

EOGM NOTICE

Notice is hereby given that the Extra Ordinary General Meeting ("EOGM") of the shareholders of Bajaj Auto Credit Limited will be held on 05 March 2025 at 3:00 p.m. at the registered office of the Company at Bajaj Auto Limited Complex, Mumbai Pune Road, Akurdi, Pune- 411035 to transact the following business:

1. To increase the Power of the board to borrow from the limit of Rs 15,000 Cr to Rs. 30,000 Cr

To consider and if thought fit, to pass, the following resolution, with or without modifications, as special resolution:

"RESOLVED THAT in supersession of all the earlier resolution(s) passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and 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 "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms or Bodies Corporate, such that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) does not at any time exceed Rs. 30,000 Crore (Rupees Thirty thousand Crore), notwithstanding that it may exceed the aggregate of the paid-up share capital, free reserves and securities premium accounts of the Company. The Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Shri Kevin D'sa – Managing Director and Dr. J Sridhar – Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in their absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

BAJAJ AUTO CREDIT LIMITED

Registered office: - Bajaj Auto Complex, Mumbai Pune Road, Akurdi, Pune- 411035

Tel: (+91)-020-27472851 Email ID: customercare@bajajautocredit.com Corporate ID No.:U65929PN2021PLC206668 Website: www.bajajautocredit.com

2. Approval for creation of charges etc to secure borrowings upto Rs. 30,000 Cr

To consider and if thought fit, to pass, the following resolution, with or without modifications, as special resolution:

"RESOLVED THAT in supersession of all the earlier resolution(s) passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 along with the Statutory amendments thereof, the consent of the members of the Company be and is hereby accorded to create charges, mortgages and/ or hypothecations in addition to the existing charges, mortgages and hypothecations if any created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and on/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), for securing the borrowings of the Company availed / to be availed by way of loan (s) (in Foreign currency and/or Indian rupees) and /or debentures (convertible / Non-convertible/ secured/ unsecured) and/or securities in the nature of debt instruments issued/to be issued by the company or external commercial borrowing (hereinafter termed "loans"), from time to time, provided that the total amount of loans shall not at any time exceed Rs. 30,000 Crores (Rupees Thirty thousand Crore), notwithstanding that it may be in excess of the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s) of the Company.

"RESOLVED FURTHER THAT Shri Kevin D'sa – Managing Director and Dr. J Sridhar – Company Secretary of the Company, be and are hereby severally authorized to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

3. Increase in the Authorised Share Capital of the Company and amendment in Memorandum of Association (MOA) of the Company:

To consider, and if thought fit, to pass, the following resolution, with or without modifications, as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with clause 34 of Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 3000,00,00,000/- (Rupees Three Thousand crore) divided into 300,00,00,000 equity shares of face value of Rs. 10/- each to Rs. 7500,00,00,000/- (Rupees Seven

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thousand Five Hundred crore) divided into 750,00,00,000 equity shares of face value of Rs. 10/- each ranking pari passu in all respects with the existing equity shares of the Company.

"RESOLVED FURTHER THAT the existing Clause 5 of Memorandum of Association of the Company be and is hereby substituted by the following:

"The Authorised Share Capital of the Company is Rs. 7500,00,00,000/- (Rupees Seven Thousand Five Hundred crore) divided into 750,00,00,000 equity shares of face value of Rs. 10/- each."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Shri Kevin D'sa – Managing Director and Dr. J Sridhar – Company Secretary, be and are hereby authorised severally to do all such acts, deeds, matters and things as the Board may deem necessary, expedient or desirable 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 of Directors
For **Bajaj Auto Credit Limited**



Dr. J Sridhar
Company Secretary

Place: Pune
Date: 12.02.2025

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NOTES:

- 1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself and a proxy need not be a member of the Company. A person can act as proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the Registered office of the company not less than 48 hours before the time of holding the meeting.
- 2 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- 3 Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote.
- 4 The Statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this Notice.
- 5 Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
- 6 In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 7 Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting

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Annexure to the Notice

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

Item no. 1 and 2 of the notice

- i. Increase in the borrowing powers under section 180(1)(c) of the Companies Act, 2013, and**
- ii. Creation of charges on assets of the Company under section 180(1)(a) of the Companies Act, 2013 to secure borrowings made under section 180(1)(c) of the Companies Act, 2013.**

In order to run the business smoothly and to meet the plans of rapidly increasing volume of business of the Company, the Board of Directors in its meeting held on 27 January 2025 has given its approval to increase the borrowing powers from Rs. 15,000 Cr to Rs. 30,000 Cr and the same is recommended to the shareholders for their approval.

The Board has further given its approval to increase the limit from Rs. 15,000 Cr to Rs. 30,000 Cr for the purpose of creating charges, mortgages and/or hypothecations in addition to the existing charges, mortgages and hypothecations if any created by the Company on all or any of the moveable and /or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), for securing the borrowings of the Company availed/ to be availed by way of loan (s) (in foreign currency and/ or Indian rupees) and for debentures (convertible/ Non-convertible/ secured/ unsecured) and/ or securities in the nature of debt instruments issued/ to be issued by the Company or external commercial borrowing (hereinafter termed "loans"), from time to time.

Hence, it is proposed to seek shareholder's approval for:

1. Increasing the borrowing powers under section 180(1)(c) of the Companies Act, 2013 to Rs. 30,000 Cr.
2. Increasing the limit for creating charges, mortgages and/ or hypothecations on properties of Company upto Rs. 30,000 Cr.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the Company in the resolutions set out in item no. 1 & 2 of the Notice.

The Board recommends passing of the Special resolutions set out in the item no. 1 & 2 of the notice.

Hence, it is proposed to seek shareholders' approval for the above-mentioned item.

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Item no. 3 of the Notice

Increase in the Authorised Share Capital of the Company and amendment in Memorandum of Association (MOA) of the Company:

The current Authorised Share Capital of the Company is Rs. 3,000 Cr. To meet the financial requirements of the proposed business plans of the Company, it is desirable to increase the Authorised Share Capital upto Rs. 7,500 Cr, subject to shareholders approval. This will also need change in the Memorandum of Association of the Company.

Clause 5 of the Memorandum of Association (MOA) requires an amendment with the approval of the members for such increase in the authorised share capital.

A copy of the MOA incorporating the proposed amendment will be kept open for inspection by members at the Registered Office of the Company, up to the date of the meeting and also at the meeting.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the Company in the resolution set out in item no. 3 of the Notice.

The Board recommends passing of the Ordinary resolution set out in the item no. 3 of the notice.

Hence, it is proposed to seek shareholders' approval for the above-mentioned item.

For **Bajaj Auto Credit Limited**,



Dr. J Sridhar
Company Secretary

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