

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

Dear Sir/Madam,

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

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice dated 22 October 2024 ('Notice') which is being sent to the Members through electronic mode, today, i.e., on 21 November 2024, for seeking approval on following item of special business:

Sr. No.	Particulars	Resolution Type
1.	Approval of Material Related Party Transactions between the Company and Bajaj Housing Finance Limited	Ordinary

In accordance with circulars issued by Ministry of Corporate Affairs (MCA) from time to time, the Notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., KFin Technologies Limited (KFin)/Depository(ies)/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date, i.e., Friday, 8 November 2024. The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address.

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

BAJAJ FINANCE LIMITED

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

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

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

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

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



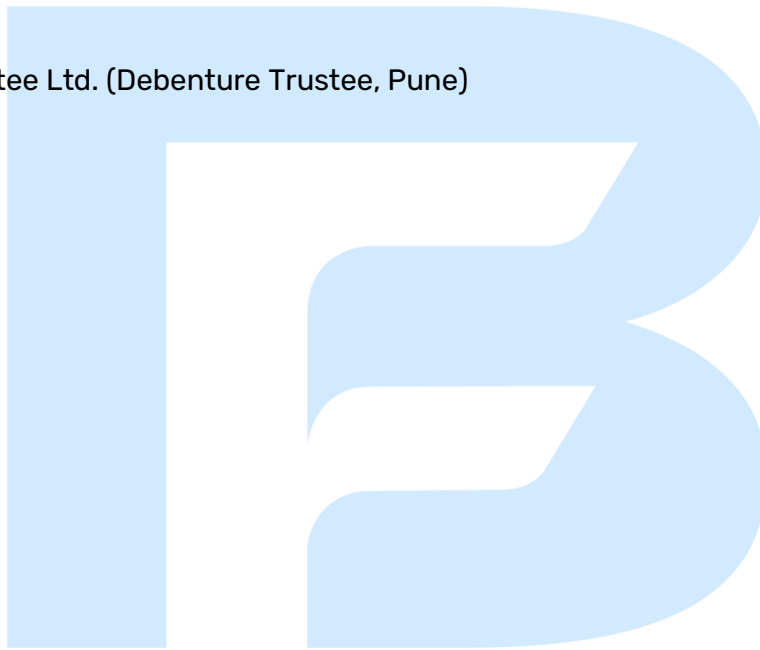
The e-voting period will commence from Friday, 22 November 2024 at 9:00 a.m. (IST) and ends on Saturday, 21 December 2024 at 5:00 p.m. (IST).

We request you to kindly take the same on record.

Thanking you,
For **Bajaj Finance Limited**

R. Vijay
Company Secretary
Email ID: investor.service@bajajfinserv.in
Encl.: As above

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



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CIN: L65910MH1987PLC042961

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Email ID: investor.service@bajajfinserv.in

Tel no.: (020) 7157 6403 | Fax no.: (020) 7157 6364

POSTAL BALLOT NOTICE

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

Dear Members,

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

1. Approval of Material Related Party Transactions between the Company and Bajaj Housing Finance Limited ('BHFL'):

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

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

- (i) Acquisition of loans or loan pools by way of assignment and servicing arrangements;
- (ii) Granting of any loans or advances, credit facilities, or any other form of fund-based facilities;
- (iii) Charges for Inter company services rendered between the Company and BHFL; and
- (iv) Sourcing of products by the Company and BHFL.

from the date of passing of the resolution under this postal ballot up to the date of the Annual General Meeting to be held in the year 2025 (both days inclusive), (hereinafter referred to as 'RPT period'), whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of arrangements/ contracts/agreements/transactions or as fresh and independent transaction(s) or otherwise, as set out in the statement annexed to this notice, on such terms and conditions mentioned therein and as may be mutually agreed by the Company and BHFL, which may individually and/or in the aggregate, may exceed Rs. 1,000 crore or 10% of the annual consolidated turnover as per the Company's last audited financial

statements, whichever is lower, or any other materiality threshold as may be applicable under law/regulations from time to time, provided that such arrangement(s)/contract(s)/agreement(s) /transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution."

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

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

Place: Pune
Date: 22 October 2024

NOTES:

1. Statement pertaining to the resolution setting out the material facts, as required under Section 102 of the Act, SS-2 and SEBI Listing Regulations is annexed to this notice.
2. In terms of the MCA Circulars, this notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or the RTA or with the depository(ies)/depository participants ('DPs') and whose names appear in the register of Members/ list of beneficial owners as on the cut-off date i.e., Friday, 8 November 2024. The notice is available on the website of the Company at <https://www.aboutbajajfinserv.com/finance-investor-relations-general-meeting-and-postal-ballots>, website of E-voting service provider i.e., KFin Technologies Limited ('KFin' or 'Kfintech') at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). All the Members of the Company, as on the cut-off date, shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a Member on the cut-off date shall treat this notice for information purpose only. In this notice, the term Member(s) or shareholder(s) are used interchangeably.
3. As per the MCA Circulars, physical copy of the notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company hereby requests all its Members to register their email address, if not yet registered, by following the instructions mentioned under note no. 7 to enable the Company to provide all communications through email.

4. In accordance with the MCA Circulars, the relevant documents referred to in this Postal Ballot notice will be made accessible for inspection through electronic mode. Members who wish to inspect are requested to send an e-mail to investor.service@bajajfinserv.in mentioning their name, Folio No./Client ID and DP ID, with a self-attested copy of their PAN card attached to the e-mail.
5. The Board of Directors at its meeting held on 22 October 2024 have appointed Shyamprasad D Limaye, Practicing Company Secretary (FCS No. 1587, CP No. 572) as the 'Scrutiniser' to scrutinise the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. The e-voting shall commence on Friday, 22 November 2024 at 9:00 a.m. (IST) and end on Saturday, 21 December 2024 at 5:00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter and voting shall not be allowed beyond the specified date and time. During this period, the Members of the Company holding shares as on the cut-off date, i.e., Friday, 8 November 2024, may cast their vote by electronic means in the manner given in note no. 9. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
7. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the form, to register or update:
 - a. PAN, KYC details and nomination (Form SH-13 or Form ISR-3 for opting out of nomination).
 - b. E-mail address to receive communication through electronic means, including Annual report and notice.

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

person at any of the branches of KFin, details of which are available at <https://www.kfintech.com/contact-us/> or submit e-signed form online along with requisite documents by accessing the link <https://kprism.kfintech.com/> and registering with PAN if visiting for the first time, or physical forms can be sent through post at following address:

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

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

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





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

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

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

Type of Shareholder	Login Method
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.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.

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

Type of Shareholder	Login Method
	<p>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.</p> <p>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> <p>B. User not registered for IDeAS e-Services:</p> <p>1. 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.</p> <p>C. By visiting the e-voting website of NSDL:</p> <p>1. Visit the e-voting website of NSDL. Open web browser and type 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.</p> <p>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.</p> <p>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> <p>D. NSDL Speede 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>

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

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

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

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

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

- i Initial password will be provided in the body of the e-mail.
- ii Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv After entering the correct details, click on LOGIN.
- v You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi You need to login again with the new credentials.
- vii Upon successful login, the system will prompt you to select the EVENT i.e., Bajaj 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 Friday, 8 November 2024 will appear.
If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at cssdlimaye@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'
- xii In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free No. 1800 309 4001.
In case of a Member who hold shares and who had not registered their email ID, as on the cut-off date i.e. Friday, 8 November 2024, may participate in the e-voting by registering their email ID by following instructions mentioned at note no. 7. Post registration, such Member may request for User ID and password for e-voting by sending an email to einward.ris@kfintech.com/evoting@kfintech.com through his/her registered email ID to obtain the same.

10. For any query or grievance, Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, KFin at mohsin.mohd@kfintech.com/einward.ris@kfintech.com or R Vijay, Company Secretary at investor.service@bajajfinserv.in or at (020) 7157 6403.
11. Further, as part of our initiative to enhance the investor experience, a Senior Citizens investor cell has been newly formed by our Registrar and Share Transfer Agent of the Company viz., KFin to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell shall closely monitor the complaints coming from Senior Citizens through this channel and handholding them at every stage of processing till closure of the grievance.
The Senior Citizens wishing to avail this service can send the communication to the email ID i.e. senior.citizen@kfintech.com and copy to investor.service@bajajfinserv.in.
Alternatively, they may contact toll free No. 1800 309 4006 dedicated for Senior Citizens for any query or information.
12. As a part of our constant endeavour to improve shareholder service, we have initiated a shareholders' satisfaction survey. Please spare a few minutes of your valuable time and rate your experience on the various parameters in given link: <https://ris.kfintech.com/clientservices/survey/bjaf/> The survey would not take more than couple of minutes to complete.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SS-2, AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Bajaj Housing Finance Limited ('BHFL') was a wholly-owned subsidiary of the Company upto 12 September 2024. Pursuant to BHFL's Initial Public Offer and allotment of equity shares made thereunder on 13 September 2024, it ceased to be a wholly-owned subsidiary of the Company on that date. However, BHFL continues to be a subsidiary company of the Company as well as Company's related party as defined in Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations').

The Company has had transactions in its ordinary course of business with BHFL such as assignment of loans/portfolio, credit facilities, sourcing of business, intercompany arrangements, more particularly described in the proposed resolution contained in this notice during the period it was a wholly-owned subsidiary of the Company. Such transactions were not subject to the approval mechanism provided in Regulation 23 of the SEBI Listing Regulations. However, on and from 13 September 2024, with BHFL ceasing to be a wholly-owned subsidiary of the Company, the transactions which the Company will have with BHFL, will be subject to the provisions of Regulation 23 of the SEBI Listing Regulations and approval mechanism provided thereunder.

Regulation 23(4) of the SEBI Listing Regulations mandates prior approval of Members by means of an ordinary resolution for all material related party transactions even if such transactions are in the ordinary course of business of the company and are on an arm's length basis. As per the explanation to Regulation 23(1) of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

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

Details of such transactions with BHFL, being a subsidiary company and related party of the Company, in accordance with Section III-B of the SEBI Master Circular, are as follows:

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

i. Acquisition of loans or loan pools by way of assignment and servicing arrangements:

Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 dated 24 September 2021 ('RBI Directions'), as amended from time to time, lays down comprehensive guidelines governing transfer of loan exposures, which include transfer/acquisition of loans which are not in default. In accordance with the said Directions, the Company acquires/purchases various secured and unsecured portfolios from various lending institutions including BHFL.

The Company has been acquiring from BHFL various mortgage portfolios.

These acquisitions facilitate the Company to build its secured loan portfolio and increase its asset and customer base. Additionally, the tenure of these loans being relatively longer, helps the Company in enhancing its asset maturity profile. For both the Company and BHFL, the arrangement synergizes distribution, product and processing/servicing strengths.

As per the arrangement, the loans assigned by BHFL continue to be serviced by BHFL, for which the Company pays BHFL, consideration in the form of servicing fee on the terms and conditions mutually agreed.

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

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

- Acquisition of loans which are not in default or a part of such asset or a portfolio which are not in default.
- Minimum holding period by the assignor should be three months in case loan tenure is below 2 years and six months in case loan tenure is above 2 years.
- Minimum retention ratio of the assignor shall be as per the RBI directions.
- Only fully disbursed cases will be acquired.
- Only completed properties will be acquired.
- Such other terms and conditions as may be prescribed under the RBI Directions from time to time.

ii. Granting of any loans or advances, credit facilities, or any other form of fund-based facilities:

BHFL started its operation in the year 2018. The Company has from time to time entered into agreements for granting credit facilities up to Rs. 2,500 crore to BHFL effective 29 September 2022. The present arrangement is valid for 5 years. The Company proposes to continue with this enabling arrangement.

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

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

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

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

Details of transactions are given below:

- Business support charges: Usage of office premises, IT system facility, salary and training cost of employees and other miscellaneous services basis actual cost incurred apportioned based on actual usage.
- Purchase/Sale of Assets: Asset transfer/purchase such as laptop and cars provided to employees under group transfer programme.
- Reimbursement of ESOP cost from BHFL: Amount based on grant of stock options recognised at fair value over the period in which service conditions are fulfilled.
- Reimbursement of offer expenses pursuant to Initial Public Offer to BHFL: Reimbursement of offer expenses apportioned to the Company (being Promoter selling shareholder) at agreed share of total offer expenses at actual cost.
- Servicing fee received: The Company had assigned loans to BHFL under assignment arrangement in past years. As per the arrangement, loans assigned by the Company continue to be serviced by the Company, for which it receives a consideration in the form of servicing fee on mutually agreeable terms.
- Other miscellaneous services rendered in the ordinary course of business: At actual or allocation/apportionment on arm's length basis as may be mutually agreed from time to time.

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

iv. Sourcing of products by the Company and BHFL:

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

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

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

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

B. Tenure of the proposed transactions:

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

C. Value of the proposed transactions:

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

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

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

- E. The percentage of BHFL's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:

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

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

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

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

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

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

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

- I. Any other information that may be relevant: The transactions mentioned above are routine in nature and generally being carried out in past. The said transactions have been approved by the Audit Committee members comprising of independent directors. The common directors recused themselves from participation at the time of approval of the said transactions.

Accordingly, the Audit Committee having considered the above do recommend transactions contained in Item No. 1 of the notice by way of an ordinary resolution.

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

Sanjiv Bajaj, Rajeev Jain, Anami Roy and Dr. Arindam Bhattacharya being common directors, may be deemed to be interested or concerned in passing of the resolution to the extent of their directorship. Bajaj Finserv Limited, the holding company and promoter of the Company does not hold shares in BHFL. None of the Directors, key managerial personnel of the Company or their relatives hold individually or collectively more than two percent in BHFL.

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

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 1.

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

Place: Pune
Date: 22 October 2024

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