

Bajaj Auto Credit Limited
CIN: U65929PN2021PLC206668
Regd. Office: Bajaj Auto Complex,
Mumbai-Pune Road, Akurdi, Pune 411 035
Email ID: jsridhar@bajajauto.co.in
Website: <https://www.bajajautocredit.com/>
Phone: +91 20 27472851
Fax: +91 20 27473398

AGM NOTICE

Notice is hereby given that the fourth annual general meeting ("AGM") of the shareholders of Bajaj Auto Credit Limited will be held on **17 July 2025** at **04:00 P.M.** at the registered office of the Company at Bajaj Auto Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the financial statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Shri Rajiv Bajaj (DIN 00018262), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors for FY 2025 – 26.

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and relevant rules made thereunder (including any amendment, modification, variation or re-enactment thereof), and the applicable provisions prescribed by the Reserve Bank of India, M/s Gokhale & Sathe, Chartered Accountants, (Firm Registration Number: 103264W), who being eligible for appointment as Statutory Auditors in terms of section 141 of the Act and applicable rules, be and is hereby re-appointed as Statutory Auditors of the Company, to conduct audit of accounts of the Company for the financial year ending 31 March 2026, at a remuneration of Rs 15,26,000 plus reimbursement of out of pocket travelling and living expenses.



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"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (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) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, including but not limited to determination of roles and responsibilities/scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the members of the Company."

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

Dr. J Sridhar
Company Secretary

Place: Pune
Date: 24 June 2025

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 AGM on its behalf and to vote.
4. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirement under Secretarial Standard on General Meetings and provisions of the Companies Act, 2013.
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 AGM.
7. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
8. Register of contracts or arrangements in which directors are interested under section 189 of the Act, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
9. Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.



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Annexure to the Notice

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Item No. 2 of the Notice

Rajiv Bajaj (DIN 00018262)

As regards re-appointment of Rajiv Bajaj referred to in item no. 2 of the Notice, following disclosures are made for the information of the shareholders:

Information about the appointee:

Brief resume

Rajiv Bajaj is the first Director of Bajaj Auto Credit Limited. He is Managing Director of the 100 % holding Company of Bajaj Auto Credit Limited i.e. Bajaj Auto Limited.

Rajiv Bajaj, after he completed his Masters, has been working at Bajaj Auto in the areas of Manufacturing & Supply Chain (1990-95), R&D and Engineering (1995-2000), and Marketing and Sales (2000-2005). He has served on the board of Bajaj Auto Ltd since March 2002 and has been its Managing Director since April 2005.

His current focus is building a brand-centred strategy at Bajaj Auto with the objective of achieving its vision of being one of the world's leading motorcycle & electric vehicle manufacturers.

Rajiv Bajaj graduated first in class, with distinction, in Mechanical Engineering from the University of Pune in 1988, and then completed his masters in Manufacturing Systems Engineering from the University of Warwick in 1991.

Major directorships:

1. Bajaj Auto Ltd - Managing Director
2. Bajaj Holdings & Investment Limited
3. Bajaj Finserv Limited
4. Bajaj Finance Limited

*Committee chairmanships and memberships: Nil

**Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Shareholding in the Company: Holding 100 equity shares jointly with Bajaj Auto Limited.

Nature of expertise in specific functional areas: Management and Governance, Consumer Behaviour, Sales, Marketing and Customer Experience, Technology and Innovation, Understanding of Accounting and Financial Statements, Risk, Assurance and Internal Controls, Human Resources and Business Transformation and Strategy.

During the year under review, no remuneration or any kind of fee was paid to Shri Rajiv Bajaj.

Rajiv Bajaj is not disqualified from being appointed as director in terms of section 164 of the Act.

Disclosure on the number of Board meetings attended by him is given in the Directors' Report.

He is not related to any Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Shri Rajiv Bajaj is concerned or interested financially or otherwise in the Company in the item set out in item no. 2 of the Notice.

The Board commends the Ordinary resolution set out in Item No. 2 for approval by shareholders.

Item No. 3 of the Notice

Re-appointment of Statutory Auditor for FY 2025 – 26

M/s Gokhale & Sathe (Firm Registration No. 103264W), were appointed as the Statutory Auditors of the Company in the Annual General Meeting of the Company held on 12 July 2022 to hold office from the conclusion of the 1st Annual General Meeting until the conclusion of the 4th Annual General Meeting, i.e., for the Financial Years 2022-23, 2023-24 and 2024-25, covering one term of three consecutive years.

However, since the Certificate of Registration for carrying on NBFC Business was received on 29 August 2023, the first financial year of the Company as an NBFC was 2023-24. The Auditors can therefore hold office as auditor for three consecutive years from that year viz for 2023-24, 2024-25 and 2025-26. The term of appointment is currently only upto F.Y. 2024-25. The Board of Directors has accordingly appointed the existing Statutory Auditors for one more financial year i.e. F.Y. 2025-26 in its meeting held on 17 March 2025. The Board has also approved the remuneration payable to the Auditors at its meeting held on 28 April 2025 as mentioned in the resolution.

M/s Gokhale & Sathe, Chartered Accountants have provided their consent and confirmed that their re-appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

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



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The Board commends the Ordinary resolution set out in Item No. 3 for approval by shareholders.

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

A handwritten signature in blue ink, appearing to be 'Dr. J Sridhar', written over a horizontal line.

Dr. J Sridhar
Company Secretary

Place: Pune
Date: 24 June 2025