

**CREDIT**

Bajaj Auto Credit Ltd.
Akurdi, Pune 411035, India
Tel +91 20 27472851
Fax +91 20 27473398
Website: www.bajajautocredit.com

EOGM NOTICE

Notice is hereby given that the Extra Ordinary General Meeting ("EOGM") (02/2025-26) of the shareholders of Bajaj Auto Credit Limited will be held on 17 March 2026 at 01:00 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. Approval for the continuation of Shri Kevin D'sa as Managing Director (DIN: 00425661) for another six months upto 30 September 2026

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

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to such other approvals as may be necessary, the continuation of Shri Kevin D'sa (DIN: 00425661) as Managing Director and Key Managerial Personnel of the Company for a further period of six months from 1 April 2026 to 30 September 2026, on the same terms and conditions as previously approved, be and is hereby approved.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Act and the rules made thereunder, Shri Kevin D'sa be paid such fees and remuneration and profit-related commission as the Board may approve from time to time, subject to such limits as are prescribed or may be prescribed from time to time.

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

By Order of the Board of Directors
For **Bajaj Auto Credit Limited**

Dr. J Sridhar
Company Secretary & Compliance Officer
FCS1760

Place: Pune
Date: 29.01.2026



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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 of the notice

Approval for the continuation of Shri Kevin D'sa as Managing Director for another six months upto 30 September 2026

Shri Kevin D'sa was appointed as Managing Director of the Company with effect from 25 September 2023 for a tenure up to 31 March 2026, as approved by the Board at its meeting held on 25 September 2023. The Shareholders approved this appointment on 17 October 2023, and the Reserve Bank of India granted its approval on 22 November 2023.

Subsequently, the Board at its meeting held on 17 April 2024 approved the continuation of his term upon his attaining the age of 70 years, which was also approved by the Shareholders on 15 July 2024.

Considering the desirability of Shri D'sa continuing as Managing Director and as per the consent received from Shri D'sa, the Board proposes to continue his appointment as Managing Director & Key Managerial Personnel for a further period of six months, i.e., from 1 April 2026 to 30 September 2026, on the same terms and conditions previously approved by the Shareholders, although he has attained the age of 70 years and above.

Shri Kevin D'sa satisfies the requirements of Sections 196, 197 and 203 of the Companies Act, 2013, Schedule V thereto, the directions prescribed by the Reserve Bank of India, as well as the Company's Fit & Proper Policy.

Brief Resume

Mr. Kevin D'sa, aged 71 years, has a bachelor's degree in commerce from Pune University, and has completed his CA in 1978 and ICWA in 1981. He began his career with Bajaj Auto Limited in September 1978 and completed 46 years in BAL. He is presently the President - Retail Finance in Bajaj Auto Limited. Before taking over this current responsibility in 2019, he was heading the Finance function as President (Finance) & CFO of Bajaj Auto Limited for several years. He has also been the CFO of leading Bajaj Group NBFCs like Bajaj Finserv Ltd. and Bajaj Holdings and Investment Limited.

Shareholding in the Company: Nil

Shri Kevin D'sa is not disqualified from being appointed as a director in terms of section 164 of the Act.

He is not related to any key managerial personnel of the Company.

He fulfils the fit and proper criteria prescribed under the RBI Directions and as per the fit and proper

policy of the Company, he has also signed a Deed of Covenant as per the requirement under the said Directions.

Directorships

- Bajaj Electoral Trust

None of the directors, or key managerial personnel or their relatives except Shri Kevin D'sa is concerned or interested, financially or otherwise, in the Company in the item set out in item no. 1 of the Notice.

The Board recommends the special resolution set out in the item no.1 for approval by shareholders.

By Order of the Board of Directors
For **Bajaj Auto Credit Limited**



Dr. J Sridhar
Company Secretary & Compliance Officer
FCS1760

Place: Pune
Date: 29.01.2026