BAJAJ FINANCE LIMITED

CIN: L65910MH1987PLC042961
Registered Office: C/o Bajaj Auto Limited, Akurdi, Pune - 411 035
Corporate Office Extn.: 3rd Floor, Panchshil Tech Park, Viman Nagar, Pune – 411 014
Website: https://www.aboutbajajfinserv.com/finance-about-us
E-mail ID: investor.service@bajajfinserv.in
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NOTICE OF 39TH ANNUAL GENERAL MEETING

Notice is hereby given that the thirty-ninth annual general meeting of the members of Bajaj Finance Limited ('BFL' or the 'Company') will be held on Thursday, 30 July 2026 at 3:30 p.m. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') (hereinafter referred to as 'e-AGM') to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2026, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend for the financial year ended 31 March 2026.
3. To take note of the retirement of Rajiv Bajaj (DIN: 00018262), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, has expressed his intention not to seek re-appointment.

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

   "RESOLVED THAT in accordance with the provisions of section 152 and any other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, the vacancy arising out of retirement of Rajiv Bajaj (DIN: 00018262), who expressed his intention not to seek re-appointment, be not filled."

SPECIAL BUSINESS:

4. Change in status of Sanjiv Bajaj (DIN: 00014615), from a director not liable to retire by rotation to a director liable to retire by rotation.

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

   "RESOLVED THAT pursuant to provisions of section 152 and any other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the status of Sanjiv Bajaj (DIN: 00014615), who was appointed as a director not liable to retire by rotation, at the 37th annual general meeting held on 23 July 2024, be and is hereby changed to that of a director liable to retire by rotation."
5. Re-appointment of Pramit Jhaveri (DIN:00186137), as an Independent Director for a second term of five consecutive years with effect from 1 August 2026.

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act"), including the rules made thereunder, read with Schedule IV to the Act and Regulations 17(1C) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and other applicable provisions of the SEBI Listing Regulations and relevant circulars issued by the Reserve Bank of India ("RBI") from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Pramit Jhaveri (DIN: 00186137) who was appointed as a Non-executive Independent Director of the Company with effect from 1 August 2021 to hold office up to 31 July 2026 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing

Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, be re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1 August 2026 to 31 July 2031.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder and Regulation 17(6) of SEBI Listing Regulations, Pramit Jhaveri, be paid such fees and remuneration and profit-related commission as the Board of Directors may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, 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 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."

6. 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(4) 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, 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 in accordance with the approval of the Audit Committee and recommendation of the Board, 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, for an aggregate amount not exceeding ₹ 18,152 crore, for the period, from the date of 39th Annual General Meeting up to the date of 40th Annual General Meeting (both days inclusive), (hereinafter referred to as 'RPT period'), as set out in the statement annexed to this notice.

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."

7. Increase in the borrowing powers of the Company.

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Members through postal ballot on 19 March 2024, and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, relevant circulars issued by the Reserve Bank of India ("RBI") and any other applicable laws (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and Article 55 and Article 57 of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) to borrow, from time to time, such sum or sums of monies as it may deem requisite for the purpose of the business of the Company, *inter alia*, by way of loan or financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds/commercial papers or other debt instruments, with or without security, whether in India or outside India, and through acceptance of fixed deposits and corporate deposits (whether in Indian Rupees or in foreign currency), on such terms and conditions as the Board, at its sole discretion, may deem fit, notwithstanding that the monies so borrowed together with monies already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which monies may be borrowed by the Board shall not exceed a sum of ₹ 550,000 crore (Rupees Five Lakh Fifty Thousand crore only) at any point of time.

RESOLVED FURTHER THAT for the purpose of 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 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."

8. Creation of charge/security on the Company's assets with respect to borrowing.

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Members through postal ballot on 19 March 2024, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, relevant circulars issued by the Reserve Bank of India ("RBI") and any other applicable laws (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and Article 56 of the Articles of Association of the Company, consent of the Members be and is hereby accorded for creation by the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) from time to time, of such mortgages, charges, liens, hypothecation and/or other security, in addition to the mortgages, charges, liens, hypothecation and/or other security created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the bank(s), financial institution(s), and/or other lender(s), fixed deposit trustee, debenture trustee, security trustee as may be agreed to by the Board, for the purpose of securing repayment of any loans/financial assistance or debentures or bonds or other instruments issued to the public and/or on private placement basis and/ or in any other manner (whether in Indian Rupees or in foreign currency), subject to a maximum amount of ₹ 550,000 crore (Rupees Five Lakh Fifty Thousand crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the said mortgages, charges, liens, hypothecation and/ or other securities and to file requisite forms or applications with statutory/regulatory authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, 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 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."

9. Issue of non-convertible debentures through private placement.

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

"RESOLVED THAT in supersession of the Special Resolution passed by the members at the Annual General Meeting held on 24 July 2025 and pursuant to sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) to any of the foregoing and other applicable guidelines, circulars, directions or laws) and extant RBI guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deem to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers conferred by this resolution) to make offer(s) or an invitation(s) or to issue non-convertible debentures ('NCDs'), secured or unsecured, at face value or such other price as may be permissible under the relevant regulations as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more letter(s) of offer/disclosure document as may be issued by the Company and in one or more series, during a period of one year commencing from the date of this annual general meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be provided that the borrowings by way of issue of NCDs to be within the overall limit of borrowing approved by the members of the Company from time to time.

RESOLVED FURTHER THAT for giving effect to above resolution, the Board be and is hereby authorised 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 agreements, documents, instruments, writings and papers, and settle all difficulties, doubts and questions 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

Date: 29 April 2026
Place: Pune

NOTES

General Information:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated 22 September 2025, ('MCA Circular') permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

2. KFin Technologies Limited ('KFin') will be providing facility for voting through remote e-voting, participation in the e-AGM through VC/OAVM facility and e-voting during the e-AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 14 below and is also available on the website of the Company at https://www.aboutbajajfinserv.com/finance-investor-relations-annual-reports.

3. In terms of sections 101 and 136 of the Companies Act, 2013 (the 'Act') read with the rules made thereunder, regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and in terms of MCA circular, the listed companies may send the notice of AGM along with the Annual Report only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Accordingly, this notice of thirty-ninth e-AGM has been sent to the Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of thirty-ninth e-AGM and Annual Report for FY2026 will also be available on the Company's website at https://www.aboutbajajfinserv.com/finance-investor-relations-annual-reports 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/public/Downloads.aspx. In this notice, the term member(s) or shareholder(s) are used interchangeably.

4. Since this e-AGM 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 e-AGM. Hence, the proxy form, attendance slip and route map are not annexed to this Notice.

5. Institutional/Corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutiniser by e-mail through its registered e-mail address to sbhagwatcs@yahoo.co.in 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. Brief details of the director, who is being re-appointed, is annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings.

8. The facility of joining the e-AGM through VC/OAVM will be opened 30 minutes before the scheduled start time of the e-AGM, i.e., from 3:00 p.m. IST.

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

Speaker Registration:

10. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request mentioning their name, demat account number/folio number, E-mail ID and mobile number at investor.service@bajajfinserv.in or bflshareholders@bajajfinserv.in. Only those speaker registration requests received till Tuesday, 28 July 2026 shall be considered and allowed as Speakers during the AGM.

11. Further, members registered as "Speakers" will be allowed to use their camera/webcam during e-AGM and hence are requested to use internet with good bandwidth to avoid any disconnection or disturbance during the meeting. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the e-AGM.

Person who becomes Member after dispatch of e-AGM Notice:

12. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Thursday, 23 July 2026, 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 are requested to register/update the same with the respective depository participants.

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

E-voting related instructions:

A. Voting through electronic means:

i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the e-AGM.

ii. The members, whose names appear in the Register of members/list of Beneficial Owners as on Thursday, 23 July 2026 (end of day), being the cut-off date fixed for determining voting rights of members 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 through remote e-voting from Sunday, 26 July 2026 (9:00 a.m.) till Wednesday, 29 July 2026 (5:00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall forthwith be blocked.

iv. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

v. A letter providing the web-link for accessing the Annual report, including the exact path along with e-voting login credentials, will be sent to those members who have not registered their e-mail address with the Company/Depository Participant.

vi. 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 HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/registered Depository Participants ('DPs') in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

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

<table>
<tr><th>Type of shareholders</th><th>Login method</th></tr>
<tr><td>Individual shareholders holding securities in demat mode with NSDL</td><td>
A. Users registered for NSDL IDeAS facility:
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.
2. A new screen will be 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.
B. User not registered for IDeAS e-Services:
Option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
C. By visiting the e-voting website of NSDL:
1. Visit the e-voting website of NSDL. Open web browser 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.
2. A new screen will be opened. 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.
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.
NSDL Mobile app is available on:
Download on the App Store   GET IT ON Google Play
</td></tr>
</table>

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with CDSL	**A. Existing user who has opted for Easi/Easiest:** The CDSL e-voting facility, viz. Easi / Easiest, can be accessed either on Laptop or Mobile by typing the URL https://web.cdslindia.com/myeasitoken/Home/Login 1. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 2. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. **B. User not opted for Easi/Easiest:** Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration, proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. **C. By visiting the e-Voting website of CDSL:** 1. The user can directly access e-voting page by providing Demat Account Number and PAN 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	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 forgot User ID or forgot 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. The initial password will be provided in the body of the e-mail or the letter, as mentioned under Note No. 13A(v), in cases where the shareholder's e-mail address is not registered.

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/aforesaid letter. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering the correct details, click on LOGIN.

v. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. Upon successful login, the system will prompt you to select the EVENT i.e., Bajaj Finance Limited.

viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date i.e., Thursday, 23 July 2026 will appear.

ix. 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.

x. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

xi. 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.

xii. 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 e-mail at sbhagwatcs@yahoo.co.in and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'

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.

B. Voting facility at e-AGM:

i. Only those members/shareholders, who will be present in the e-AGM 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 e-AGM but shall not be entitled to cast their vote again.

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

iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 30 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen.

v. Members can also login on the e-Meeting webpage using their credentials and click on the 'Thumbs-up' icon against the Company Name/Unit to vote.

Instructions for members for attending the e-AGM:

14. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at https://emeetings.kfintech.com by using the Registered e-Mail and OTP or Registered Mobile and OTP combination:

a. Select the meeting (Bajaj Finance Limited) from the drop down and enter the details (e-Mail ID or Mobile Number)

b. Click on send OTP.

c. OTP will be delivered either on registered e-mail id or mobile number.

d. Post verification, members will be allowed to Login.

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

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

17. 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.

18. Members who need technical assistance before or during the e-AGM can contact KFin at Helpline No.: 1800 309 4001.

19. Members may reach out at the contact details mentioned below for addressing e-voting related grievances:

    Mohd. Mohsinuddin,
    Asst. Vice President – Corporate Registry,
    KFin Technologies Ltd.
    Unit: Bajaj Finance Ltd.
    Selenium Building, Tower-B,
    Plot No 31 & 32, Financial District,
    Nanakramguda, Serilingampally,
    Hyderabad, Rangareddy
    Telangana-500 032
    Helpline - 1800 309 4001
    E-mail ID: einward.ris@kfintech.com

KYC Related information:

20. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN and KYC details. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update:

    a. PAN and KYC details.

    b. Particulars of bank account or change in their address, for receiving dividends directly in their account through electronic clearing service (ECS) or such other electronic mode as approved by the RBI.

    c. 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/investors/isrs.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 registering with PAN on the link https://kprism.kfintech.com/ 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, Rangareddy,
    Telangana - 500 032
    Toll No.: 1800 309 4001

21. 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').

Dividend Related Information:

22. The Board of Directors, at its meeting held on 29 April 2026, has recommended dividend of ₹ 6 per equity share of the face value of ₹ 1 for FY2026 (this includes a special payout of ₹ 0.60 per equity share out of the exceptional gain on sale of shares of Bajaj Housing Finance Limited, subsidiary of the Company) for the approval of members at the thirty-ninth e-AGM.

23. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared, at the e-AGM, will be credited on or before Monday, 3 August 2026:

    a) to all those members holding shares in physical form, as per the details provided to the Company by KFin, as on closing hours on Tuesday, 30 June 2026; and

    b) to all those beneficial owners holding shares in electronic form, as per beneficial ownership details provided to the Company by National Securities Depository Ltd. ('NSDL') and Central Depository Services (India) Ltd. ('CDSL'), as of the end of the day on Tuesday, 30 June 2026.

24. As per the SEBI Listing Regulations and pursuant to SEBI circular dated 20 April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. Therefore, members are requested to keep their latest bank account details updated with Company or depository participant, as the case may be.

25. With effect from 1 April 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company.

26. The Company shall not issue any physical warrants or cheques for payment of dividend in case of failure of electronic credit or where the bank account details of the members are not available or not updated.

27. For any queries regarding tax on dividend, members are requested to refer the below note i.e. taxation on dividend.

28. Taxation on Dividend:

Shareholders may note that as per Income Tax Act, 2025, (the 'IT Act'), dividends paid or distributed by a Company shall be taxable in the hands of shareholders. Accordingly, the Company would be required to deduct applicable Tax at Source ('TDS') in respect of payment of approved dividend to its shareholders (resident as well as non-resident).

Resident Shareholders:

Category of Shareholders	Applicable TDS rate
Individual Shareholder – Aggregate dividend amount (including dividend already paid in a financial year, if any) is up to ₹ 10,000 during the financial Year	0%
Submission of valid declaration in Form 121 (applicable to all shareholders other than Companies or Firms)	0%
As per section 397(2) of the IT Act, In case • PAN is not submitted, or PAN is invalid; or • PAN is not linked with Aadhaar.	20%
Submission of Lower or Nil TDS deduction certificate under section 395(1) of the IT Act	Rate provided in certificate
Mutual funds, Insurance companies, National Pension Scheme Trust etc.	0% (subject to submission of valid documents)
Other shareholders	10%

The Company would rely on the online functionality of the Income Tax Department for determining status of PAN of shareholder and shall accordingly determine the applicable TDS rate.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company (TAN – PNEB15964E), tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident Shareholders:

Tax is required to be deducted at source in case of non-resident shareholders in accordance with the provisions of section 393(2) of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders.

For Foreign Institutional Investors/Foreign Portfolio Investors shareholders, TDS will be deducted at applicable rate under section 393(2) [Table: Sr No. 15] of the IT Act.

However, as per section 159 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') read with applicable Multilateral Instrument provisions, if they are more beneficial to them.

A list of documents/declarations required to be provided by the resident shareholders and list of documents/declarations required to claim the benefit of DTAA by the non-resident shareholders are being made available on the Company's website at https://www.aboutbajajfinserv.com/finance-investor-relations-annual-reports. Kindly note that the documents should be uploaded with KFin at https://ris.kfintech.com/form15.

No communication on the tax determination/deduction shall be entertained after Thursday, 9 July 2026.

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

In addition to the above, please note the following:

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

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

The Company shall arrange to e-mail the soft copy of the TDS certificate, if applicable, to shareholders at the e-mail ID registered with DPs and KFin within the prescribed time as per IT Act. The amount of TDS can also be viewed in Form 168 on the website of the Income Tax department of India at https://www.incometax.gov.in/iec/foportal/.

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

For further details and formats of declaration, please refer FAQs relating to above which are being made available on the Company's website at https://www.aboutbajajfinserv.com/finance-investor-relations-annual-reports.

Note: For the purpose of clarity and uniform interpretation, the references to sections, rules, and forms under the Income tax Act, 2025 mentioned herein are mapped, for guidance only, to their corresponding provisions under the Income tax Act, 1961, as set out below:

Sr. No.	Reference under the Income tax Act, 2025	Corresponding Provision under the Income tax Act, 1961
1.	Form 121	Form 15G and Form 15H
2.	Section 397(2)	Section 206AA
3.	Section 395(1)	Section 197
4.	Section 393(2)	Section 195
5.	Section 393(2) [Table: Sr.No. 15]	Section 196D
6.	Section 159	Section 90
7.	Form 168	Form 26AS

IEPF related information:

29. In terms of section 124(5) of the Act, dividend amount for FY2019 remaining unclaimed for a period of 7 years shall become due for transfer in August 2026 to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall also be transferred to the IEPF's demat account.

    Members who have not claimed dividends from FY2019 onwards are requested to approach the Company/ KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

Scrutiniser details:

30. The Board of Directors, at its meeting held on 29 April 2026, has appointed Sachin Bhagwat, Practicing Company Secretary (ACS No. 10189, CP No. 6029), or failing him Amruta Patil, Partner, Jog Limaye & Associates, Practicing Company Secretary (ACS No. 25028, CP No. 27101), as the Scrutiniser to the e-voting process and voting at the e-AGM in a fair and transparent manner.

31. The Scrutiniser shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinisers' 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.

32. The results declared along with the scrutiniser's report shall be placed 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/public/Downloads.aspx and shall also be communicated to the stock exchanges.

Inspection of documents:

33. In accordance with the MCA circulars, following registers along with other 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. Register of contracts or arrangements in which directors are interested under section 189 of the Act.

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

    c. Certificate from Secretarial Auditor of the Company certifying that the Employee Stock Option Scheme, 2009 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Thursday, 30 July 2026. Members seeking to inspect such documents can send an e-mail to investor.service@bajajfinserv.in.

ANNEXURE TO THE NOTICE

ADDITIONAL INFORMATION IN RESPECT OF ITEM NO.3 OF THE NOTICE

In accordance with the provisions of the Act and Articles of the Company, Rajiv Bajaj (DIN: 00018262) is due to retire by rotation at the forthcoming e-AGM. He has expressed his willingness to step down from the Company and has informed that he will not be offering himself for re-election at the ensuing e-AGM. Accordingly, he will cease to be Non-Executive Director of the Company at the ensuing e-AGM scheduled to be held on 30 July 2026.

As per section 152(6)(e) of the Act, at the AGM at which a director retires, the company may fill up the vacancy by appointing the retiring director or some other person thereto.

The Board has taken note that Rajiv Bajaj will cease to hold office as a Director upon the conclusion of the 39th Annual General Meeting and, having considered the applicable requirements, has resolved, subject to the approval of the members, not to fill the resulting vacancy on the Board.

It is proposed to pass an express resolution in terms of section 152(7)(a) of the Act, to not fill the vacancy created.

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

The Board recommends this ordinary resolution set out in Item No. 3, for consideration and approval of the members.

STATEMENT PURSUANT TO SECTION 102 OF THE ACT ALONG WITH INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')

Item No. 4 relating to change in status of Sanjiv Bajaj (DIN: 00014615), from a director not liable to retire by rotation to a director liable to retire by rotation.

Pursuant to regulation 17(1D) of the SEBI Listing Regulations, shareholders had at the 37th Annual General Meeting held on 23 July 2024 approved the continuation of Sanjiv Bajaj as a non-executive and non-independent director of the Company, not liable to retire by rotation, for a period of five (5) years with effect from 1 April 2024.

In terms of section 152(6) of the Companies Act, 2013, Rajiv Bajaj, being the Director longest in office among those liable to retire by rotation, shall retire at the ensuing Annual General Meeting. Rajiv Bajaj expressed his intention not to seek re-appointment.

With the retirement of Rajiv Bajaj as a Director of the Company, the composition of the Board would undergo a change and therefore, in order to ensure compliance with the provisions relating to the minimum number of directors who are liable to retirement by rotation, it is proposed to change the status of Sanjiv Bajaj, presently a Director not liable to retire by rotation, as a Director liable to retire by rotation.

Brief profile:

Sanjiv Bajaj is the Chairman and Managing Director of Bajaj Finserv Limited, the holding company of the financial services businesses of the Bajaj Group, one of India's oldest and largest conglomerates.

Under his leadership, Bajaj Finserv Limited has emerged as one of India's leading and most diversified financial services companies with solutions across lending, life insurance, general insurance and investments. With a consumer-first, digital approach and a culture focused on innovation, it has reshaped digital consumer financing in India.

He was the President of the Confederation of Indian Industry (CII), FY2022-23.

He is a member of J.P. Morgan - Asia Pacific Council, a member of the International Advisory Council of Brookings Institute, USA, and a member of the International Advisory Board of the Global Finance & Technology Network (GFTN). Sanjiv is co-chair for India Skills Accelerators – a Ministry of Skill Development and Entrepreneurship initiative, in partnership with the World Economic Forum. He is also a member of the Board of the Indian School of Business (ISB).

He also chairs India@100 Foundation, CII's non-profit initiative that champions next generation reforms shaping India's vision for inclusive economic growth, nurturing innovation, strengthening India's cultural influence and ensuring sustainable progress.

Over the years, he has received several prestigious honours for his contribution to the financial services space, including:

- Lifetime Achievement Award by the Financial Express Best Banks Awards 2026.
- AIMA-JRD Tata Corporate Leadership Award for the Year 2023.
- The Lakshmipat Singhania IIM Lucknow National Leadership Award, 2023, received from the Hon'ble President of India Smt. Droupadi Murmu.
- Economic Times Business Leader of the year 2018.
- Financial Express Best Banker of the year 2017.
- Ernst & Young Entrepreneur of the year in 2017.
- Business World's Most Valuable CEOs in India for 2015 and 2016.

Other Information:

Particulars	Details
Age	56 Years
Qualifications	• Bachelor's degree in mechanical engineering from the University of Pune; • Master's degree in manufacturing systems engineering from the University of Warwick, UK; and • Master's degree in business administration from the Harvard Business School, USA
Experience	As per brief profile given above
Terms and Conditions of appointment	Non-executive director, liable to retire by rotation
Remuneration last drawn (FY2026)	₹ 7.20 crore
Remuneration proposed to be paid	He is eligible to sitting fees of ₹ 100,000 and commission of ₹ 500,000 per meeting of the Board/Committees attended by him, as applicable to all non-executive directors and such other compensation as may be approved by NRC
Date of first appointment on the Board	18 January 2005
Shareholding in the Company	5,307,920 Shares (Inclusive of joint holdings)
Disclosure of relationship between directors inter se	Brother of Rajiv Bajaj, Non-executive, non-independent director
Number of meetings of the Board attended during FY2026	8 (Eight) meetings of the Board were held, and he has attended all the Board meetings

<table>
<tr><th>Particulars</th><th colspan="2">Details</th></tr>
<tr><td>Other directorship</td><td colspan="2">Listed Companies:
1. Bajaj Auto Limited
2. Bajaj Holdings & Investment Limited
3. Bajaj Finserv Limited
4. Bajaj Housing Finance Limited
5. Maharashtra Scooters Limited

Unlisted Companies:
6. Bajaj General Insurance Limited
7. Bajaj Life Insurance Limited
8. Jamnalal Sons Private Limited
9. Bachhraj Factories Private Limited
10. Bachhraj and Company Private Limited
11. Bajaj Sevashram Private Limited
12. Bajaj Finserv Asset Management Limited
13. Bajaj Auto Holdings Limited
14. Rahul Securities Private Limited
15. Kamalnayan Investment and Trading Private Limited
16. Rupa Equities Private Limited
17. Sanraj Nayan Investments Private Limited

Section 8 Companies*:
18. Indian School of Business
19. Mahakalpa Arogya Pratisthan
20. Bhoopati Shikshan Pratisthan

*Not considered for the purpose for reckoning the limit of directorship pursuant to notification issued by Ministry of Corporate Affairs dated 5 June 2015.</td></tr>
<tr><td rowspan="17">Membership/Chairmanship of Committees of other Boards</td><td colspan="2">Chairmanship:</td></tr>
<tr><td>Committee</td><td>Company</td></tr>
<tr><td rowspan="2">Corporate Social Responsibility</td><td>Bajaj General Insurance Limited</td></tr>
<tr><td>Bajaj Life Insurance Limited</td></tr>
<tr><td colspan="2">Membership:</td></tr>
<tr><td>Committee</td><td>Company</td></tr>
<tr><td>Corporate Social Responsibility
Risk Management
Strategic Investment
Stakeholders Relationship</td><td>Bajaj Finserv Limited</td></tr>
<tr><td>Corporate Social Responsibility
IT Strategy
Risk Management</td><td>Bajaj Holdings & Investment Limited</td></tr>
<tr><td>Corporate Social Responsibility
IT Strategy
Risk Management
Stakeholders Relationship</td><td>Bajaj Housing Finance Limited</td></tr>
<tr><td>Corporate Social Responsibility
Stakeholders Relationship</td><td>Maharashtra Scooters Limited</td></tr>
<tr><td>Nomination & Remuneration</td><td>Bajaj General Insurance Limited</td></tr>
<tr><td>Nomination & Remuneration</td><td>Bajaj Life Insurance Limited</td></tr>
<tr><td>Audit</td><td>Bajaj Finserv Asset Management Limited</td></tr>
<tr><td>Resignation during past 3 years from listed companies</td><td colspan="2">Nil</td></tr>
</table>

Particulars	Details
Nature of expertise in specific functional areas	Management and Governance, Financial Services, Technology and Innovation, Consumer behaviour, sales, marketing and customer experience, Understanding of accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public policy and economics, Human Resources and Business Transformation and Strategy

Interest of Directors and KMP:

Sanjiv Bajaj, to the extent of his shareholding and directorship in the Company, is deemed to be interested in this item of business.

Rajiv Bajaj, a non-executive director, being a relative of Sanjiv Bajaj is also deemed to be interested in this item of business. Also, other relatives of Sanjiv Bajaj and Rajiv Bajaj are deemed to be interested to the extent of their shareholding, if any, in the Company.

Save and except above, no other Director/Key Managerial Personnel and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, in this item of business except to the extent of shareholding, if any, in the Company.

The Board recommends the ordinary resolution as set out at item no. 4 for approval by shareholders.

Item no. 5 - Re-appointment of Pramit Jhaveri as an Independent Director of the Company for a second term of five consecutive years with effect from 1 August 2026:

The Members vide postal ballot dated 17 November 2021, had appointed Pramit Jhaveri as an Independent Director of the Company for a term of five consecutive years from 1 August 2021 upto 31 July 2026, pursuant to provisions of the Act and the SEBI Listing Regulations.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of up to five consecutive years. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the SEBI Listing Regulations, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation.

Pramit Jhaveri is not disqualified from being appointed as a director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has received requisite declaration from Pramit Jhaveri that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI Listing Regulations and that he meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines/circulars issued from time to time. After assessing the same, the Board is of the opinion that, he fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management and also meets the Fit and Proper criteria as specified by the RBI guidelines.

During his tenure as an Independent Director, the Board has assessed the performance of the Independent Directors, *inter alia*, on the basis of attendance, participation, openness to ideas, perspectives and opinions, independent views and judgement. Basis the same, Pramit Jhaveri has consistently received favourable recommendation for him to continue as an Independent Director on the Board of the Company, in terms of the provisions of the Act and SEBI Listing Regulations.

While considering the re-appointment, the Board took into account his professional background and experience, outstanding attendance record displaying his consistent time commitment towards Board and Committee meetings, significant contribution to the discussions of Board and Committee meetings of which he is a member/chairman, consistent excellent rating received for his performance during his tenure as an Independent Director, the valuable contribution made by him, and the recommendation and opinion of Nomination and Remuneration Committee. The Board is of the opinion that Pramit Jhaveri is a person of integrity and possesses relevant expertise and experience (including the proficiency) and will be able to provide the commitment of time and efforts required as an Independent Director.

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends to the shareholders, the re-appointment of Pramit Jhaveri as a Non – Executive Independent Director, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1 August 2026 up to 31 July 2031.

In connection with the aforesaid re-appointment, a notice in writing in the prescribed manner as required under Section 160 of the Act and Rules made thereunder, has been received by the Company, proposing candidature of Pramit Jhaveri for the office of the director.

A generic copy of letter of appointment setting out the terms and conditions is available for inspection by the Members on the website of the Company at https://cms-assets.bajajfinserv.in/is/content/bajajfinance/appointment-letter%E2%80%93independent-director?scl=1&fmt=pdf from the date of dispatch of this Notice up to the last day of e-voting.

His brief profile and nature of expertise in functional areas is given hereunder:

Brief Profile:

Pramit Jhaveri presently acts as advisor and mentor to start ups, corporates and family offices. He is Senior Advisor to Premji Invest and PJT Partners and an Independent Director on the Boards of Bajaj Finserv Ltd. and Larsen & Toubro Ltd. Prior to his current activities, Pramit was Vice Chairman - Banking, Asia Pacific Citi. He served as Chief Executive Officer of Citibank India from 2010 to 2019. He retired from Citibank in November 2019 after a distinguished career in banking of 32 years, having joined the firm as a 23-year-old in 1987.

Pramit serves as a Trustee on the Board of several philanthropic, non-profit entities in India. These include: Pratham Education Foundation, an NGO dedicated to the quality education of underprivileged children; the World Monuments Fund India, an organisation involved in conserving and preserving India's architectural heritage; CSMVS, one of the premier art and history museums in India; the Museum of Art and Photography (MAP), a new private art museum based in Bangalore; the National Centre for Performing Arts (NCPA), one of India's premier cultural institutions and the University of Rochester, New York.

Other Information:

Particulars	Details
Age	62 Years
Qualifications	• Bachelor of Commerce degree from Sydenham College, Mumbai University. • MBA from the Simon School of Business, University of Rochester
Experience	As per brief profile given above
Terms and Conditions of re-appointment	https://cms-assets.bajajfinserv.in/is/content/bajajfinance/appointment-letter%E2%80%93independent-director?scl=1&fmt=pdf
Remuneration last drawn (FY2026)	• ₹ 2,900,000/- as sitting fees; and • ₹ 14,100,000/- as commission
Remuneration proposed to be paid	He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
Date of first appointment on the Board	1 August 2021
Shareholding in the Company	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company
Number of meetings of the Board attended during FY2026	8 (Eight) meetings of the Board were held, and he has attended all the Board meetings

BAJAJ FINANCE

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Other directorship</td><td>Listed Companies:
1. Bajaj Finserv Limited
2. Larsen & Toubro Limited
Unlisted Company:
3. Taurus Trading Private Limited
Section 8 Companies*:
4. World Monuments Fund India Association
5. Pratham Education Foundation

*Not considered for the purpose for reckoning the limit of directorship pursuant to notification issued by Ministry of Corporate Affairs dated 5 June 2015.</td></tr>
<tr><td>Membership/Chairmanship of Committees of other Boards</td><td>Chairmanship:
<table>
<tr><th>Committee</th><th>Company</th></tr>
<tr><td>Risk Management</td><td rowspan="2">Bajaj Finserv Limited</td></tr>
<tr><td>Strategic Investment</td></tr>
<tr><td>Human Resource</td><td>Pratham Education Foundation</td></tr>
</table>
Membership:
<table>
<tr><th>Committee</th><th>Company</th></tr>
<tr><td>Audit</td><td>Bajaj Finserv Limited</td></tr>
<tr><td>Nomination & Remuneration</td><td rowspan="2">Larsen & Toubro Limited</td></tr>
<tr><td>Risk Management</td></tr>
</table>
</td></tr>
<tr><td>Resignation during past 3 years from listed companies</td><td>Nil</td></tr>
<tr><td>Nature of expertise in specific functional areas</td><td>Management and Strategy, Global Business Leadership, Information Technology, Systems and Computers, Human Resources, Banking, Investment, Treasury and Forex Management, Insurance, Mutual Fund and Financial Services, Audit and Risk Management, Corporate Governance and Ethics, Regulatory, Government and Security matters and CSR, Sustainability and NGO matters.</td></tr>
<tr><td>Skills and capabilities required for the role and the manner in which the Independent Director meets the requirements</td><td>NRC has identified following necessary skills required to assist the Board with diversified perspective which, inter-alia, includes:
• In-depth understanding of the financial service industry;
• Regulatory and operational aspects; and
• Reviewing risk management systems, providing guidance on impact of regulatory policies.

Considering the profile and experience of Pramit Jhaveri, the NRC and the Board is of the view that he meets the above skills and capabilities.</td></tr>
</table>

None of the Directors or Key Managerial Personnel or their relatives, except Pramit Jhaveri are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company in the Special Resolution set out at item no. 5 of the Notice.

Re-appointment of Pramit Jhaveri as an Independent Director is in the interest of the Company and accordingly, the Board recommends the Special Resolution set out at item no. 5 for approval of the Members.

Item No. 6 relating to approval of Material Related Party Transactions between the Company and Bajaj Housing Finance Limited ('BHFL'), subsidiary of the Company

Regulation 23(4) of the SEBI Listing Regulations, 2015 mandates prior approval of the Members by way of an ordinary resolution for all material related party transactions. Further, in terms of Regulation 23(1) of the SEBI Listing Regulations read with Schedule XII thereto, a related party transaction shall be considered material where, in case of a listed entity having a consolidated turnover exceeding ₹ 40,000 crore, the value of the transaction(s), either individually or taken together with previous transactions during a financial year, exceeds ₹ 3,000 crore plus 2.5% of the annual consolidated turnover of the listed entity, or ₹ 5,000 crore, whichever is lower. Accordingly, the materiality threshold (based on FY2026, consolidated financial statement), for seeking shareholders' approval for related party transactions of the Company is ₹ 4,049.74 crore.

In accordance with Regulations 23(2) and 23(3) of the SEBI Listing Regulations, 2015, the Audit Committee, at its meeting held on 29 April 2026, reviewed and granted omnibus approval for the proposed material related party transactions and recommended the same to the Board for its consideration. Thereafter, the Board, at its meeting held on the said date, considered and recommended the proposed material related party transactions to the members for their approval.

The Members at the 38th Annual General Meeting held on 24 July 2025, had approved similar transactions with BHFL for an aggregate amount of ₹ 12,612 crore. The said approval is valid till the ensuing 39th Annual General Meeting. Similar approval of members is being sought from the date of 39th Annual General Meeting up to the date of 40th Annual General Meeting (both days inclusive) (hereinafter referred to as 'RPT period'), for transactions with BHFL, for an aggregate amount not exceeding ₹ 18,152 crore.

Details of such transactions with BHFL, being a subsidiary company and related party of the Company, in accordance with the SEBI's Master circular dated 30 January 2026 read with 'Industry Standards on Minimum Information to be provided for Review of Audit Committee and Shareholders for approval of Related Party Transactions' are as follows:

A(1). Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Bajaj Housing Finance Limited (BHFL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The Company has engaged in financing activities with a diversified lending model and focuses on five broad categories viz: (i) home loans, (ii) loan against property, (iii) lease rental discounting, (iv) developer financing, and (v) unsecured loans.

A(2). Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: *Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. * Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	**Relationship:** Subsidiary company **Nature of Concern** Financial and Operational **Shareholding:** • The company holds 86.70% equity shares in the BHFL • BHFL is not holding shares in the Company
2.	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director/KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	The common directors may be deemed to be interested or concerned in passing of the resolution to the extent of their directorship in BHFL. The shareholding of the Directors and KMPs as on 31 March 2026 in BHFL: 1. Sanjiv Bajaj - 100 shares* 2. Rajiv Bajaj - 100 shares* 3. Rajeev Jain - 100 shares* 4. Sandeep Jain - 7,062 shares *Held jointly with Bajaj Finance Ltd being the first holder.

A(3). Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management		
		Sr. No.	**Nature of Transactions**	**FY 2025-2026 (₹ in crore)**
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	1.	Loan portfolio - Assigned in	3,645.28
		2.	Servicing fee paid	25.42
		3.	Fair value of ESOP received	10.03
		4.	Sourcing commission received	6.31
		5.	Servicing fee received	6.09
		6.	Business support charges received	3.01
		7.	Asset purchases	0.74
		8.	Asset sales	0.43
		9.	Business support charges paid	0.33
		10.	Rent and maintenance expenses	0.23
		Total		**3,697.86**
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	As above		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No		

A(4). Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	₹ 18,152 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (FY2026).	22.14%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	162.79% (standalone)
6.	Financial performance of the related party for the immediately preceding financial year: (FY2026 - ₹ in crore)	• Turnover – 11,150.29 • Profit After Tax - 2,560.34 • Net worth - 22,522.79

A(5). Basic details of the proposed transaction (Transaction 1)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Lending
2.	Details of each type of the proposed transaction	Credit facility - flexi term loan
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The approval is being sought for the overall facility limit available during the RPT period.
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 2,500 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required) The value of interest is not included in the aforesaid amount and is dependent on the amount of facility utilised.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are in furtherance of the Company's lending operations and to be undertaken in accordance with laid down norms and procedures (including credit appraisal and approval process). The arrangement is mutually beneficial as it enables the related party to meet its funding requirements efficiently while allowing the Company to deploy its resources productively and earn a market-linked return.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Not Applicable

Sr. No.	Particulars of the information		Information provided by the management
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.		
	a.	Nature of indebtedness	Not Applicable
	b.	Total cost of borrowing	Not Applicable
	c.	Tenure	Not Applicable
	d.	Other details	-
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.		Not Applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.		SBI 1-month MCLR
5.	Maturity / due date		Tenure - 84 Months from the date of each drawal
6.	Repayment schedule & terms		Bullet payment at the end of the tenure
7.	Whether secured or unsecured?		Unsecured
8.	If secured, the nature of security & security coverage ratio		Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.		General business purpose including various financing activities, repayment of existing loans, investment for liquidity and statutory requirements, capital expenditures and working capital.

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	India Rating - Long term - IND AAA/Stable Short Term - IND A1+ CRISIL Rating - Long Term - CRISIL AAA/Stable Short Term - CRISIL A1+

Sr. No.	Particulars of the information	Information provided by the management
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Nil

A(5). Basic details of the proposed transaction (Transaction 2)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Acquisition of loans or loan pools by way of assignment and servicing arrangements, as per Reserve Bank of India (Non-Banking Financial Companies - Transfer and Distribution of Credit Risk) Directions, 2025 , as amended from time to time.
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought for new acquisition transactions undertaken during the RPT period, as well as for the servicing arrangements pertaining to both existing and newly acquired pools.
4.	Whether omnibus approval is being sought? Yes or No	Yes

Sr. No.	Particulars of the information	Information provided by the management	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Loan portfolio - Assigned-in	₹ 12,500 crore
		Servicing fee paid on assignment transaction	₹ 50 crore
		(Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As part of its strategic growth initiatives, the Company acquires loan portfolios through the Direct Assignment route to expand its asset base and achieve portfolio diversification. The proposed transaction is consistent with this strategy and supports sustainable business growth. The continued appointment of the related party as servicing agent ensures operational continuity, given their established familiarity with the loan portfolio, borrowers, and servicing processes, thereby minimizing customer disruption and ensuring efficient loan administration.	
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
8.	Other information relevant for decision making.	Nil	

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	BHFL shall follow an evaluation process involving the obtaining of quotations and benchmarking of the commercial terms of the proposed loan portfolio assignment. The pricing, yield, and other key transaction terms shall be assessed and compared with similar portfolio assignment transactions undertaken by BHFL with unrelated third parties, with appropriate adjustments for relevant risk factors. Based on the benchmarking and quotation analysis, the proposed transaction terms will be evaluated to determine whether they are comparable to prevailing market arrangements and consistent with arm's length principles. While a bidding process may not be undertaken, the selection will be supported by market benchmarking and quotation analysis, thereby ensuring that the transaction remains fair, competitive, and in the best interests of the Company.
2.	Basis of determination of price.	Pricing shall be determined after considering variables such as weighted average cost of borrowing, risk rating of the portfolio, operational costs and pricing for similar transactions carried out with unrelated parties to the extent available. BHFL continues as servicing agent and is responsible for collections and remittance to the Company as per agreed terms.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

A(5). Basic details of the proposed transaction (Transaction 3)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Purchases of loan portfolios
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 3,000 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As part of its strategic growth initiatives, the Company acquires loan portfolios through direct origination, assignment routes, and purchase of existing loans from group entities. In this context, the proposed purchase of a portion of the existing loan portfolio from BHFL. The transaction is aligned with the Company's objective of optimising asset deployment, enhancing portfolio diversification, and improving capital efficiency. It will enable the Company to strengthen its asset base and support sustainable profitability and growth.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	This is an intra-group purchase of loan portfolios. BHFL, being the originating entity of the assets, has been identified as the seller, while the Company is the acquiring entity. The terms of the transaction shall been determined based on commercial evaluation and internal benchmarking, taking into account the underlying portfolio characteristics, pricing, and respective roles of BHFL in origination and the Company in funding and portfolio ownership.
2.	Basis of determination of price.	The key factors that will be considered during the evaluation process shall include the credit quality and performance of the underlying loan pool, residual tenure of the loans, expected cash flows, overall portfolio yield, and other relevant risk and return parameters. These factors will be assessed collectively to determine the commercial viability and appropriateness of the proposed transaction.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

A(5). Basic details of the proposed transaction (Transaction 4)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing of Services
2.	Details of each type of the proposed transaction	Fees paid The proposed transaction pertains to availing of origination services from BHFL in relation to purchase of loan portfolios.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 19 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction enables the Company to leverage BHFL's origination capabilities to access quality loan portfolios without incurring significant incremental infrastructure or acquisition costs. This supports efficient scaling of the Company's asset base and enhances portfolio diversification. The arrangement facilitates optimal deployment of capital, improves cost efficiency, and supports sustainable and profitable growth.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	BHFL has been engaged as the origination partner owing to its established distribution network, extensive customer reach, and strong origination capabilities, which are aligned with the Company's business requirements. The terms of the proposed transaction will be determined based on commercial evaluation and internal benchmarking, taking into account the nature and quality of business sourced, and are comparable to similar arrangements with unrelated parties.
2.	Basis of determination of price.	The pricing of the proposed transaction will be determined by taking into account key factors such as the nature, volume and quality of business originated, ticket size, product mix, and overall cost of acquisition. Further, the pricing will be benchmarked against comparable transactions with unrelated parties for similar arrangements to ensure that it is market-aligned.
	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

A(5). Basic details of the proposed transaction (Transaction 5)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Rendering of Services
2.	Details of each type of the proposed transaction	Fees Received The proposed transaction relates to fee-sharing arrangements in connection with the acquisition of loan portfolios through mechanisms such as sale-down, novation, and consortium participation.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 20 crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction of fees-sharing arrangement enables the Company to earn fee income in relation to purchase of portfolio through sale down, novation, and consortium arrangements. The arrangement is aligned with market practices and contributes to cost efficiency and profitability, thereby supporting the Company's long-term growth objectives.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process has been undertaken for the proposed transactions, as they involve intra-group arrangements. BHFL has been engaged as the origination partner owing to its established sourcing and origination capabilities, extensive distribution network, and alignment with the counterparty's business requirements. The terms of the transactions, including pricing and fee structures, have been determined based on commercial evaluation and are benchmarked against comparable transactions with unrelated parties for similar arrangements.
2.	Basis of determination of price.	The fees receivable from the related party determined on an arm's length basis. Pricing is established after considering the scope of services rendered, complexity of transactions, time and effort involved, and prevailing market rates for similar services. The fee structure is performance-linked and benchmarked against comparable transactions with unrelated parties to ensure market alignment and fairness.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

A(5). Basic details of the proposed transaction (Transaction 6)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Availing of Services
2.	Details of each type of the proposed transaction	Sourcing Commission paid The proposed transaction pertains to availing of sourcing services from BHFL for financial products of the Company.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 1 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction enables the Company to leverage BHFL's sourcing capabilities to access quality loan portfolios and financial products without incurring significant incremental infrastructure or acquisition costs.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	BHFL has been engaged as the sourcing partner owing to its established distribution network, extensive customer reach, and strong origination capabilities, which are aligned with the Company's business requirements. The terms of the proposed transaction have been determined based on commercial evaluation and internal benchmarking, taking into account the nature and quality of business sourced, and are comparable to similar arrangements with unrelated parties.
2.	Basis of determination of price.	The pricing of the proposed transaction is determined taking into account key factors such as the nature, volume and quality of business sourced, ticket size, product mix, and overall cost of sourcing. Further, the pricing is benchmarked against comparable transactions with unrelated parties for similar arrangements to ensure that it is market-aligned.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

A(5). Basic details of the proposed transaction (Transaction 7)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Rendering of Services
2.	Details of each type of the proposed transaction	Fees Received The proposed transaction pertains to rendering of sourcing services by the Company for financial products of BHFL.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 20 crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction of fees towards sourcing services enables the Company to leverage its established sourcing capabilities and distribution network to generate sourcing commission income from loan sourcing activities. This facilitates efficient monetisation of the Company's customer franchise and enhances non-fund-based income streams without significant incremental infrastructure or operating costs. The arrangement is performance-linked, market-aligned, and supports sustainable and profitable growth.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process has been undertaken for the proposed transactions, as they involve intra-group arrangements. The Company has been engaged as the service provider based on its established sourcing capabilities, extensive distribution network, and alignment with the counterparty's business requirements. The terms of the transactions, including pricing and fee structures, shall be determined based on commercial evaluation and will be benchmarked against comparable transactions with unrelated parties for similar arrangements.
2.	Basis of determination of price.	Pricing shall be determined after considering the scope of services to be rendered, the complexity of the transactions, the time and effort involved, and prevailing market rates for similar services. The fee structure shall be performance-linked, where applicable, and benchmarked against comparable transactions undertaken with unrelated parties to ensure alignment with market practices, arm's length principles, and fairness from a commercial perspective.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

A(5). Basic details of the proposed transaction (Transaction 8)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Rendering of Services
2.	Details of each type of the proposed transaction	Business support charges received :- Charges to be received towards office and other facilities provided, IT system facilities, salary cost of deputed employees, reimbursement of debt recovery agents training cost and other reimbursements etc.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 10 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Providing Company's resources to Group entities enables optimal asset utilisation, cost recovery, operational efficiencies, and economies of scale, while strengthening group synergies and delivering overall cost and productivity benefits to the Company.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process was undertaken, as the proposed transaction relates to intra group sharing of resources between group companies.
2.	Basis of determination of price.	Pricing is determined on an actual cost basis without any markup. Costs are allocated based on the actual usage of services or the benefit derived by the recipient entity. Accordingly, only the reimbursement or recovery of actual expenses incurred is undertaken, ensuring that the charges reflect the underlying costs and are not intended to generate any profit margin.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

A(5). Basic details of the proposed transaction (Transaction 9)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Business support charges paid
2.	Details of each type of the proposed transaction	Business support charges paid: - Charges to be paid towards office and other facilities provided, IT system facilities, salary cost of deputed employees, reimbursement of debt recovery agent training cost etc.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 5 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	These proposed arrangements between group companies enable optimal utilisation of existing group infrastructure, avoidance of duplicate facilities, and access to skilled manpower and essential shared services at cost effective manner. Leveraging the related party's established resources ensures operational efficiency, standardization of processes, and continuity of business operations. The transactions result in overall cost savings, improved productivity, and better allocation of resources.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process was undertaken, as the proposed transaction relates to intra group sharing of resources between group companies.
2.	Basis of determination of price.	Pricing is determined on an actual cost basis without any markup. Costs are allocated based on the actual usage of services or the benefit derived by the recipient entity. Accordingly, only the reimbursement or recovery of actual expenses incurred is undertaken, ensuring that the charges reflect the underlying costs and are not intended to generate any profit margin.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

A(5). Basic details of the proposed transaction (Transaction 10)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Rendering of Services
2.	Details of each type of the proposed transaction	Servicing fees received on loan portfolio sold by way of assignment
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 10 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company acts as the servicing agent for loan portfolio sold by way of assignment to its related party. The Continued appointment of the company as servicing agent ensures operational continuity, given its established familiarity with the loan portfolio, borrowers, and servicing processes, thereby minimizing customer disruption and ensuring efficient loan administration. This proposed arrangement aligns with standard industry practices, with servicing fees and commercial terms will be benchmarked to market rates and agreed on an arm's length basis.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process was undertaken for selecting the servicing agent. The Company was appointed as the servicing agent as it is the original lender and originator of the underlying loan portfolio, with established borrower relationships, systems, and operational expertise.
2.	Basis of determination of price.	Pricing is determined after considering the weighted average cost of borrowing, the risk profile of the underlying portfolio, and the associated operational costs. The Company continues to act as the servicing agent and remains responsible for collection and remittance activities in accordance with the agreed contractual terms.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

A(5). Basic details of the proposed transaction (Transaction 11)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Fair value of ESOP to be recovered from BHFL towards stock option granted to its employees
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 10 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Under the ESOP Scheme, the Company had granted stock options to the employees of BHFL in past when it was an unlisted entity. In respect of such grants, the Company cross-charges to BHFL the fair value of ESOPs attributable to its employees. The fair value of the ESOPs for the purpose of determining the cross-charge is determined in accordance with the applicable Indian Accounting Standards using the Black-Scholes Option Pricing Model.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding was applicable, as the transaction pertains to allocation of ESOP related costs calculated as per applicable Indian Accounting Standards. This is the cost allocation between group companies without any markup.
2.	Basis of determination of price.	The pricing is determined based on the fair value of ESOPs computed in accordance with the applicable Indian Accounting Standards. The corresponding cost is recharged to BHFL on a cost-to-cost basis, without any markup.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

A(5). Basic details of the proposed transaction (Transaction 12)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Availing of Services
2.	Details of each type of the proposed transaction	Rent and maintenance expenses – the Company has entered into a lease arrangement with BHFL for the use of office premises. Under this arrangement, Company pays periodic lease rentals to BHFL in accordance with the agreed term
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 1 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Payment of lease rentals and maintenance charges to the related party owning the premises ensures continued access to suitable office infrastructure required for business operations and ready to use. The arrangement provides operational continuity and administrative convenience, and the lease and maintenance charges will be determined on arm's length terms consistent with prevailing market rates.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or competitive process was undertaken.
2.	Basis of determination of price.	The lease rentals and maintenance charges are determined on an arm's length basis through benchmarking against prevailing market rates. Such benchmarking is carried out with reference to market assessments obtained from independent real estate consultants and comparable properties located in nearby areas.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

A(5). Basic details of the proposed transaction (Transaction 13)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Asset Purchases
2.	Details of each type of the proposed transaction	Asset Purchases
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 5 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As the Company operates in the financial services sector and does not engage in the manufacturing or trading of goods, any sale or purchase of assets is reported under this category. Purchase of assets will be undertaken from time to time to ensure administrative convenience, optimize asset utilization, and streamline asset management, while minimizing operational disruptions. Such transactions will be carried out at the written down value (WDV) or at an appropriate market benchmark, as the case may be. This approach helps avoid incremental capital expenditure, reduces operating costs, and supports overall financial efficiency
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process undertaken.
2.	Basis of determination of price.	The pricing for the proposed transaction will be determined based on the Written Down Value (WDV) of the assets or an appropriate prevailing market benchmark, as applicable. Wherever relevant, supporting benchmarking or comparative evaluation is undertaken to substantiate that the pricing is reasonable, aligned with current market conditions, and compliant with arm's length principles.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

A(5). Basic details of the proposed transaction (Transaction 14)

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Asset Sales
2.	Details of each type of the proposed transaction	Asset Sales
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	RPT Period
4.	Whether omnibus approval is being sought? Yes or No	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 1 Crore (Proposed approval is valid for RPT Period; accordingly, a financial year wise break up is not required)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As the Company operates in the financial services sector and does not engage in the manufacturing or trading of goods, any sale or purchase of assets is reported under this category. Sale of assets will be undertaken from time to time to ensure administrative convenience, optimize asset utilization, and streamline asset management, while minimizing operational disruptions. Such transactions will be carried out at the written down value (WDV) or at an appropriate market benchmark, as the case may be. This approach helps avoid incremental capital expenditure, reduces operating costs, and supports overall financial efficiency and long term shareholder value.
7.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
8.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process undertaken.
2.	Basis of determination of price.	The pricing for the proposed transaction will be determined based on the Written Down Value (WDV) of the assets or an appropriate prevailing market benchmark, as applicable. Wherever relevant, supporting benchmarking or comparative evaluation is undertaken to substantiate that the pricing is reasonable, aligned with current market conditions, and compliant with arm's length principles.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable

- Justification as to why the proposed transaction is in the interest of the Company, basis for determination of price and other material terms and conditions of RPT: Provided above against each of the transactions.
- The Audit Committee of the Company at its Meeting held on 29 April 2026 had reviewed the certificate provided by the Managing Director and the Chief Financial Officer of the Company that the terms of the proposed Material Related party transactions are in the interest of the Company.
- Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Not Applicable
- The proposed transactions will be undertaken in the ordinary course of business on an arm's length basis. The pricing and key commercial terms aligned to prevailing market benchmarks, as applicable.
- The Company as a practice engages an Independent firm to obtain assurance on arm's length nature of all Related Party Transaction(s). The said firm, based on its review has affirmed that the related party transactions entered by the Company during FY2026 were at arm's length.
- The company will continue with the aforesaid practice of obtaining assurance of arm's length nature of all Related Party Transaction(s) by an Independent firm for FY2027, including the proposed transactions.

Accordingly, the Audit Committee and the Board of Directors, having considered the above, do recommend the proposed transactions contained in Item No. 6 of the notice by way of an ordinary resolution for approval.

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.

None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, in this transaction, except to the extent of their shareholding, if any, in the BHFL and 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. 6.

Item nos. 7 and 8 - Increase in borrowing powers of the Company and Creation of charge/security on the Company's assets with respect to borrowing:

Vide Special Resolutions dated 19 March 2024 passed by postal ballot, the Members of the Company had accorded their consent to the Board of Directors to borrow money(ies) for the purposes of the business of the Company not exceeding ₹ 375,000 crore (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 (the "Act") and for securing the borrowings up to a limit of ₹ 375,000 crore in terms of Section 180(1)(a) of the Act.

Pursuant to provisions of Section 180(1)(c) of the Act, the Board of Directors may exercise power to borrow money in excess of paid-up share capital, free reserves and securities premium with the approval of Members by way of a Special Resolution.

As on 31 March 2026, the paid-up share capital, free reserves and securities premium is ₹ 103,122.34 crore and the existing standalone borrowing of the Company as on 31 March 2026 is ₹ 322,818.39 crore. Considering the present level of borrowings and to augment resources for the potential growth, it is proposed to enhance the existing borrowing limit from ₹ 375,000 crore to ₹ 550,000 crore.

Accordingly, approval of the Members is sought for increase in borrowing limits from ₹ 375,000 crore to ₹ 550,000 crore.

Further borrowings will be resorted, *inter alia*, by way of loans/financial assistance from various bank(s)/ financial institution(s) and other lender(s), issue of debentures/bonds/commercial paper, other debt instruments, acceptance of fixed deposits, corporate deposits, triparty REPO or any other permissible modes.

Further, in terms of Section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking or undertakings, requires the approval of the Members by way of a Special Resolution.

The aforesaid borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of such bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee/fixed deposits trustee.

Hence, it is proposed to seek approval of Members by way of an enabling resolution for creating charge/ security on the Company's assets with respect to aforesaid borrowings.

The Board recommends passing of the Special Resolutions as set out at item nos. 7 and 8 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

Item no. 9 relating to Issue of non-convertible debentures through private placement.

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

In terms of section 42 of the Companies Act, 2013 ('Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the 'Companies PAS Rules') a company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer subject to a special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures ('NCDs') of the Company. In case the proposed amount to be raised through such offer or invitation exceeds the limits specified in 180(1)(c) of the Act, a company may pass a special resolution once a year for all the offers or invitations to be made for such debentures to be issued during the year.

In the previous thirty-eighth Annual General Meeting ('AGM') of the Company which was held on 24 July 2025, the members of the Company had authorised the Company to make an offer or invitation to subscribe to NCDs through private placement within the overall borrowing limit for a period of one year from the date of the previous AGM.

Accordingly, it is proposed to seek fresh approval of members by way of another special resolution to authorise the Board to borrow by issue of NCDs on private placement basis, in the ordinary course of its business, for a period of one year commencing from 30 July 2026. Further, the amount to be raised by such issue of NCDs will be within the overall borrowing limit of ₹ 550,000 crore to be approved by the members of the Company under section 180(1)(c) of the Act. The actual borrowing through issue of NCDs will be determined by the Board within the said overall borrowing limit approved by the members, considering various factors including market conditions, business requirements, etc.

The debentures would be issued either at face value or at a discount or at a premium, with coupon rate and/ or on zero coupon basis, in such manner as may be permissible under the Companies Act, RBI Guidelines and SEBI Regulations. The issue price and rate of interest depends, *inter alia*, on the market rates, tenor and security offered.

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

None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested in this resolution.

The Board recommends special resolution at item no. 9 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

Date: 29 April 2026
Place: Pune