



BAJAJ FINANCE LIMITED

CIN: L65910MH1987PLC042961

Registered Office: Akurdi, Pune - 411 035

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

Email ID: investor.service@bajajfinserv.in

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

POSTAL BALLOT NOTICE

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

Dear Members,

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

1. Appointment of Ajay Kumar Choudhary (DIN: 09498080) as an Independent Director for a term of five consecutive years with effect from 1 February 2025:

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and other applicable provisions of the SEBI Listing Regulations, subject to relevant circulars issued by the Reserve Bank of India ("RBI") and Insurance Regulatory and Development Authority of India ("IRDAI") from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Ajay Kumar Choudhary (DIN: 09498080) who was appointed 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 or any person(s) authorised by the Board in this regard), based on the recommendation of Nomination and Remuneration Committee, as an Additional Director in the capacity of an Independent Director under Section 161(1) of the Act and Articles of Association of the Company, and in respect of whom, a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, with effect from 1 February 2025 up to 31 January 2030.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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

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

Place: Pune
Date: 29 January 2025

NOTES:

1. Statement pertaining to the resolution setting out the material facts, as required under Section 102 of the Act, SS-2 and SEBI Listing Regulations is annexed to this notice.
2. In terms of the MCA Circulars, this notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or the Registrar and Share Transfer Agent or with the depository(ies)/depository participants ('DPs') and whose names appear in the register of Members/ list of beneficial owners as on the cut-off date i.e., Friday, 14 February 2025. The notice is available on the website of the Company at <https://www.aboutbajajfinserv.com/finance-investor-relations-general-meeting-and-postal-ballots>, website of E-voting service provider i.e., KFin Technologies Limited ('KFin' or 'Kfintech') at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). All the Members of the Company, as on the cut-off date, shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a Member on the cut-off date shall treat this notice for information purpose only. In this notice, the term Member(s) or shareholder(s) are used interchangeably.
3. As per the MCA Circulars, physical copy of the notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

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

4. In accordance with the MCA Circulars, the relevant documents referred to in this Postal Ballot notice will be made accessible for inspection through electronic mode. Members who wish to inspect are requested to send an e-mail to investor.service@bajajfinserv.in mentioning their name, Folio No./Client ID and DP ID, with a self-attested copy of their PAN card attached to the e-mail.
5. Further, as required under regulation 36(3) of the SEBI Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the Director, who is being appointed is annexed hereto.
6. The Board of Directors at its meeting held on 29 January 2025 have appointed Shyamprasad D Limaye, Practicing Company Secretary (FCS No. 1587, CP No. 572) as the 'Scrutiniser' to scrutinise the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
7. The e-voting shall commence on Friday, 21 February 2025 at 9:00 a.m. (IST) and end on Saturday, 22 March 2025 at 5:00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter and voting shall not be allowed beyond the specified date and time. During this period, the Members of the Company holding shares as on the cut-off date, i.e., Friday, 14 February 2025, may cast their vote by electronic means in the manner given in note no. 10. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
8. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update:
 - a. PAN, KYC details and nomination (Form SH-13 or Form ISR-3 for opting out of nomination).
 - b. E-mail address to receive communication through electronic means, including Annual report and notice.

The said form is available on the website of the Company at <https://www.aboutbajajfinserv.com/finance-investor-relations-investor-request-forms> and on the website of KFin at <https://ris.kfintech.com/client-services/isc/isrforms.aspx> Members have an option to submit the duly filled Form ISR-1 in person at any of the branches of KFin, details of which are available at <https://www.kfintech.com/contact-us/> or submit e-signed form online along with requisite documents by accessing the link <https://kprism.kfintech.com/> and registering with PAN if visiting for the first time, or physical forms can be sent through post at following address:

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

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





9. The Scrutiniser shall, after conclusion of the voting period, submit his report, within prescribed timelines, to the Chairman or any person so authorised by him, who shall countersign the same and declare the results thereof. Results of the voting will be declared by placing the same along with the Scrutiniser’s report on the Company’s website at <https://www.aboutbajajfinserv.com/finance-investor-relations-general-meeting-and-postal-ballots> and on the website of KFin at <https://evoting.kfintech.com/> and shall also be communicated to the stock exchanges within two working days from last date of voting, i.e., on or before Tuesday, 25 March 2025 at or about 5:00 p.m. (IST) and the outcome will be made available at the registered office as well as at the corporate office of the Company. Subject to receipt of requisite number of votes, the resolution mentioned in the notice shall be deemed to be passed on Saturday, 22 March 2025 i.e., last day of the e-voting period.
10. The details of the process and manner for remote e-voting are explained herein below:

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

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

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

Type of Shareholder	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>A. User already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section.

Type of Shareholder	Login Method
	<p>2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page.</p> <p>3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</p> <p>B. User not registered for IDeAS e-Services:</p> <p>1. Option to register is available at https://eservices.nSDL.com Select 'Register Online for IDeAS' Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-voting website of NSDL:</p> <p>1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the 'Login' icon, available under the 'Shareholder/Member' section.</p> <p>2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</p> <p>D. NSDL Speede Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

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

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

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022) 4886 7000 and (022) 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 5533

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

- i Initial password will be provided in the body of the e-mail.
- ii Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv After entering the correct details, click on LOGIN.
- v You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi You need to login again with the new credentials.
- vii Upon successful login, the system will prompt you to select the EVENT i.e., Bajaj Finance Limited.
- viii On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date Friday, 14 February 2025 will appear.
If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at cssdlimaye@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'
- xii In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free No. 1800 309 4001.
In case of a Member who hold shares and who had not registered their email ID, as on the cut-off date i.e. Friday, 14 February 2025, may participate in the e-voting by registering their email ID by following instructions mentioned at note no. 8. Post registration, such Member may request for User ID and password for e-voting by sending an email to einward.ris@kfintech.com/evoting@kfintech.com through his/her registered email ID to obtain the same.

11. For any query or grievance, Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, KFin at mohsin.mohd@kfintech.com/einward.ris@kfintech.com or R Vijay, Company Secretary at investor.service@bajajfinserv.in or at (020) 7157 6403.
12. Further, as part of our initiative to enhance the investor experience, a Senior Citizens investor cell has been formed by our Registrar and Share Transfer Agent of the Company viz., KFin to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell shall closely monitor the complaints coming from Senior Citizens through this channel and handholding them at every stage of processing till closure of the grievance.

The Senior Citizens wishing to avail this service can send the communication to the email ID i.e. senior.citizen@kfintech.com and copy to investor.service@bajajfinserv.in.

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

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, INFORMATION AS REQUIRED UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Brief Profile of the Appointee:

Ajay Kumar Choudhary is a distinguished central banker with an illustrious career spanning over three decades at the Reserve Bank of India (RBI). He concluded his dedicated service to the institution as its Executive Director in October 2023. He has a proven track record and accomplishments in the domain of Banking Regulation, Supervision, FinTech and Payments and Settlement Systems areas in various capacities.

He is presently a Non-Executive Chairman of the Board and Independent Director of National Payments Corporation of India (NPCI) and all its three subsidiaries. He is also an Independent Director in the Boards of a few more entities and acts as senior advisor to some other firms.

In his multifaceted role at the RBI, he expertly navigated various responsibilities, including overseeing banking regulation and supervision, currency management, payments and settlement, and other critical functions both at the Central Office and Regional Offices. His leadership also extended to key departments such as the FinTech Department and Risk Monitoring Department. Notably, he spearheaded the RBI's developmental and innovative initiatives in critical areas such as the Implementation of Central Bank Digital Currency (CBDC), formulation of a strategic approach towards Crypto Assets, potential regulatory guardrails concerning Fin-Techs, operationalization of Tech-Sprint and regulatory sandboxes, RBI Innovation Hub, and comprehensive oversight over all facets of Fin-Techs. One of the significant achievements was his pivotal role in the Implementation of Platform on Frictionless Credit (now known as ULI), showcasing his forward-thinking approach to fostering innovation within the financial sector.

He represented the RBI in different international groups and Forums. He headed RBI team for successful conduct of Regulatory Consistency Assessment Program (RCAP) of India conducted by BCBS and was also part of international teams for RCAP and other assignments in different jurisdictions. He also served as Director of Supervision of Bank of Mauritius at Mauritius, with the responsibility for regulation and supervision of Banks, Non - Bank Deposit Taking Institutions and Forex Dealers.

His published papers *inter-alia* included papers on the subject of Countercyclical capital buffers, Capital requirement for sovereign assets, Default Experience of Credit Rating Agencies in India, Corporate Insolvency Regime and its Implications for the Indian Banking system.

Rationale and Recommendation of the Board:

Considering his qualifications, extensive knowledge and rich experience in banking regulation, supervision, and Fin-Tech and with a view to broad base the Board with professionals from diverse background, the Board, at its meeting held on 29 January 2025, based on the recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of shareholders of the Company, appointed Ajay Kumar Choudhary (DIN: 09498080) as an Additional Director in the capacity of an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 1 February 2025 to 31 January 2030.

The Board is of the view that Ajay Kumar Choudhary is person of integrity, and his association would be of immense benefit and value to the Company. The Board noted that Ajay Kumar Choudhary has been appointed as an independent director on the board of Truhome Finance Limited, a Housing Finance Company. Having regard to the nature of business of the Company, the Board does not foresee any conflict of interest on account of Ajay Kumar Choudhary being an independent director in Truhome Finance Limited.

Ajay Kumar Choudhary 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 a director of the Company.

The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and meets the Fit and Proper criteria prescribed by the Reserve Bank of India (“RBI”) and other applicable guidelines/circulars issued from time to time.

In the opinion of the Board, Ajay Kumar Choudhary fulfils the conditions as specified in the Act read with rules made thereunder and SEBI Listing Regulations and is independent of the Management.

Accordingly, the Board recommends his appointment as an Independent Director to the members.

Other Information:

Particulars	Details
Age	61 years
Qualifications	<p>Ajay Kumar Choudhary completed his Master’s degree in physics from Delhi University.</p> <p>He is a Certified Associate of Indian Institute of Banking and Finance (CAIIB).</p>
Experience	As per the brief profile.
Skills and capabilities required for the role and the manner in which the independent director meets the requirements	<p>NRC has identified following necessary skills required to assist the Board with diversified perspective which, <i>inter-alia</i>, includes:</p> <ul style="list-style-type: none"> ● In-depth understanding of the financial service industry; ● Regulatory and operational aspects; ● Capability in identifying and executing technology-driven transformations; and ● Reviewing risk management systems, providing guidance on impact of regulatory policies. <p>NRC then mapped capabilities required of an Independent Director to fulfil the above role:</p>

Particulars	Details
	<ul style="list-style-type: none"> ● Expertise in risk management; ● In-depth knowledge of the financial services industry; ● Technological proficiency and driving innovation; ● Leadership experience in Management and Governance; and ● Specialisation in financial regulations. <p>Considering the profile and experience of Ajay Kumar Choudhary, the NRC and the Board is of the view that he meets the above skills and capabilities.</p>
Terms and conditions of appointment	https://cms-assets.bajajfinserv.in/is/content/bajajfinance/appointment-letter-independent-director-27-nov-2023pdf?scl=1&fmt=pdf
Remuneration last drawn, if applicable	Not Applicable
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 applicable to non-executive directors.
Date of first appointment on the Board	1 February 2025
Shareholding in the Company	Nil
Relationship with other Directors /Key Managerial Personnel of the Company	He is not related to any Director or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY2025	Not Applicable
Directorships in listed Companies and other directorships as on 29 January 2025	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. Aurionpro Solutions Limited <p>Unlisted Companies:</p> <ol style="list-style-type: none"> 1. NPCI BHIM Services Limited 2. NPCI Bharat Billpay Limited 3. National Payments Corporation of India 4. NPCI International Payments Limited 5. ACER Credit Rating Private Limited 6. Truhome Finance Limited
Resignation during past 3 years from listed Companies	Not Applicable

Particulars	Details																			
Membership/Chairmanship of Committees of other boards	<p>Chairmanships:</p> <table border="1" data-bbox="770 405 1476 712"> <thead> <tr> <th>Committees</th> <th>Company</th> </tr> </thead> <tbody> <tr> <td>Risk Management</td> <td>National Payments Corporation of India</td> </tr> <tr> <td>Audit</td> <td rowspan="3">Truhome Finance Limited</td> </tr> <tr> <td>Nomination and Remuneration</td> </tr> <tr> <td>Stakeholder Relationship</td> </tr> </tbody> </table> <p>Memberships:</p> <table border="1" data-bbox="770 790 1476 1189"> <thead> <tr> <th>Committees</th> <th>Company</th> </tr> </thead> <tbody> <tr> <td>Nomination and Remuneration</td> <td rowspan="2">National Payments Corporation of India</td> </tr> <tr> <td>Audit</td> </tr> <tr> <td>Audit</td> <td>NPCI Bharat Billpay Limited</td> </tr> <tr> <td>Audit</td> <td>NPCI International Payments Limited</td> </tr> <tr> <td>Risk Management</td> <td>Truhome Finance Limited</td> </tr> </tbody> </table>	Committees	Company	Risk Management	National Payments Corporation of India	Audit	Truhome Finance Limited	Nomination and Remuneration	Stakeholder Relationship	Committees	Company	Nomination and Remuneration	National Payments Corporation of India	Audit	Audit	NPCI Bharat Billpay Limited	Audit	NPCI International Payments Limited	Risk Management	Truhome Finance Limited
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Nature of expertise in specific functional areas	Management and Governance, Financial Services, Technology and Innovation, Understanding of accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public policy and economics, Human Resource, Business Transformation and Strategy.																			

The draft copy of letter of appointment setting out the terms and conditions of his appointment is available for inspection by the members.

In terms of regulation 25(2A) of the SEBI Listing Regulations, a special resolution is required to be passed for appointment of an Independent Director. Further, as per Regulation 17(1C) of the Listing Regulations, appointment of a person on the Board has to be approved by shareholders at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, and accordingly, approval of members is being sought through this postal ballot for the appointment of Ajay Kumar Choudhary as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 1 February 2025 to 31 January 2030 (both days inclusive).

Interest of Directors and KMP:

Ajay Kumar Choudhary, being the appointee is deemed to be interested in this item of business.

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

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

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

Place: Pune
Date: 29 January 2025

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