

9 October 2023

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 the Extraordinary General Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

Pursuant to Regulation 30 read with Para A of Part A of schedule III of the SEBI Listing Regulations, please find enclosed herewith Notice of the Extraordinary General Meeting scheduled to be held on **Tuesday, 31 October 2023 at 12:30 p.m.** Indian Standard Time through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

The aforesaid Notice is also made available on Company's website at <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots>.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **BAJAJ FINANCE LIMITED****R. VIJAY
COMPANY SECRETARY**Email ID: investor.service@bajajfinserv.in

Encl.: As above

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

BAJAJ FINANCE LIMITEDwww.bajajfinserv.in/corporate-bajaj-finance**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.:** L65910MH1987PLCO42961 | **Email ID:** investor.service@bajajfinserv.in



BAJAJ FINANCE LIMITED

(CIN: L65910MH1987PLC042961)

Registered Office: Akurdi, Pune – 411 035

E-mail ID: investor.service@bajajfinserv.in

Website: <https://www.bajajfinserv.in/corporate-bajaj-finance>

Tel No.: (020) 7150 5514/(020) 7157 6403

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Bajaj Finance Limited (“BFL” or the “Company”) will be held on Tuesday, 31 October 2023 at 12:30 p.m. Indian Standard Time (IST) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) (hereinafter referred to as “EGM”) to transact the following special business:

1. Issuance of Warrants on a preferential basis to Bajaj Finserv Limited, Promoter and Holding Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act” or “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) on which the Equity Shares having face value of Rs. 2/- each of the Company (“Equity Shares”) are listed and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“SEBI”), Reserve Bank of India, Government of India, Stock Exchanges and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), as applicable, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, in accordance with Chapter V of the SEBI ICDR Regulations and on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) in its absolute discretion, may deem fit, approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to issue and allot up to 15,50,000 (Fifteen Lakh Fifty Thousand Only) Warrants convertible into equivalent number of Equity Shares of the Company, in one or more tranches, at any time within eighteen months from the date of allotment of the Warrants under the SEBI ICDR Regulations for cash to Bajaj Finserv Limited, promoter and holding company of the Company (“Proposed Allottee”) on a preferential issue basis at a price, as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations at an aggregate consideration not exceeding Rs. 1,200 Crore (Rupees One Thousand Two Hundred Crore only), and on such other terms and conditions as may be determined in accordance with the SEBI ICDR Regulations or other applicable provisions of the law, (the “Preferential Issue”).

RESOLVED FURTHER THAT the issue and allotment of Warrants of the Company shall, *inter-alia*, be subject to the following:

- a) The Warrant holder shall, subject to the Chapter V of the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants, in one or more tranches, within a period of eighteen months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares to the Warrant holder;
- b) An amount equivalent to 25% of the consideration shall be payable at the time of subscription and allotment of each Warrant, and the remaining 75% of the consideration shall be payable by the Warrant holder on the exercise of the Warrants;
- c) The conversion of Warrants shall be at the sole option of the Warrant holder in accordance with applicable law;
- d) In the event that the Warrant holder does not exercise the Warrants within a period of eighteen months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- e) The price to be determined and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as per applicable provision of Chapter V of the SEBI ICDR Regulations;
- f) Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- g) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holder upon exercise of the Warrants, from the Stock Exchanges where the Equity Shares of the Company are listed and traded, in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations, and subject to the receipt of necessary permissions and approvals, as the case may be;
- h) Monies received by the Company from the Proposed Allottee for subscription of the Warrants and conversion into Equity Shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account(s) opened or to be opened by the Company for this purpose and shall be utilised by the Company in accordance with the provisions of the Companies Act, the SEBI Listing Regulations and as per the objects specified in the explanatory statement;
- i) The Warrants shall be issued and allotted by the Company in dematerialised form within a period of 15 (Fifteen) days from the date of the resolution passed by the Members of the Company, provided that if any approval or permission for allotment is pending by any regulatory authority/Stock Exchanges/the Government of India, the period of 15 (Fifteen) days shall be reckoned from the last date of receipt of such approval or permission;
- j) The Equity Shares arising out of conversion of the Warrants shall be issued and allotted by the Company in dematerialised form within a period of 15 (Fifteen) days from the date of the resolution passed by the Board or a Committee duly constituted by the Board thereof, provided that if any approval or permission for allotment is pending by any regulatory authority/Stock Exchanges/the Government of India, the period of 15 (Fifteen) days shall be reckoned from the last date of receipt of such approval or permission;
- k) The Equity Shares so allotted on the exercise of the Warrants shall rank pari-passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;
- l) The "Relevant Date" for the Preferential Issue, for determination of the price for the issue of Warrants convertible into Equity Shares as per the SEBI ICDR Regulations, is Friday, 29 September 2023, being the

day preceding the weekend or a holiday, 30 (Thirty) days prior to the date of the Extraordinary General Meeting for approving this Preferential Issue scheduled on 31 October 2023; and

- m) The Warrants to be created, offered, issued and allotted and the Equity Shares arising out of conversion of such Warrants shall be subject to lock-in as provided under Regulation 167 and other applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pending utilisation of the proceeds from the Preferential Issue, the Company shall invest such proceeds in government securities, Liquid & Overnight Mutual funds, Tri – party repo (TREPS), deposits with scheduled commercial banks and other instruments in accordance with the Board approved Investment and Market Risk Policy of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and the Equity Shares allotted pursuant to conversion of the Warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of listing and trading approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of the Warrants and Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Issue and settle any questions or difficulties that may arise in regard to the Preferential Issue.”

2. Fund Raising Activities and Issuance of Securities:

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

“RESOLVED THAT pursuant to the applicable provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act” or “Act”), and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the relevant enabling provisions of

the Memorandum of Association and the Articles of Association of the Company and in accordance with the regulations for Qualified Institutions Placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), including any amendment(s), modifications(s), variation(s) or re-enactment(s) thereof, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges"), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("DPIIT"), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Stock Exchanges where the Equity Shares of the Company of face value of Rs. 2 each ("Equity Shares") are listed and/or any other competent authorities (herein referred to as "Appropriate Authorities"), as applicable, from time to time and to the extent applicable, and subject to such conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board from time to time, to exercise its powers including powers conferred by this resolution and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, approval of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of fully paid-up Equity Shares to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations, ("QIBs") through a Qualified Institutions Placement ("QIP") pursuant to and in accordance with the provisions of Chapter VI and other applicable provisions of the SEBI ICDR Regulations, whether or not such QIBs are Members of the Company on the basis of the preliminary placement document, placement document and/or other permissible/requisite offer documents to QIBs in accordance with Chapter VI of the SEBI ICDR Regulations, at such time or times in one or more tranche or tranches, for cash, at such price or prices as the Board may deem fit, including discount of up to 5% on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations, such that the total amount to be raised through the issue of Equity Shares shall not exceed Rs. 8,800 Crore (Rupees Eight Thousand Eight Hundred Crore only), to be subscribed in Indian Rupees by all eligible investors, as may be deemed appropriate by the Board in its absolute discretion in consultation with the book running lead managers and whether they be holders of Equity Shares of the Company or not (collectively, called the "Investors"), to any or all of them, jointly or severally through a placement document, on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion in consultation with the book running lead managers including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares shall be made to the exclusion of others, in such manner and where necessary in consultation with book running lead manager(s) and/or other advisor(s) or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares to be issued and allotted, fixing of record date or book closure, if required, as the Board may in its absolute discretion decide subject to the approval from the Members.

RESOLVED FURTHER THAT in case of issue and allotment of Equity Shares by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- a) the allotment of Equity Shares shall only be made to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations (“QIBs”);
- b) the allotment of the Equity Shares, or any combination of Equity Shares, as may be decided by the Board, shall be completed within 365 days from the date of passing of this special resolution or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, and/or applicable and relevant laws/guidelines, from time to time;
- c) the Equity Shares to be created, offered, issued and allotted in terms of this resolution shall rank pari-passu in all respects including entitlement to dividend, with the existing Equity Shares of the Company, as may be provided under the terms of issue and in accordance with the placement document(s);
- d) the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- e) the Equity Shares allotted shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- f) the relevant date for the purpose of determination of pricing of the Equity Shares shall be the date of the meeting in which the Board or a duly constituted Committee thereof decides to open the QIP in accordance with Regulation 171(b) (i) of the SEBI ICDR Regulations and other applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- g) any issue of Equity Shares made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”), with the authority to the Board or a duly constituted Committee thereof to offer a discount of not more than 5% as permitted under SEBI ICDR Regulations on the QIP Floor Price;
- h) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to Rs. 250 Crore) or five (in case the issue size is more than Rs. 250 Crore), as applicable, or in a manner as may be prescribed from time to time under the SEBI ICDR Regulations;
- i) no partly paid-up Equity Shares or other Securities shall be issued/allotted;
- j) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoter in terms of the SEBI ICDR Regulations; and
- k) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

RESOLVED FURTHER THAT issuance of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations, the price determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a) makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b) makes a rights issue of Equity Shares;
- c) consolidates its outstanding Equity Shares into a smaller number of shares;
- d) divides its outstanding Equity Shares including by way of stock split;
- e) re-classifies any of its Equity Shares into other securities of the issuer; and
- f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares, on one or more Stock Exchanges where Equity Shares of the Company are listed in India.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Applicable Regulatory Authorities including any conditions as may be prescribed in granting such approval or permissions by such Applicable Regulatory Authorities, the aforesaid Equity Shares may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of any additional Equity Shares and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Equity Shares that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to creation, offer, issue, allotment or listing of the Equity Shares pursuant to the offering, the Board be and is hereby authorised, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto with the Applicable Regulatory Authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the "Transaction Documents") (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "Ancillary Documents") as may required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Equity Shares are to be offered, utilisation of the issue proceeds, appointment of intermediaries, open and close the period of subscription of the offering, number of Equity Shares to be allotted in each tranche, issue price (including premium/discount on issue, if any and all other terms and conditions of the Equity Shares, authorizing Director(s) or key managerial personnel for signing of declarations, file any necessary forms with the Applicable Regulatory Authorities and allot the Equity Shares and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such offering.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency(ies), stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such offering and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to authorise Director(s) or key managerial personnel to enter into and to execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Equity Shares issued on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to Director(s) or any other senior executive(s) of the Company and/or any Committee of the Board, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering."

3. Alteration of the Object Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), and pursuant to Reserve Bank of India (“RBI”) circular no. RBI/DPSS/2021-22/82 CO.DPSS.POLC.No.S-479/02.14.006/2021-22 dated 27 August 2021 (Master Direction on Prepaid Payment Instruments) (hereinafter referred as “RBI Guidelines”) and other applicable regulations for the time being in force (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) thereof, to any of the foregoing and applicable guidelines, directions or laws), and subject to any approvals as may be required from Ministry of Corporate Affairs, RBI or any other appropriate regulatory/statutory authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), and which may be agreed by Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) duly authorised by the Board in this regard), approval of the Members of the Company be and is hereby accorded for alteration of Memorandum of Association of the Company by substitution of existing sub-clause 3B under clause III A with the following clause:

“3B. To carry on the business of financial services activities through various payment instrument options, inter-alia, through issuance of credit cards, prepaid cards, stores value cards, debit cards, etc. either in partnership or by self, subject to regulatory approvals, as may be required from time to time including but not limited to Closed System pre-paid payment instrument, Semi-closed System pre-paid payment instrument, Open System pre-paid payment instrument, e-wallets, Co-Branded Wallets, FasTag and through any other method, mode, instrument or manner, as may be permitted from time to time.”

RESOLVED FURTHER THAT for giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to execution of all necessary and required undertaking, documents, instruments, writings and papers, and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company.”

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

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

Place: Pune
Date: 7 October 2023

NOTES

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2023 dated 25 September 2023 read with circulars issued from time to time have permitted the holding of the General Meetings through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') till 30 September 2024. Accordingly, this Extraordinary General Meeting is being conducted through VC/OAVM, hereinafter referred to as 'EGM'. KFin Technologies Limited ('KFin') will be providing facility for voting through remote e-voting, participation in the EGM through VC/OAVM facility and e-voting during the EGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 15C below and is also available on the website of the Company at <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots>
2. In terms of section 101 of the Companies Act, 2013 (the 'Act') read with the rules made thereunder and pursuant to said MCA circular and SEBI circular dated 7 October 2023, companies may send the notice of EGM by electronic mode in case the meeting is conducted through VC/OAVM. Accordingly, notice of EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the EGM will also be available on the Company's website at <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots>, website of the stock exchanges viz., BSE Ltd. ('BSE') at <https://www.bseindia.com/> and National Stock Exchange of India Ltd. ('NSE') at <https://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 EGM 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 EGM 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 EGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. 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 EGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutiniser by e-mail through its registered e-mail 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.
7. The facility of joining the EGM through VC/OAVM will be opened 30 minutes before and will remain open up to 30 minutes after the scheduled start time of the EGM, i.e., from 12:00 noon to 1:00 p.m. 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.
8. Institutional investors, who are Members of the Company are encouraged to attend and vote at the EGM of the Company.
9. SEBI has mandated that any service request from Members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Members are requested to submit 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.
 - b. E-mail address to receive communication through electronic means.

The said form is available on the website of the Company at <https://www.bajajfinserv.in/investor-request-forms> and on the website of KFin at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. Members have an option to submit 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://ris.kfintech.com/clientservices/isc/default.aspx#> 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

10. Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with the respective depository participants ('DPs').
11. Inspection of documents: In accordance with the MCA circulars issued from time to time, following documents referred in the Notice 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.
 - a) Certificate from Practicing Company Secretary in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - b) Articles of Association of the Company.
 - c) Altered copy of Memorandum of Association of the Company.
12. 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 log in to <https://emeetings.kfintech.com/> and clicking on the tab 'Post your Queries' during the period starting from 27 October 2023 (9:00 a.m.) up to 29 October 2023 (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.
13. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
14. In case a person becomes a member of the Company after dispatch of EGM Notice, and is a member as on the cut-off date for e-voting, i.e., Tuesday, 24 October 2023, such member may obtain the user ID and password from KFin by sending request on evoting@kfintech.com from registered e-mail ID. In case the e-mail ID is not registered, such Members, subject to procedure listed at Sr. No. 9, may obtain the necessary details.
15. General instructions for remote e-voting and joining EGM 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 Listing Regulations, 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 EGM.
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, 24 October 2023 (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 Saturday, 28 October 2023 (9:00 a.m.) till Monday, 30 October 2023 (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 (excluding individual shareholders) and are KYC compliant, may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write to KFin at evoting@kfintech.com from their registered email ID.

v. 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 circular dated 9 December 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/registered Depository Participants ('DPs') in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

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

Type of Shareholder	Login Method
	<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: 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> <p>Option to register for Easi/Easiest is available at www.cdslindia.com, proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com The system will authenticate the user by sending OTP on registered Mobile and e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
<p>Individual Shareholders (holding securities in demat mode) logging through their depository participants</p>	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/ CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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

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

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

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

- i. Initial password 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. Upon successful login, the system will prompt you to select the EVENT i.e. Bajaj Finance Ltd.
- 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 may choose to vote 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(s).
- 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 facility at EGM:

- i. Only those Members/shareholders, who will be present in the EGM and who have not cast their vote through remote e-voting and 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 EGM.
- iii. Members attending the EGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at EGM will be available at the end of the EGM and shall be kept open for 15 minutes. Members viewing the EGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use their credentials to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

C. Instructions for Members for attending the EGM:

- i. Members may access the platform to attend the EGM through VC/OAVM at <https://emeetings.kfintech.com> by using their remote e-Voting credentials or by using their Registered Mobile number and OTP. The link for the EGM will be available in the Shareholder/Members login where the "EVENT" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User-ID and Password for e-Voting or have forgotten the User-ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice. Further, Members can also use the OTP based login for logging into the e-meeting system.

In order to login using the registered mobile number, Members should follow the instructions below.

- a) On the e-meeting webpage, use the Mobile OTP option.
 - b) Select the Meeting/Name of the Company.
 - c) Input the Registered Mobile Number.
 - d) Click on Send OTP.
 - e) Post validation, join by selecting the Folio.
- ii. Further, Members registered as speakers will be allowed to use their camera/webcam during EGM and hence are requested to use internet with good bandwidth to avoid any disconnection or disturbance during the meeting.
 - iii. Members may join the meeting using headphones for better sound clarity.
 - iv. 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.
 - v. Members, who would like to express their views or ask questions during the EGM may register themselves as a speaker by log in to <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from Friday, 27 October 2023 (9:00 a.m.) upto Sunday, 29 October 2023 (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 EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Only questions of the Members holding shares as on the cut-off date will be considered.
 - vi. Members who need technical assistance before or during the EGM may contact KFin at Helpline No.: 1800 309 4001.

D. General Instructions:

- i. Members may reach out at the contact details mentioned below for addressing e-voting related grievances:
Mr. Mohd. Mohsin Uddin,
Senior Manager,
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
E-mail ID: einward.ris@kfintech.com
- ii. The Board of Directors have 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 EGM in a fair and transparent manner.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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, within prescribed timelines and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.
- iv. The results declared along with the scrutinizer's report shall be placed on the Company's website at <https://www.bajajfinserv.in/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. The resolutions shall be deemed to be passed at the EGM of the Company.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement pursuant to Section 102 of the Companies Act, 2013, (the “Companies Act”) read with the Companies (Management and Administration) Rules, 2014, and Secretarial Standard on General Meetings (“SS-2”), sets out all the material facts relating to the items of special business mentioned in this Notice.

Item No. 1:

The Board at its meeting held on 5 October 2023 has approved the creation, offer, issue and allotment of up to 15,50,000 (Fifteen Lakh Fifty Thousand only) Warrants convertible into equivalent number of Equity Shares for an aggregate cash consideration not exceeding Rs. 1,200 Crore (Rupees One Thousand Two Hundred Crore only), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), by way of preferential allotment on a private placement basis to Bajaj Finserv Limited, Promoter and Holding Company (the “Promoter”/“Proposed Allottee” and such issue, the “Preferential Issue”).

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act are set out below:

(a) Object(s) of the Preferential Issue:

The Company shall utilise the proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) (“Net Proceeds”) in following manner:

Sr. No.	Use of proceeds	Amount (Rupees in Crore)*	Tentative timelines for utilisation of Net Proceeds
1	Repayment of loans, commercial papers, Non-Convertible Debentures and interest payment thereof maturing post allotment of Warrants and Equity Shares pursuant to conversion	Up to 960	By 30 June 2025
2	General Corporate Purposes	Up to 240	

** Assuming conversion of all the Warrants into equivalent number of Equity Shares, and receipt of the money on such conversion.*

The Net Proceeds are earmarked in a manner that up to 20% of the amount received, net of expenses, will be utilised for general corporate purposes and remaining 80% of the amount received, net of expenses will be utilised for repayment as stated at Sr. No. 1 in the table above, both at the time of allotment of Warrants i.e., 25% of the consideration and the balance at the time of conversion of Warrants into Equity Shares i.e., 75% of the consideration, in accordance with applicable law.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE notice No. NSE/CML/2022/56 and BSE notice No. 20221213-47 each dated 13 December 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilisation of the proceeds from the Preferential Issue, the Company shall invest such proceeds in government securities, Liquid & Overnight Mutual funds, Tri – party repo (TREPS), deposits with scheduled commercial banks and other instruments in accordance with the Board approved Investment and Market Risk Policy of the Company.

(b) Maximum Number of Equity Shares to be offered:

The Company proposes to issue and allot up to 15,50,000 (Fifteen Lakh Fifty Thousand Only) Warrants convertible into equivalent Equity Shares aggregating to an amount not exceeding Rs. 1,200 Crore (Rupees One Thousand Two Hundred Crore only), in the manner approved by the Board or a duly constituted Committee thereof.

(c) Issue Price and Relevant Date:

In terms of Regulation 161 under Chapter V of the SEBI ICDR Regulations, the Relevant Date is fixed as Friday, 29 September 2023 on the basis of which price of the Warrants convertible into equivalent Equity Shares in the Preferential Issue shall be allotted. The relevant date is the day preceding the weekend or a holiday, 30 (Thirty) days prior to the date of the Extraordinary General Meeting for approving this Preferential Issue scheduled on 31 October 2023.

(d) Basis on which price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchanges, i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the SEBI ICDR Regulations, NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date i.e. Friday, 29 September 2023, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of Regulation 164(1) under Chapter V of the SEBI ICDR Regulations, the floor price for the Preferential Issue is determined at Rs. 7,669.42 per Warrant and Equity Shares to be allotted upon conversion. The price per Warrant to be issued pursuant to the Preferential Issue will be determined in accordance with Chapter V of the SEBI ICDR Regulations by the Board or a duly constituted Committee thereof and shall not be less than the floor price.

Adjustment for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, as permitted under Chapter V of the SEBI ICDR Regulations and other applicable laws from time to time.

(e) Intention of Promoters/Directors/Key Managerial Personnel/Senior Management of the Company to subscribe to the Preferential Issue:

The Company has received a letter of intent from Bajaj Finserv Limited, Promoter and Holding Company indicating its intention to participate in the Preferential Issue in terms of the amount mentioned in the resolution.

None of the Directors or Key Managerial Personnel or Senior Management intend to subscribe to the Preferential Issue.

(f) The name of the Proposed Allottee and the percentage of shareholding post allotment:

Sr. No.	Name of the Proposed Allottee	% shareholding post allotment
1	Bajaj Finserv Limited	52.57%*

**Assuming full allotment of Warrants as stated hereinabove and conversion into equivalent number of Equity Shares read with Note No. 2 under (h) below*

(g) Proposed time within which the Preferential Issue shall be completed

The allotment of the Warrants would be completed within the 15 days from the date of passing of this resolution. Provided where the approval of any statutory or regulatory authority is pending or required, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

(h) Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Particulars	Pre-Preferential Issue Shareholding (as of 30 September 2023)	%	Post-Preferential Issue Shareholding (after allotment of Warrants and their full conversion into Equity Shares)*	%
	Category	No.	%	No.	%
A.	Promoter/Promoter Group				
1.	Indian				
(i)	Individual	8,61,093	0.14	8,61,093	0.14
(ii)	Bodies corporate	1,98,47,400	3.28	1,98,47,400	3.27
	Bajaj Finserv Limited (Proposed Allottee)	31,78,16,130	52.45	31,93,66,130	52.57
	Sub-total	33,85,24,623	55.87	34,00,74,623	55.98
2.	Foreign Promoters	-	-	-	-
(i)	Any Other	-	-	-	-
	Sub Total Promoter/Promoter Group (A)	33,85,24,623	55.87	34,00,74,623	55.98
B	Non-Promoters Holding				
1.	Institutional Investors				
(i)	Mutual Funds	5,51,21,874	9.10	5,51,21,874	9.07
(ii)	Venture Capital Funds	-	-	-	-
(iii)	Alternate Investment Funds	16,60,220	0.27	16,60,220	0.27
(iv)	Sovereign Wealth Funds	2,10,40,034	3.47	2,10,40,034	3.46
(v)	Foreign Venture Capital Investors	-	-	-	-
(vi)	Foreign Portfolio Investors/Foreign Institutional Investors	10,30,41,350	17.01	10,30,41,350	16.96
(vii)	Financial Institutions/Banks	6,000	0.00	6,000	0.00
(viii)	Insurance Companies	1,73,65,196	2.87	1,73,65,196	2.86
(ix)	Provident Funds/Pension Funds	49,06,344	0.81	49,06,344	0.81
(x)	Others: Foreign Bodies Corporate	-	-	-	-
(xi)	Government of India	-	-	-	-
2.	Non-Institution:				
(i)	Bodies Corporate	69,54,553	1.15	69,54,553	1.14
(ii)	Directors and Relatives	2,61,303	0.04	2,61,303	0.04
(iii)	Resident Individuals	4,98,32,488	8.22	4,98,32,488	8.20
(iv)	Hindu Undivided Families	16,13,512	0.27	16,13,512	0.27
(v)	Foreign Nationals, NRI - repatriation and Non- repatriation	45,56,555	0.75	45,56,555	0.75
(vi)	Clearing Members	55,111	0.01	55,111	0.01
(vii)	Trusts	6,70,208	0.11	6,70,208	0.11
(viii)	NBFCs registered with RBI	13,515	0.00	13,515	0.00
(ix)	Investor Education and Protection Fund (IEPF)	2,95,652	0.05	2,95,652	0.05
(x)	Overseas Corporate Bodies	-	-	-	-
(xi)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
	Sub Total (B)	26,73,93,915	44.13	26,73,93,915	44.02
	Grand Total (A+ B)	60,59,18,538	100.00	60,74,68,538	100.00

*Considering full allotment of Warrants as stated hereinabove and conversion into equivalent number of Equity Shares.

Notes:

1. The pre-issue shareholding pattern is as on 30 September 2023.
2. The post-issue paid-up share capital of the Company is subject to alteration on account of any further allotment of Equity Shares, upon exercise of options granted under the Employee Stock Option Scheme 2009 of the Company, the proposed QIP issue, etc.

(i) Lock-in Requirements:

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

(j) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Bajaj Finserv Limited is a listed company with its equity shares listed on BSE Limited and National Stock Exchange of India Limited. Hence, the disclosure of ultimate beneficial owner is not applicable in terms of proviso to Regulation 163(1)(f) of SEBI ICDR Regulations.

(k) Certificate from Practising Company Secretary:

The certificate from Sachin Bhagwat, Practising Company Secretary (Membership No. A10189/CP No. 6029) certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots>

(l) Change in control, if any, in the Company that would occur consequent to the proposed issue:

There will be no change in control of the Company pursuant to the Preferential Issue. Bajaj Finserv Limited, Promoter will continue to be the holding company of the Company.

(m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil.

(n) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Bajaj Finserv Limited, Promoter and holding company of the Company.

(o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the Preferential Issue will be undertaken for cash consideration.

(p) Undertakings:

- i. Neither the Company nor its Promoter or Directors is a wilful defaulter or fraudulent borrower;
- ii. None of the Company's Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- iv. The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- v. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) governing re-computation of the price of shares, shall not be applicable;
- vi. In the event it is applicable, if the amount payable on account of the re-computation of the price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is being sought for this Preferential Issue, on private placement basis.

The Board accordingly recommends the special resolution as set out in Item No. 1 of this Notice for the approval of Members.

Sanjiv Bajaj and Rajiv Bajaj, being the Directors, belonging to the promoter group may be deemed to be concerned or interested in the Special Resolution to the extent of Warrants (including the resultant Equity Shares arising out of the conversion) that may be subscribed by Bajaj Finserv Limited and also to the extent of their Directorship, and shareholding in the Company and in Bajaj Finserv Limited.

DJ Balaji Rao, Dr. Naushad Forbes, Anami N Roy, Pramit Jhaveri and Radhika Haribhakti, Directors, being Directors of Bajaj Finserv Limited may be deemed to be concerned or interested in the special resolution to the extent of their Directorship, and shareholding, if any in the Company and/or in Bajaj Finserv Limited.

None of the other Directors or the key managerial personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding in the Company and/or Bajaj Finserv Limited, if any.

Item No. 2:

(a) Particulars of the issuance of Equity Shares: The Board of Directors at its Meeting held on 5 October 2023, approved raising further capital of the Company for an aggregate amount not exceeding Rs. 8,800 Crore (Rupees Eight Thousand Eight Hundred Crore only) by way of issuance of Equity Shares of Rs. 2 each (“Equity Shares”) in accordance with provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), through a Qualified Institutions Placement (“QIP”) pursuant to Chapter VI of SEBI ICDR Regulations, through issue of preliminary placement document, placement document and/or other permissible/requisite offer documents to eligible investors (“Offering”). The Equity Shares are proposed to be listed on one or more of the Stock Exchanges where the Equity Shares are listed and the allotment of Securities would be subject to regulatory approvals, if any.

(b) Amount of the Offering: This special resolution enables the Board to issue Equity Shares for an aggregate amount not exceeding Rs. 8,800 Crore (Rupees Eight Thousand Eight Hundred Crore only).

(c) Relevant Date: The “Relevant Date” will be the date when the Board (including any Committee thereof) decides to open the Offering for subscription in accordance with Regulation 171(b)(i) of the SEBI ICDR Regulations.

(d) Object(s) of the QIP:

The Company shall utilise the proceeds from the QIP (after adjustment of expenses related to the QIP, if any) (“Net Proceeds”) in following manner:

Sr. No.	Use of proceeds	Amount (Rupees in Crore)	Tentative timelines for utilisation of Net Proceeds
1	Repayment of loans, commercial papers, Non-Convertible Debentures and interest payment thereof maturing post allotment of Equity Shares under QIP	Up to 7,040	By 30 September 2024
2	General Corporate Purposes	Up to 1,760	

The Net Proceeds are earmarked in a manner that up to 20% of the amount received, net of expenses, will be utilised for general corporate purposes and remaining 80% of the amount received, net of expenses, will be utilised for repayment as stated at Sr. No. 1 in the table above.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE notice No. NSE/CML/2022/56 and BSE notice No. 20221213-47 each dated December 13, 2022, as the objects are based on

management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilisation of the proceeds from the QIP, the Company shall invest such proceeds in government securities, Liquid & Overnight Mutual funds, Tri – party repo (TREPS), deposits with scheduled commercial banks and other instruments in accordance with the Board approved Investment and Market Risk Policy of the Company.

(e) Basis or justification of pricing: The issue of Equity Shares may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Offering shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchange during the two weeks preceding the Relevant Date. Provided that the Board or a duly constituted Committee thereof may offer a discount of not more than five per cent on the price so calculated in accordance with the SEBI ICDR Regulations.

(f) Intention of Promoters/Directors/Key Managerial Personnel/Senior Management of the Company to subscribe to the QIP:

The Promoter, member of the Promoter group, Directors and Key Managerial Personnel or Senior Management will not subscribe to the Equity Shares offered through QIP.

(g) Schedule of the Offering: The detailed terms and conditions for the offering will be determined in consultation with the advisors, lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements. The allotment of the Equity Shares pursuant to the Offering shall be completed within such period as prescribed under the SEBI ICDR Regulations. The allotment for the QIP pursuant to the special resolution in item no. 2 shall be completed within 365 days from the date of passing of this resolution.

(h) Change in control: There would be no change in control pursuant to the said QIP.

Other material terms:

(i) The Equity Shares issued, if any, shall rank pari-passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.

(j) As the Offering may result in the issue of Equity Shares of the Company to investors who may or may not be Members of the Company, approval of the Members is being sought pursuant to Sections 23, 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Board accordingly recommends the special resolution as set out in Item No. 2 of this Notice for the approval of Members.

(k) None of the Directors or the key managerial personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution, other than to the extent of their shareholding, if any in the Company. The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/institutions in which they are Directors or Members.

Item No. 3:

The Members vide special resolution dated 17 November 2021 had approved amendments to Memorandum of Association ("MoA"), *inter-alia*, by substitution of Clause 3B. The existing clause, though, broadly covers financing activities through various payment options, *inter-alia*, credit cards, prepaid cards, stores value cards, debit cards etc., it is proposed to provide an explicit authorisation for issuance of pre-paid instruments as mentioned in the said clause.

Accordingly, it proposed to adopt the Clause 3B of the MoA as modified with the words highlighted below:

Existing Clause	Proposed Clause
3B. To carry on the financing activities through various payment options, <i>inter-alia</i> , credit cards, prepaid cards, stores value cards, debit cards etc. either in partnership or by self, subject to regulatory approvals, as may be required from time to time including but not limited to Closed System pre-paid payment instrument, Semi-closed System pre-paid payment instrument, Open System pre-paid payment instrument, e-wallets, Co-Branded Wallets, FasTag and through any other method, mode, instrument or manner, as may be permitted from time to time.	3B. To carry on the business of financial services activities through various payment instrument options, <i>inter-alia</i> , through issuance of credit cards, prepaid cards, stores value cards, debit cards, etc. either in partnership or by self, subject to regulatory approvals, as may be required from time to time including but not limited to Closed System pre-paid payment instrument, Semi-closed System pre-paid payment instrument, Open System pre-paid payment instrument, e-wallets, Co-Branded Wallets, FasTag and through any other method, mode, instrument or manner, as may be permitted from time to time.

Further, as per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the MoA of the Company requires approval of the Members by way of a special resolution and the alteration shall have effect once registered by Registrar of Companies as per provisions of the said Act.

A copy of the MoA of the Company containing the proposed alterations is available for inspection through electronic mode and shall remain open and be accessible to any member from the date of dispatch of this Notice upto the conclusion of the meeting and the same shall also be available on the Company's website at <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots>

None of the Directors or key managerial personnel of the Company or their relatives are 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 special resolution at item No. 3 of the notice for approval of the Members.

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

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

Place: Pune
Date: 7 October 2023