

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L65910MH1987PLC042961

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCB1518L

(ii) (a) Name of the company

BAJAJ FINANCE LIMITED

(b) Registered office address

AKURDI PUNE- NA
NA
Maharashtra
411035
India

(c) *e-mail ID of the company

VI*****RV.IN

(d) *Telephone number with STD code

02*****03

(e) Website

<https://www.aboutbajajfinserv>

(iii) Date of Incorporation

25/03/1987

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 23/07/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BAJAJ FINSERV LIMITED	L65923PN2007PLC130075	Holding	51.34
2	BAJAJ HOUSING FINANCE LIM	U65910PN2008PLC132228	Subsidiary	100

3	BAJAJ FINANCIAL SECURITIES L	U67120PN2010PLC136026	Subsidiary	100
4	SNAPWORK TECHNOLOGIES PI	U72900MH2008PTC187036	Associate	41.5
5	PENNANT TECHNOLOGIES PRIN	U68200TG2005PTC048119	Associate	26.53

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	750,000,000	618,996,320	618,996,320	618,996,320
Total amount of equity shares (in Rupees)	1,500,000,000	1,237,992,640	1,237,992,640	1,237,992,640

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	750,000,000	618,996,320	618,996,320	618,996,320
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	1,500,000,000	1,237,992,640	1,237,992,640	1,237,992,640

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	563,950	604,865,283	605429233	1,210,858,4	1,210,858,4	
Increase during the year	0	13,662,402	13662402	27,134,174	27,134,174	92,455,751,0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	12,104,539	12104539	24,209,078	24,209,078	87,975,789,4
v. ESOPs	0	1,462,548	1462548	2,925,096	2,925,096	4,479,961,58
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		95,315	95315			
Dematerialisation of Shares/transferred to IEPF						
Decrease during the year	95,315	0	95315	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	95,315		95315			
Dematerialisation of Shares/transferred to IEPF						
At the end of the year	468,635	618,527,685	618996320	1,237,992,6	1,237,992,6	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE296A01024

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,034,290	357632.81	727,528,855,051
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			727,528,855,051

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	590,771,106,516	249,683,746,300	112,925,997,765	727,528,855,051
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Convertible Warrants	1,550,000	7670	11,888,500,000	1917.5	2,972,125,000
Total	1,550,000		11,888,500,000		2,972,125,000

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

469,388,280,069.65

(ii) Net worth of the Company

720,105,284,591.88

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	793,911	0.13	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	337,663,530	54.55	0	
10.	Others Promoter Foreign Individual	67,104	0.01	0	
	Total	338,524,545	54.69	0	0

Total number of shareholders (promoters)

24

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	49,933,780	8.07	0	
	(ii) Non-resident Indian (NRI)	4,594,686	0.74	0	
	(iii) Foreign national (other than NRI)	9	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	22,046,023	3.56	0	
4.	Banks	10,392	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	127,250,652	20.56	0	
7.	Mutual funds	59,195,415	9.56	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,498,153	1.05	0	
10.	Others NBF, AIF, CM, HUF, IEP, OCB	10,942,665	1.77	0	
	Total	280,471,775	45.31	0	0

Total number of shareholders (other than promoters)

799,175

**Total number of shareholders (Promoters+Public/
Other than promoters)**

799,199

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1,129

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

[illegible]

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	22	24
Members (other than promoters)	890,684	799,175
Debenture holders	1,800	2,106

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0.09
B. Non-Promoter	1	5	2	5	0.03	0
(i) Non-Independent	1	0	2	0	0.03	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	2	7	0.03	0.09

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Sanjiv Bajaj	00014615	Director	530,792	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Rajiv Bajaj	00018262	Director	1,000	
Ms. Radhika Haribhakt	02409519	Director	0	
Dr. Naushad Forbes	00630825	Director	0	
Shri Anami N Roy	01361110	Director	0	
Shri Pramit Jhaveri	00186137	Director	0	
Dr. Arindam Bhattacha	01570746	Director	724	
Shri Rajeev Jain	01550158	Managing Director	169,950	
Shri Anup Saha	07640220	Whole-time director	0	
Shri Sandeep Jain	AFLPJ1609J	CFO	80,275	
Shri R Vijay	ADPPV2038M	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Dr. Arindam Bhattach	01570746	Director	01/04/2023	Appointment
Shri Anup Saha	07640220	Whole-time director	01/04/2023	Appointment
Shri Rakesh Bhatt	02531541	Whole-time director	01/04/2023	Appointment
Shri D.J. Balaji Rao	00025254	Director	28/11/2023	Cessation
Shri Rakesh Bhatt	02531541	Whole-time director	31/01/2024	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/07/2023	795,639	809	56.91
Extraordinary General Meet	31/10/2023	759,187	411	56.04

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2023	11	11	100
2	26/07/2023	11	11	100
3	14/09/2023	11	10	90.91
4	05/10/2023	11	11	100
5	17/10/2023	11	11	100
6	21/11/2023	11	10	90.91
7	29/01/2024	10	10	100
8	20/03/2024	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

28

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/04/2023	4	3	75
2	Audit Committee	26/07/2023	4	4	100
3	Audit Committee	17/10/2023	4	4	100
4	Audit Committee	29/01/2024	4	4	100
5	Audit Committee	20/03/2024	4	4	100
6	Nomination and Remuneration	26/04/2023	3	3	100
7	Nomination and Remuneration	29/01/2024	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	Nomination an	12/02/2024	3	3	100
9	Nomination an	20/03/2024	3	3	100
10	Stakeholder R	20/03/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	23/07/2024
								(Y/N/NA)
1	Shri Sanjiv Ba	8	8	100	23	23	100	Yes
2	Shri Rajiv Baje	8	7	87.5	0	0	0	Yes
3	Ms. Radhika H	8	8	100	8	8	100	Yes
4	Dr. Naushad F	8	7	87.5	16	15	93.75	Yes
5	Shri Anami N I	8	8	100	16	16	100	Yes
6	Shri Pramit Jh	8	8	100	15	15	100	Yes
7	Dr. Arindam B	8	7	87.5	6	5	83.33	Yes
8	Shri Rajeev Ja	8	8	100	15	15	100	Yes
9	Shri Anup Saha	8	8	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Rajeev Jain	Managing Direct	166,001,344	0	291,831,336	0	457,832,680
2	Shri Anup Saha	Executive Direct	131,036,302	0	94,048,246	0	225,084,548
3	Shri Rakesh Bhatt	Executive Direct	97,787,899	0	82,825,329	0	180,613,228
	Total		394,825,545	0	468,704,911	0	863,530,456

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Sandeep Jain	CFO	66,561,821	0	35,483,588	0	102,045,409
2	Shri R Vijay	Company Secre	24,527,933	0	6,396,342	0	30,924,275
	Total		91,089,754	0	41,879,930	0	132,969,684

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Sanjiv Bajaj	Chairman	0	40,400,000	0	2,600,000	43,000,000
2	Shri Rajiv Bajaj	Director	0	2,800,000	0	700,000	3,500,000
3	Ms. Radhika Haribh	Independent Dir	0	6,400,000	0	1,600,000	8,000,000
4	Shri D.J. Balaji Rao	Independent Dir	0	2,400,000	0	600,000	3,000,000
5	Shri Pramit Jhaveri	Independent Dir	0	9,200,000	0	2,300,000	11,500,000
6	Dr Naushad Forbes	Independent Dir	0	6,800,000	0	1,700,000	8,500,000
7	Shri Anami N Roy	Independent Dir	0	9,600,000	0	2,400,000	12,000,000
8	Dr. Arindam Bhattach	Independent Dir	0	4,800,000	0	1,200,000	6,000,000
	Total		0	82,400,000	0	13,100,000	95,500,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ANUP
KUMAR
SAHA

DIN of the director

0*6*0*2*

To be digitally signed by

VIJAY
RAMCHAN
DRA

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

1*2*4

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

BFL MGT 8 2024.pdf

Annexure to Form MGT-7_signed.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company