

BAJAJ FINSERV LIMITED

CIN: L65923PN2007PLC130075

Registered office: Bajaj Auto Ltd. Complex,
Mumbai-Pune Road, Pune - 411 035

Phone: (020) 7157 6064

Email ID: investors@bajajfinserv.in

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

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-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (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, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA'), vide General Circulars issued from time to time (the 'MCA Circulars') and any other applicable laws and regulations, the following items of special business are proposed to be passed by the Members of Bajaj Finserv Limited (the 'Company') through Postal Ballot via remote electronic voting ('e-voting').

Item No. 1

Sub-division of equity shares of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 Companies (Share Capital and Debentures) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Articles of Association of the Company and subject to such permissions, sanctions and approvals as may be required in this respect, approval of the Members of the Company be and is hereby accorded for sub-division of each existing equity share of face value of Rs. 5/- (Rupees Five only) into Five (5) equity shares of face value of Rs. 1/- (Rupees One only) fully paid- up, on such date as may be fixed by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly constituted or to be constituted by the Board) for this purpose ('record date').

RESOLVED FURTHER THAT upon sub-division of the equity shares, the share certificates in respect of the existing equity shares of face value of Rs. 5/- held in physical form shall be deemed to have been automatically cancelled and be of no effect from the record date and thereon the Company may without requiring the surrender of the existing share certificates credit the new Equity Shares or issue new Equity Share Certificates, as the case may be, in accordance with the applicable provisions of the SEBI Regulations within the period prescribed AND THAT in case of equity shares are held in dematerialised form, the new Equity Shares shall be credited to the beneficiary accounts of the Members with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT the sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to sub-division of shares, to the stock options which have been granted under its Employee Stock Option Scheme, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised and unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the record date shall be proportionately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives,

advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

Item No. 2

Alteration of Capital Clause of the Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to such approvals as may be necessary consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 2,000,000,000 (Rupees Two Hundred crore) divided into 2,000,000,000 equity shares of face value of Rs. 1/-. The Company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions permitted by Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

Item No. 3

Issue of Bonus Shares:

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

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, relevant provisions of Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India ('SEBI') (Issue of Capital and Disclosure Requirements) Regulations, 2009, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ('RBI') from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the Members be and is hereby accorded for capitalisation of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors and senior management officers of the Company duly constituted by the Board), for the purpose of issuance of fully paid-up bonus equity shares of face value of Rs.1/- (Rupees one) ('bonus shares') to the Members of the Company in the proportion of 1 (One) bonus share for every 1 (One) equity share of face value of Rs. 1/- (Rupees One) (i.e. as adjusted for sub-division of equity share) held as on such date as may be fixed by the Board for this purpose ('record date') AND THAT the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form, and for others who do not have valid Demat account, the new Equity Shares or issue new Equity Share Certificates, as the case may be, in accordance with the applicable provisions of the SEBI Regulations within the period prescribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to issue of Bonus shares, to the stock options which have been granted to under its Employee Stock Option Scheme, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised and unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the record date shall be proportionately adjusted.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

By order of the Board
For Bajaj Finserv Limited

Place : Pune
Date : 28 July 2022

Uma Shende
Company Secretary
Membership No.: A38364

NOTES:

1. Statement pertaining to the aforesaid resolutions setting out material facts as required under section 102(1) of the Act annexed hereto.
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 (RTA) or with the depository(ies)/ depository participants and whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e., Friday, 22 July 2022. The Notice will also be uploaded on the website of the Company at <https://www.bajajfinserv.in/finserv-shareholders-information-listing-on-stock-exchange>, on the website of the e-voting service provider agency i.e. KFin Technologies Limited ('KFin') 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.

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.

3. In accordance with the MCA Circulars, the relevant documents referred to in this Notice will be made accessible for inspection through electronic mode. The documents will remain available from the date of dispatch of this Notice upto the last day of voting on the website of the Company at <https://www.bajajfinserv.in/finserv-shareholders-information-listing-on-stock-exchange> under General Meetings & Postal Ballot.
4. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at einward.ris@kfintech.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company <https://www.bajajfinserv.in/finserv-shareholders-information-listing-on-stock-exchange> and on the website of KFin at :- https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd

In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.

5. In compliance with the provisions of Sections 110 and 108 of the Companies Act, 2013 read with the Management Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system ('e-voting') on the e-voting platform provided by KFin to enable them to cast their votes electronically.
6. The Board of Directors, at its meeting held on 28 July 2022, has appointed Shri 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 Thursday, 4 August 2022 at 9.00 a.m. (IST) and end on Friday, 2 September 2022 at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter. During this period, the Members of the Company holding shares as on the cut-off date i.e. Friday, 22 July 2022, may cast their vote by electronic means in the manner provided in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it subsequently.

8. The Scrutiniser shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman and Managing Director of the Company. Results of the voting will be declared by placing the same along with the Scrutiniser's report on the Company's website viz., <https://www.bajajfinserv.in/finserv-shareholders-information-listing-on-stock-exchange> as well as on the website of KFin viz., <https://evoting.kfintech.com> and will also be communicated to the stock exchanges within two working days from the last date of voting i.e. on or before on Tuesday, 6 September 2022 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(s) mentioned in the Notice shall be deemed to be passed on Friday, 2 September 2022 i.e. last day of the e-voting period.

9. The details of the process and manner for remote e-voting are explained herein below:

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

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

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

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	A. Users registered for NSDL IDeAS facility: <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFin and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.
	B. Users not registered for IDeAS e-Services: <p>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>
	C. By visiting the e-voting website of NSDL: <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFin and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting.

Individual shareholders holding securities in demat mode with CDSL	A. Existing users who have opted for Easi/Easiest: <div><div>1. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi.</div><div>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.</div><div>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 KFin to cast your vote.</div></div>	
	B. Users who have not opted for Easi/Easiest: Option to register for Easi / Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration . Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.	
	C. By visiting the e-voting website of CDSL: <div><div>1. The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account.</div><div>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. KFin.</div></div>	
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<div><div>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.</div><div>2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</div><div>3. Click on option available against Company name or e-voting service provider-KFin and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</div></div>	
Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.		
Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:		
Members facing any technical issue - NSDL	Members facing any technical issue – CDSL	
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-2305 8738 or 022-2305 8542-43.	

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

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- 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.
- After entering the correct details, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Bajaj Finserv Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- 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 'BFS_EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' Section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).
- xiii. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 1, 2 and 3

The Company ('BFS' or 'Bajaj Finserv') was incorporated in the year 2007 and subsequently, in the year 2008 it got listed on bourses (BSE and NSE). The Company and its' subsidiaries have grown significantly, in terms of business and performance, over the years. This is reflected in the share price of the Company, which touched a peak of Rs. 19,325 in October 2021. The price since then has hovered around Rs. 12,200. Currently the retail/individual shareholders comprise 98.70% of the total number of shareholders holding around 17.60% of paid-up value of shares. Amongst its peers, the share price of the Company is one of the highest while having one of the smallest capital base. As and when the stock price rises further it becomes increasingly difficult for small potential shareholder to partake in the Company's future.

After distribution of dividend each year, the Company's net worth has increased from Rs. 1,205 crore in 2009 to Rs. 4,368 crore, on a standalone basis in 2022, registering a 10.41% CAGR, on the equity share capital of approx. Rs. 80 crore.

The Company does not foresee any further capital infusion and hence, expansion of Capital base is not a concern.

The Company is in its 15th year of operations. Keeping with the spirit of inclusion and in order to reward the shareholders, the Board of Directors, at its meeting held on 28 July 2022, approved and recommended for consideration of Members the following:

- A. sub-division of one equity share of face value of Rs. 5/- (Rupees Five only) into five equity shares of the face value of Rs. 1/- (Rupee One only) (item no. 1 of the Notice)
- B. alteration of the authorized capital clause to facilitate sub-division and enhancement on account of any issue of shares as under (item no. 2 of the Notice):

Existing			Proposed		
Face value (Rs.)	No. of Shares	Amount (Rs.)	Face value (Rs.)	No. of Shares	Amount (Rs.)
5 (Five)	200,000,000 (Twenty crore)	1,000,000,000 (Hundred crore)	1 (One)	2,000,000,000 (Two Hundred crore)	2,000,000,000 (Two Hundred crore)

- C. issue of one bonus equity shares of face value of Rs. 1/- (Rupees one only) for every 1 (one) fully paid-up equity share of Rs. 1/- (Rupees one only) by capitalising such sums out of capital redemption reserve/securities premium account and/or any other permitted reserves/surplus of the Company, as may be considered appropriate. (item no. 3 of the Notice)

To accommodate the sub-division and further issue of shares on account of Bonus, it is necessary to alter the capital clause of the Memorandum of Association of the Company, as mentioned in the item No.3 of the Notice. Pursuant to provisions of Sections 13, 61 and 63 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, the Members may by way of an ordinary resolution approve sub-division of equity shares, alteration of capital clause of Memorandum of Association, and capitalization of free reserves for the purpose of issue of bonus shares.

The Record Date for the aforesaid sub-division of equity shares and issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained.

Further the aforesaid sub-division and bonus issue would, *inter alia*, require fair and reasonable adjustment to the stock options that have been vested and yet to be exercised or stock options to be granted and also to the exercise price of such options, under the Bajaj Finserv Limited Employee Stock Option Scheme (BFS- ESOS) as on the Record Date. The BFS ESOS provide for making a fair and reasonable adjustment to the outstanding stock options as mentioned above.

Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2009 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions on or before 26 September 2022.

The Board of Directors recommends passing of all the Ordinary Resolutions set out in the Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company. Promoter and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

By order of the Board
For Bajaj Finserv Limited

Place : Pune
Date : 28 July 2022

Uma Shende
Company Secretary
Membership No.: A38364