the dividend could not be paid through electronic mode, payment will be made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.

14. To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change in their address or particulars of their bank account, if any, to KFin or in case of demat holding to their respective depository participants.

15. To avoid fraudulent transactions, the identity/signature of the members holding shares in demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of KFin. Members are requested to keep the same updated.

16. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in demat form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFin.

17. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant (DPs), where shares are held in demat mode.

18. Members who have not registered their email addresses and mobile numbers and consequently could not be served the Annual Report for FY2021 and Notice of thirty-fourth e-AGM, may temporarily get themselves registered with KFin, by following the procedure mentioned below:

    (a) Visit the link https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx

    (b) Select the company name i.e. Bajaj Finance Ltd.

    (c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical

    (d) Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.

(e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.

(f) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.

(g) Enter the email address and mobile number.

(h) System will validate DP ID – Client ID/Folio No. and PAN/Share certificate No., as the case may be, and send OTP at the registered Mobile number as well as email address for validation.

(i) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.

(j) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.

(k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

(l) In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800-309-4001.

19. Further, the Company had availed of services offered by NSDL and CDSL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and CDSL respectively, and who have not registered their email addresses. Members are requested to register their email address and support the green initiative efforts of the Company. Members are also requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.

20. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

21. SEBI vide its notification dated 8 June 2018 read with SEBI notification dated 30 November 2018, has stipulated that w.e.f. 1 April 2019, transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. However, SEBI vide circular dated 2 December 2020 had fixed 31 March 2021 as the cut-off date for re-lodgment for any pending physical transfers and that such transferred shares shall be issued only in demat mode. In accordance with the said circular, SEBI has also provided operational guidelines for effecting demat to the transferee's account and in case transferee fails to furnish necessary details within stipulated timelines, such shares will be transferred to Suspense Escrow Demat Account to be opened by the Company.

22. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail numerous benefits of dematerialisation, which include transferability, easy liquidity, trading, savings in stamp duty and elimination of any possibility of loss of documents.

23. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.

24. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office at Akurdi, Pune - 411 035:

    a. Register of contracts or arrangements in which directors are interested under section 189 of the Act.

    b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

25. Certificate from Statutory Auditors of the Company certifying that the Employee Stock Option Scheme, 2009 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will also be available for inspection by the members through electronic mode.

26. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by visiting URL https://emeetings.kfintech.com/ and clicking on the tab 'Post your Queries' during the period starting from 14 July 2021 (9.00 a.m.) upto 18 July 2021 (5.00 p.m.) mentioning their name, DP ID - Client ID/Folio no., e-mail ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

27. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at https://www.bajajfinserv.in/shareholdern-nomination-form with KFin. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

28. In terms of section 124(5) of the Act, dividend amount for FY2013 remaining unclaimed for a period of 7 years shall become due for transfer in August 2021 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall also be transferred to the IEPF's demat account.

    Members who have not claimed dividends from FY2014 onwards are requested to approach the Company/KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

29. For more details on shareholders' matters, please refer to the chapter on 'General Shareholder Information', included in the Annual Report.

30. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

31. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Tuesday, 13 July 2021, such person may obtain the user ID and password from KFin by email request on einward.ris@kfintech.com.

32. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to einward.ris@kfintech.com for obtaining the Annual Report and Notice of e-AGM.

33. General instructions for remote e-voting and joining the e-AGM are as follows:

A. Voting through electronic means

i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the e-AGM.

ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, 13 July 2021 (end of day), being the cut-off date fixed for determining voting rights of members who are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

iii. Members can cast their vote online from 17 July 2021 (9.00 a.m.) till 19 July 2021 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

iv. Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write email from the registered email ID to evoting@kfintech.com.

v. 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 circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories / 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 not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	**A. Users registered for NSDL IDeAS facility:** 1. Open web browser by typing the following URL: https://eservices.nsdl.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 remote e-voting period. **B. Users not registered for IDeAS e-Services:** Option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS**" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. **C. By visiting the e-voting website of NSDL:** 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 remote e-voting.

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with CDSL	**A. Existing users who have opted for Easi/Easiest:** 1. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or 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. **B. Users who have not opted for Easi/Easiest:** Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. **C. By visiting the e-voting website of CDSL:** 1. The user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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	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 Depository site 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 and 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 on toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43.

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 is 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 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. On 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 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 Scrutinizer 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 '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 1800 309 4001 (toll free).

B. Voting at e-AGM

i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting & are otherwise not barred from doing so are eligible to vote.

ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.

iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

iv. Upon declaration by the Chairman about the commencement of e-voting at e-AGM, members shall click on the thumb sign on the left hand bottom corner of the video screen and follow the instructions to vote on the resolutions for voting during the e-AGM.

C. Instructions for Members for Attending the e-AGM

i. Members will be able to attend the e-AGM through VC / OAVM or view the live webcast of AGM provided by KFin at https://emeetings.kfintech.com by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.

ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.

iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.

iv. Members may join the meeting using headphones for better sound clarity.

v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL https://emeetings.kfintech.com/ and clicking on the tab "Speaker Registration" during the period starting from 14 July 2021 (9.00 a.m.) upto 18 July 2021 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views / ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.

vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL https://emeetings.kfintech.com/, under the "How It Works" tab placed on top of the page.

viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

D. General Instructions

i. The Board of Directors has appointed Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587 CP No. 572) as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.

ii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizers' report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

iii. The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots and on the website of KFin https://evoting.kfintech.com/ and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company.

34. Dividend related information:

The Finance Act, 2020 has abolished the Dividend Distribution Tax (DDT) and has introduced the system of dividend taxation in the hands of the shareholders with effect from 1 April 2020. Accordingly, the Company would be required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident).

Resident Shareholders:

Tax shall be deducted at source under section 194 of the Income Tax Act, 1961 (the 'IT Act') @ 10% on the amount of dividend declared and paid by the Company during financial year 2021-22, subject to the following:

Sr. No.	Particulars	Rate of TDS applicable	Section under the IT Act
1.	PAN is not available/ Invalid PAN	20%	206AA
2.	Non-linking of PAN with Aadhaar, if allotted (Refer Note 1)	20%	206AA
3.	Non-filing of return of income tax for any of the last two financial years (i.e. FY 2018-19 and FY 2019-20); and TDS as well as TCS in each of these years in case of the shareholder is Rs 50,000 or more (Refer Note 2)	20%	206AB

Note 1: As per section 139AA(2) of the IT Act read with Rule 114AAA of the Income Tax Rules, 1962, currently, PAN is mandatorily required to be linked with Aadhaar by 30 June 2021. If PAN is not linked with Aadhaar by 30 June 2021 (unless such due date is extended), such PAN will be deemed inoperative and tax at source will be required to be deducted at higher rates under section 206AA of the IT Act.

Note 2: Provisions of section 206AB of the IT Act are applicable with effect from 1 July 2021, unless such date of applicability is extended.

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed Rs. 5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/ Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the TDS on dividend shall be @ 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders. For FII/ FPI shareholders, section 196D provides for TDS @ 20% or applicable rate plus applicable surcharge and health & education cess.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with applicable Multilateral Instrument (MLI) provisions, if they are more beneficial to them.

A list of documents/ declarations required to be provided by the resident shareholders and list of documents/ declarations required to claim the benefit of DTAA by the non-resident shareholders are being made available on the Company's website at https://www.bajajfinserv.in/finance-investor-relation-annual-reports. Kindly note that the documents should be uploaded with KFin Technologies Private Limited, the Registrar and Transfer Agent at https://ris.kfintech.com/form15 or emailed to einward.ris@kfintech.com.

No communication on the tax determination/ deduction shall be entertained after **10 July 2021**.

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.

- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

- For deduction of tax at source, the Company would be relying on the above data shared by KFin as updated up to the record date.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details/ documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to email the soft copy of the TDS certificate to shareholders at the registered email ID within the prescribed time, post payment of the said dividend, if declared in the AGM. The said certificate can also be viewed in Form 26AS at TRACES https://www.tdscpc.gov.in/app/login.xhtml or the website of the Income Tax department of India https://www.incometax.gov.in/home

In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company, and also provide the Company with all information/ documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.

For further details and formats of declaration, please refer FAQs on Dividend Distribution which are being available on the Company's website at https://www.bajajfinserv.in/finance-investor-relation-annual-reports.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND PROVISIONS OF THE ACT.

Item no. 3 of the Notice relating to re-appointment of Rajivnayan Rahulkumar Bajaj (DIN 00018262)

Information about the appointee:

Brief resume

Rajivnayan Rahulkumar Bajaj, aged 54 years, was born on 21 December 1966. He graduated first in class, with distinction, in Mechanical Engineering from the University of Pune in 1988, and then completed his master's in manufacturing systems engineering, with distinction, from the University of Warwick in 1991.

He has since worked at Bajaj Auto Ltd. (Bajaj Auto) in the areas of Manufacturing and Supply Chain (1990-95), R&D and Engineering (1995-2000) and Marketing and Sales (2000-2005) and has been its Managing Director since April 2005. He has won a number of awards and recognitions from various prestigious bodies & institutions for his Business Leadership, Entrepreneurship and Innovation.

His current priority is the application of the scientific principles of Homoeopathy to the task of building a brand centered strategy at Bajaj Auto with the objective of achieving its vision of being one of the world's leading motorcycle manufacturers.

Nature of expertise in specific functional areas:

Management of Business Strategy, Product Development & Manufacturing & sales operations and such other areas.

He was first appointed on the Board of the Company on 2 May 1994. During FY2021, Rajivnayan Rahulkumar Bajaj attended all the 6 Board meetings of the Company. He was paid ₹ 600,000 as sitting fees. Further, commission of ₹ 1,200,000 is payable to him for FY2021. He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company, as per remuneration policy of the Company.

His directorships/committee positions are as under:

Major directorships:

1. Bajaj Auto Ltd.
2. Bajaj Electricals Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Finserv Ltd.
5. Bajaj Holdings & Investment Ltd.
6. KTM AG (Austrian Company)

***Committee chairmanships and memberships:** NIL

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

Shareholding in the Company: 1,000 equity shares

Other information about the appointee:

Rajivnayan Rahulkumar Bajaj is not related to any of the directors or key managerial personnel of the Company except Rahulkumar Kamalnayan Bajaj, non-executive Director (upto 30 April 2021) and Sanjivnayan Rahulkumar Bajaj, Chairman, non-executive Director. Further, he is not disqualified from being appointed as a director in terms of section 164 of the Act.

None of the directors or key managerial personnel or their relatives, except Rahulkumar Kamalnayan Bajaj, Sanjinayan Rahulkumar Bajaj and Rajivkumar Kamalnayan Bajaj himself, are concerned or interested financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board commends item no. 3 for consideration and approval of the shareholders.

Statement under section 102 of the Act

Item no. 4 of the notice relating to issue of non-convertible debentures through private placement

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, external commercial borrowings, issue of debentures (secured or unsecured) and/or other debt instruments, on private placement basis or otherwise and through acceptance of deposits. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor etc.

In terms of section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the 'Companies PAS Rules') a company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer subject to a special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures of the Company. In case the proposed amount to be raised through such offer or invitation exceeds the limit specified in 180(1)(c) of the Act, a company may pass a special resolution once a year for all the offers or invitations to be made for such debentures to be issued during the year.

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

Accordingly, it is proposed to seek approval of members by way of a special resolution to authorise the Board to borrow by issue of Non-convertible Debentures on private placement basis, in the ordinary course of its business, for a period of one year commencing from 20 July 2021. Further, the amount to be raised by such issue of Non-convertible Debentures (NCDs) at all times will be within the overall borrowing limit approved by the members of the Company under section 180(1)(c) of the Act. The members have, presently authorised the Board to borrow up to Rs. 160,000 crore. The actual borrowing through issue of NCDs will be determined by the Board within the overall borrowing limit approved by the members, considering various factors including market conditions, business requirements, etc.

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

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

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

The Board recommends item no. 4 of the notice for approval of the shareholders as a special resolution.

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

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

Pune: 27 April 2021