

# DIRECTORS' REPORT

Dear Shareholders,

Your directors present the thirty-seventh Annual Report along with the audited standalone and consolidated financial statements for 2023-24 (or FY2024).

## Company overview

Bajaj Finance Ltd., is a public limited company incorporated on 25 March 1987 under the Companies Act, 1956 and has its registered office at Akurdi, Pune 411 035, Maharashtra, India. The Company changed its name from Bajaj Auto Finance Ltd. to Bajaj Finance Ltd. in the year 2010. It is registered as a Deposit taking Non-Banking Finance Company *vide* the Reserve Bank of India ('RBI') registration number A-13.00243 dated 5 March 1998. The Company launched its initial public offering of equity shares and was listed on the BSE Ltd. in the year 1994. Subsequently, listed on National Stock Exchange of India in the year 2003. It is also a registered intermediary within the meaning of Insurance Regulatory and Development Authority of India ('IRDAI') as a corporate agent. The Company stood at 12th rank based on market capitalisation as on 31 March 2024. It has been classified in the Upper Layer pursuant to RBI Scale Based Regulations.

## Financial Results

The highlights of the standalone financial results are given below:

Particulars	(₹ in crore)		
	FY2024	FY2023	% change over FY2023
Interest income	40,783	30,142	35
Interest and finance charge	13,843	9,285	49
<b>Net interest income</b>	<b>26,940</b>	<b>20,857</b>	<b>29</b>
Fees, commission, and other income	6,163	5,548	11
<b>Net Total Income</b>	<b>33,103</b>	<b>26,405</b>	<b>25</b>
Total operating expenses	11,478	9,457	21
<b>Pre-impairment operating profit</b>	<b>21,625</b>	<b>16,948</b>	<b>28</b>
Impairment on financial instruments	4,572	3,066	49
<b>Profit before tax</b>	<b>17,053</b>	<b>13,882</b>	<b>23</b>
<b>Profit after tax</b>	<b>12,644</b>	<b>10,290</b>	<b>23</b>
<b>Retained earnings as at the beginning of the year</b>	<b>25,060</b>	<b>18,038</b>	<b>39</b>
Profit after tax	12,644	10,290	23
<b>Retained earnings before appropriations</b>	<b>37,704</b>	<b>28,328</b>	<b>33</b>
<b>Appropriations</b>			
Transfer to reserve fund u/s 45-IC (1) of the RBI Act, 1934	2,530	2,060	23
Dividend paid	1,815	1,207	50
<b>Retained earnings as at the end of the year</b>	<b>33,359</b>	<b>25,060</b>	<b>33</b>

Due to rounding off, numbers presented in above table may not add up precisely to the totals provided.

## Transfer to Reserve Fund

Under section 45-IC (1) of Reserve Bank of India ('RBI') Act, 1934, non-banking financial companies ('NBFCs') are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Accordingly, Bajaj Finance Ltd. (the 'Company', 'Bajaj Finance' or 'BFL') has transferred a sum of ₹ 2,530 crore to its reserve fund.

Pursuant to provisions of Companies Act, 2013 (the 'Act') read with relevant rules thereunder, the Company, being a NBFC, is exempt from creating debenture redemption reserve in respect of privately placed debentures including the requirement to invest up to 15% of the amount of debentures maturing during the next financial year. However, the Company maintains sufficient liquidity buffer to fulfill its obligations arising out of debentures. In case of secured debentures, an asset cover of at least 100% is maintained at all times.

## Dividend Distribution Policy

Pursuant to the provisions of regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the Company had formulated a dividend distribution policy, which sets out the parameters and circumstances to be considered by the Board of Directors ('Board') in determining the distribution of dividend to its shareholders and/or retaining profit earned. As a part of the review process, the dividend distribution policy was amended at the meeting of the Board held on 20 March 2024. However, there were no changes to principles, criteria or parameters set out in the dividend distribution policy basis which dividend is recommended or declared. The said policy is annexed to this Report and is also available on the website of the Company at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/dividend-distribution-policy-v1.pdf?scl=1&fmt=pdf>

## Dividend

RBI *vide* its circular dated 24 June 2021 (including any amendment thereof) has laid down a framework for declaration of dividend by NBFCs. Accordingly, the Board after taking into account various aspects and in compliance with the said circular, recommend for consideration of the members at the ensuing Annual General Meeting ('AGM'), payment of final dividend of ₹ 36 per equity shares (1800%) of face value of ₹ 2. The total dividend for FY2024 is ₹ 2,228.39 crore.

The dividend recommended is in accordance with the principles and criteria set out in the Company's dividend distribution policy. Total dividend proposed for the year does not exceed the ceilings specified in said circular/ RBI Master Directions.

The dividend, if declared, at the ensuing AGM will be taxable in the hands of the members of the Company pursuant to Income Tax Act, 1961. For further details on taxability, please refer Notice of AGM.

## Scale Based Regulations

Reserve Bank of India issued a circular on "Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs" on 22 October 2021 ('SBR Framework'). As per the framework, based on size, activity, and risk perceived, NBFCs are categorised into four layers, NBFC - Base Layer ('NBFC-BL'), NBFC - Middle Layer ('NBFC-ML'), NBFC - Upper Layer ('NBFC-UL') and NBFC - Top Layer ('NBFC-TL'). RBI has categorised Bajaj Finance Ltd. as an NBFC in the Upper Layer for the year 2023-24 *vide* its press release dated 14 September 2023. The Company is in compliance with RBI Scale Based Regulations. With an endeavor to further strengthen the compliance culture across business and functions, an integrated compliance framework has been put in place which would be enhanced from time to time.

## Working Results of the Company

On a consolidated basis, BFL recorded AUM growth of 34% and growth in profit after tax of 26% in FY2024 as against AUM and profit after tax growth of 25% and 64%, respectively, in FY2023. With its strong AUM and profit growth in FY2024, BFL has further increased its share in the financial services sector in India. Return on average assets ('ROAA') and return on average equity ('ROAE') for FY2024 was 5.1% and 22.1% respectively on a consolidated basis.

The Company's business model continues to generate healthy pre-impairment operating profits enabling it to withstand higher credit losses in times of stress such as these. It remains well capitalised with a capital-to-risk weighted asset ratio ('CRAR') of 22.52% as on 31 March 2024 – making it among the best capitalised large NBFCs in India.

As a result of its deeply embedded risk culture and robust risk management practices, the Company's portfolio quality as of 31 March 2024 continues to remain strong. BFL's consolidated Gross NPA at 0.85% and Net NPA at 0.37% are among the lowest in the industry.

Using its robust risk management and portfolio monitoring framework, BFL took enhanced credit costs based on emerging trends across its different portfolios. It holds a management overlay provision on account of volatile macroeconomic factors of ₹ 300 crore on consolidated basis as on 31 March 2024.

### The consolidated performance highlights for FY2024 are given below:

- Number of new loans booked: 36.2 million
- AUM grew by 34% to ₹ 330,615 crore
- Net interest income ('NII') rose by 29% to ₹ 29,582 crore
- Net total income ('NTI') rose by 26% to ₹ 36,258 crore
- Total operating expenses ('Opex') grew by 22% to ₹ 12,325 crore
- Opex to NTI stood at 34%
- Pre-impairment operating profit rose by 28% to ₹ 23,933 crore
- Impairment on financial instruments was ₹ 4,631 crore
- Profit before tax ('PBT') increased by 24% to ₹ 19,310 crore
- Profit after tax ('PAT') increased by 26% to ₹ 14,451 crore
- Capital adequacy ratio as of 31 March 2024 was 22.52%, which is well above the RBI norms. Tier I adequacy ratio was 21.51%.

With the experience of managing significant financial and operational disruption emanating after the pandemic, the transformational journey that BFL has embarked upon and the exit momentum of FY2024, the Company remains confident of a sound growth trajectory in FY2025 and thereafter and, hence, remain a leading NBFC in India.

Resilience and agility are deeply embedded in BFL's culture. These cultural anchors have enabled BFL to make swift and calibrated changes to its risk and debt management practices to regain its business momentum while maintaining strong vigil on its portfolio quality and adapting to changing customer preferences of post pandemic world.

For more details on the performance of the Company, business segments, risk management framework and initiatives, refer [Management Discussion and Analysis](#).

## Operations

BFL is one of the largest and most diversified NBFCs in India. It has worked with approximately 83.64 million customers since it started its transformational journey in FY2008 from a mono-line captive lender to a diversified financial service business.

BFL was among the early movers to transit to digital processes in the financial services industry. It had already moved from 'Physical' to 'Phygital' in a seamless manner and has embarked to move to the last phase, namely 'Digital', in the last five years.

The Company believes that each customer is a critical asset in its growth journey and their satisfaction is BFL's primary responsibility – which it thrives to achieve through an omnichannel strategy. Business transformation requires significant changes in operating processes and core technology stack of the Company. It focuses on building an 'omnichannel' model to deliver significant business velocity, reduction in operating costs and significant improvement in customer experience. This model with an integrated offering of products and services, will enable BFL to become a 'moment of truth' enterprise for its customers.

Further details regarding the operations, state of affairs and initiatives of the Company are given in the [Management Discussion and Analysis](#).

## Subsidiaries, Associates and Joint Venture

The Company has the following subsidiaries and associate companies as on 31 March 2024:

Sr. No.	Name of entity	% of equity stake	Relationship	Business activity
1	Bajaj Housing Finance Ltd.	100	Subsidiary	Housing finance
2	Bajaj Financial Securities Ltd.	100	Subsidiary	Stock broking and depository participant
3	Snapwork Technologies Private Ltd.	41.5*	Associate	Software development for financial services
4	Pennant Technologies Private Ltd.	26.53*	Associate	Software development for financial services

\*on fully diluted basis.

**A. Subsidiaries:**

- (i) Bajaj Housing Finance Ltd. ('BHFL' or 'Bajaj Housing'), which is registered with National Housing Bank as a Housing Finance Company ('HFC') and a registered intermediary within the meaning of IRDAI as a corporate agent; and
- (ii) Bajaj Financial Securities Ltd. ('BFInsec'), which is registered with the Securities and Exchange Board of India ('SEBI') as a stockbroker, depository participant and research analyst.

During FY2024, no new subsidiary was incorporated/acquired. The Company has not entered into a joint venture with any other company.

The financial statements of the subsidiary companies are also available in a downloadable format under the 'Investor Relations' section on the Company's website at <https://www.aboutbajajfinserv.com/finance-investor-relations-annual-reports>

The Company's policy for determination of material subsidiary, as adopted by the Board of Directors, in conformity with regulation 16 of the SEBI Listing Regulations, can be accessed on the Company's website at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/policy-for-determining-material-subsidiaries-v3pdf?scl=1&fmt=pdf>

In terms of the said policy and provisions of regulation 16 of the SEBI Listing Regulations, BHFL is a material subsidiary of the Company.

Performance highlights of the subsidiaries are given below:

**BHFL**

- AUM as at 31 March 2024 was ₹ 91,370 crore as compared to ₹ 69,228 crore as at 31 March 2023, representing a growth of 32%
- NII rose by 22% to ₹ 2,510 crore
- NTI rose by 19% to ₹ 2,925 crore
- Total operating expenses ('Opex') grew by 12% to ₹ 703 crore
- Opex NTI stood at 24%
- Pre-impairment operating profit rose by 22% to ₹ 2,222 crore
- Impairment on financial instruments was ₹ 61 crore. BHFL holds a management overlay provision of ₹ 94 crore as of 31 March 2024 on account of volatile macro-economic factors
- Gross NPA and Net NPA were at 0.27% and 0.10%, respectively, amongst the lowest across all HFCs
- PBT increased by 27% to ₹ 2,161 crore
- PAT grew by 38% to ₹ 1,731 crore
- As on 31 March 2024, capital adequacy ratio was 21.28%, which is well above the prescribed norms of 15%

The Company has further invested in BHFL an amount of approximately ₹ 2,000 crore by subscribing to 1,107,419,709 shares of face value of ₹ 10 at a price of ₹ 18.06 per share.

As on date of this report, the total investment in BHFL is approximately ₹ 9,528 crore.

**Initial Public Offering**

Pursuant to press release dated 30 September 2022 issued by RBI, wherein BHFL was classified by RBI as an NBFC in the Upper Layer. Accordingly, pursuant to the applicable regulatory framework, BHFL is required to be mandatorily listed on or before 30 September 2025. In order for BHFL to comply with the regulatory timelines stipulated under the regulations applicable to companies classified as NBFC - UL, the Board of Directors of BHFL is evaluating various options for the same, subject to prevailing market conditions.

## **BFinsec**

- Customer franchise as of 31 March 2024 was over 698,800
- Margin trade funding book stood at ₹ 3,817 crore as of 31 March 2024
- NII for FY24 was ₹ 112 crore
- NTI for FY24 was ₹ 280 crore
- PAT for FY24 was ₹ 56 crore

In order to support BFinsec to augment its business growth, facilitate working capital requirements, and building proprietary trading book, the Company infused capital to the tune of ₹ 200 crore.

As on date of this report, the total investment in BFinsec is approximately ₹ 870.38 crore.

For more detailed discussion on the performance of the subsidiaries and their various segments, refer [Management Discussion and Analysis](#).

## **B. Associates**

### **Snapwork Technologies Private Ltd. ('Snapwork')**

Snapwork continues to be an associate of the Company. The Company holds 41.5% stake on a fully diluted basis in Snapwork.

Snapwork is engaged in the business of software services primarily focused on development of mobile apps and web portals. It has developed the Bajaj Finserv App. The Company closely works with Snapwork to solve key technical priorities on scalability, experience and performance. Snapwork has some of the leading financial services companies in India as its clients.

Details of investment made in Snapwork also forms part of the financial statements.

During FY2024, Snapwork made a profit of ₹ 15.01 crore, of which Company's share of profit was ₹ 6.23 crore.

### **Pennant Technologies Private Ltd. ('Pennant')**

During FY2024, the Company advanced its technology strategy by acquiring 26.53% stake on a fully diluted basis in Pennant for aggregate amount of ₹ 267.47 crore. Accordingly, Pennant has become an associate of the Company effective 19 January 2024 pursuant to provision of section 2(6) of the Companies Act, 2013.

Pennant is engaged in providing end to end lending solutions with products like Loan Origination System, Loan Management System, Collections, CRM, and key digital enablers. Pennant has top tier NBFCs and banks as its clients. Going forward, Pennant will be the key Loan Management System provider for the Company with all the products transitioned in FY2025.

Details of investment made in Pennant also forms part of the financial statements.

Post-acquisition of shares by the Company, Pennant made a profit of ₹ 5.32 crore, of which Company's share of profit was ₹ 1.41 crore.

A separate statement containing the salient features of the subsidiaries and associate in the prescribed form AOC-1 is attached to the consolidated financial statements.

## **Other strategic investments**

Bajaj Finserv Direct Ltd. ('BFSD' or 'BFS-Direct') has 2 synergistic divisions viz., Bajaj Markets, and Bajaj Technology Services. Bajaj Market is a financial services marketplace that offers multiple financial services products across categories including - Loans, Credit Cards, Insurances and Investments. It has over 80 onboarded partners with over 20 crore annual visitors on its digital properties. Bajaj Technology Services works in digital and enterprise space offering niche technologies like Adobe, Salesforce, Multi-cloud, Gen AI and Data analytics to BFSI companies across India and Middle East.

BFS-Direct is registered with IRDAI as a composite Corporate Agent for distribution of insurance (life and general) products in India. The Company is also registered with SEBI through its Investment Advisory Department as an Investment Advisor. It offers various financial products and services to its customers, through its partners listed on its digital platform.

As on 31 March 2024, Bajaj Finserv Ltd. ('Bajaj Finserv' or 'BFS'), holds 80.13% of the share capital of BFSD and the remaining 19.87% is held by the Company.

## Customer Engagement

Customer engagement and experience are crucial pillars of our organisation and we are committed to customer fairness, in both form and spirit, in our conduct. Additionally, proactive customer engagement enables institutions to gather valuable insights, manage risks, ensure compliance, and integrate technology seamlessly. Ultimately, prioritizing customer experience is essential for staying competitive, building strong relationships, and thriving in the dynamic landscape.

To strengthen the customer engagement and monitoring process, the Board has constituted a Customer Service Committee ('CSC'), in line with the requirements applicable to Banks. It is headed by an independent director. The Committee consists of following Board members:

Sr No.	Name of director	Category
1.	Pramit Jhaveri	Chairman, non-executive, independent
2.	Dr. Naushad Forbes	Non-executive, independent
3.	Sanjiv Bajaj	Non-executive, non-independent
4.	Rajeev Jain	Managing Director, executive

The Customer Service Committee of the Board plays a pivotal role in enhancing customer experience by overseeing strategies and initiatives aimed at improving overall customer service quality and experience. Comprising members with diverse expertise, the Committee collaborates with Management to identify areas for enhancement, review customer feedback, and implement policies to address concerns promptly. By prioritizing customer-centric practices and fostering a culture of responsiveness and empathy, the Committee ensures the organisation continuously evolves to meet the dynamic business needs and expectations of its customers, ultimately fostering loyalty and trust.

In order to strengthen and streamline the process of product program approvals, during the year under review, the Board enhanced the scope of the Committee to approve and recommend all new product programs and changes/modifications to key parameters of an existing program to the Board.

The CSC would then based on the recommendations of the Product Program Committee, further approve, and recommend to the Board all product programs or any changes thereto.

The updated terms of reference of CSC can be accessed at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/customer-service-committee-v1?scl=1&fmt=pdf>

During FY2024, the Committee met thrice.

In addition, the Company has in place a Standing Committee of Management for Customer Service.

The CSC is updated on the discussions, actions, and other recommendations of this Standing Committee. The suggestion, feedback, and guidance from CSC is taken note of by the Standing Committee for necessary actions.

Various interventions, to uphold BFL's commitment towards the customers, under the guidance of these Committees are undertaken. To list a few:

- Defining and reviewing key baseline metrics which are key to customer service and experience;
- Implementation of FPC across all customers facing documents including vernacular communications;
- Significant investments and progress in enabling digital channels for engaging with customers;
- Branch Customer meeting scope enhanced with inclusion of Fixed Deposits and Gold Loan branches;
- In FY2024, 552 customer meetings were conducted where 1,907 customers participated. These meetings were more inclusive and had 356 women and 109 senior citizen participation; and
- Customer education and awareness programs – 10 offline programs conducted on financial education, fraud awareness covering over 2,100 customers / citizens, 12 digital campaigns with a total of 128 posts (89 static and 39 videos), these collective efforts generated an overall impression of 16.67 lakh.

Initiatives of the Company towards customer engagement are detailed in the [Management Discussion and Analysis](#).



RBI has issued notification on 'Appointment of Internal Ombudsman by Non-Banking Financial Companies' dated 15 November 2021 *vide* which NBFCs are required to appoint an IO. Pursuant to the same, considering the scale of operations and complexity of business, the Company has appointed two IOs. Keeping in view the tenure of current IOs, appointment of an additional IO has also been approved by the Board during the year under review. IOs are invited to the CSC meetings to offer their comments, suggestions and share concerns, if any.

## Risk Management

The Board of Directors has adopted a risk management policy for the Company which provides for identification of key events/risks impacting the business objectives of the Company and attempts to develop risk policies and strategies to ensure timely evaluation, reporting and monitoring of key business risks.

This framework, *inter alia*, provides the set of components that provide the foundations and organisational arrangements for designing, implementing, monitoring, reviewing and continually improving Risk Management throughout the organisation. It covers principles of risk management, risk governance with roles and responsibilities, business control measures, principle risks and business continuity plan. The Management identifies and controls risks through a defined framework in terms of the aforesaid policy.

The Board is of the opinion that there are no elements of risk that may threaten the existence of the Company. The current composition of Risk Management Committee ('RMC') is as follows:

Sr. No.	Name of director/member	Category
1.	Pramit Jhaveri	Chairman, non-executive, independent
2.	Anami N Roy	Non-executive, independent
3.	Sanjiv Bajaj	Non-executive, non-independent
4.	Rajeev Jain	Managing Director, executive
5.	Deepak Bagati	President - Debt Management Services
6.	Fakhari Sarjan	Chief Risk Officer
7.	Sandeep Jain	Chief Financial Officer

Further details on RMC are furnished in the [Report on Corporate Governance](#).

More detailed discussion on the Company's risk management and portfolio quality is covered in the [Management Discussion and Analysis](#).

## Fraud monitoring and reporting

Pursuant to RBI Master Direction on Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016, the Company is required to report all frauds to RBI. Further, the Company is required to have a policy/mechanism for dealing with frauds. Pursuant to the Direction and Policy, the Company is required to report all frauds of ₹ 1 lakh and above to Board and ₹ 1 crore and above to the Audit Committee on their detection.

Based on the above, the Company has a process in place for monitoring and reporting the instances of fraud. During the year under review, instances of frauds were detected and reported by the Management to the Audit Committee and the Board as per the RBI Directions. Among other things, details reported included modus operandi, amount involved, identity of the perpetrators of fraud, action taken against them and remedial actions taken to mitigate the risk. Further, the same was also reported to RBI and Statutory Auditors. The Statutory Auditors, in turn, have also brought these cases to the attention of the Audit Committee pursuant to circular issued by National Financial Reporting Authority ('NFRA') dated 26 June 2023.

During the year under review, the amount involved in above said cases were approximately ₹ 27.87 crore in aggregate. The nature of the fraud covered documentation fraud, identity theft and misappropriation of funds. Approximately ₹ 12.42 crore has been recovered till date. The Company confirms that none of the above reported frauds have involvement of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

The Company has a comprehensive Risk Containment Unit ('RCU') infrastructure. The risk containment and fraud control unit, through prevention and deterrence actions, is responsible for preventing frauds perpetrated by customers, sourcing channels and internal employees either alone or in connivance with others. It ensures that most fraud checks are performed well before any disbursement of loan through an inbuilt advanced fraud controls analytics in its loan origination system. The fraud check rules are periodically updated based on emerging learnings.

## Internal Capital Adequacy Assessment Policy ('ICAAP')

Pursuant to Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 issued by RBI on 19 October 2023 ('RBI Scale Based Regulations'), NBFCs are required to have an ICAAP in place. The objective of ICAAP is to ensure availability of adequate capital to support all risks in business and also to encourage NBFCs to develop and use better internal risk management techniques for monitoring and managing their risks. Accordingly, the Company has framed an ICAAP policy. This policy is developed considering the requirements of the SBR and is based on the Pillar-2 requirements under Basel III Framework developed by the Basel Committee on Banking Supervision (BCBS).

The objective of the policy is to provide an ongoing assessment of the Company's entire spectrum of risks and the methodology to assess current and future capital, reckoning other mitigating factors and also to assist and apprise the Board on these aspects and on Company's internal capital adequacy assessment process and Company's approach to capital management.

## Information Technology Governance and Cyber Security

RBI *vide* Master Direction dated 8 June 2017 has laid down an Information Technology Framework for the NBFC sector. Accordingly, the Company has constituted an Information Technology Strategy Committee ('IT Strategy Committee') consisting of an Independent Director as Chairman and comprising Chief Technology Officer and other members of the Management.

The RBI has issued Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated 7 November 2023 effective 1 April 2024. In line with said Directions, the terms of reference of the IT Strategy Committee were revised during the year. The same, *inter alia*, includes the following:

- Review at least on an annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management;
- Review the assessment of IT capacity requirements and measures taken to address the issues;
- Approve documented standards and procedures for access to information assets; and
- Decide constitution of Information Security Committee ('ISC') with Chief Information Security Officer ('CISO') and other representatives from business and IT functions, etc.

Detailed terms of reference can be accessed at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/it-strategy-committee-1pdf?scl=1&fmt=pdf>

The IT Strategy Committee met thrice during the year under review.

In terms of the aforementioned Directions, the Committee would now meet at least on a quarterly basis.

Pursuant to the said Directions, the Company has appointed a CISO who shall be responsible for driving cyber security strategy and ensuring compliance to the extant regulatory/statutory instructions on information/cyber security and other roles and responsibilities as stipulated therein.

In accordance with IT Governance framework, the Company has put in place policies which, *inter alia*, includes Business Continuity Policy, Information Security Policy, Information Technology Policy, Cyber Security Policy, IT Outsourcing Policy, Cyber Crisis Management Plan and Information Security Incident Management Policy.

During the year under review, a cyber security awareness program was conducted for the Board members. It, *inter alia*, covered, industrialisation of cyber-crime operations, new developments and issues relating to cyber and information security, understanding of cyber security trends including recent cyber frauds and attacks, Board's responsibility in the events of change management and cyber security, etc. Further, on an annual basis, the Senior Management and employees of the Company have undergone IT security trainings.

The Company continues to enhance cyber security and information security aspects while transforming to a customer-centric digital enterprise. It has capability to offer remote access for identified IT vendors/partners to enable full resources for user support, data center support, application maintenance and testing. All IT systems are compliant to ISO 27001 Information Security Management System and ISO 22301 Business Continuity Standard. The Company also has a dedicated cyber security and information security team to ensure technical expertise and regulatory as well as internal compliance for Information Technology. In addition, an outsourcing compliance unit and third-party security governance framework is also set up. As part of Omnipresence Strategy, the Bajaj Finserv app is live now with recent version 9.0.5 (954) and the Company will continue its journey towards a digital organisation.



A detailed discussion on information systems, cyber security and information technology is covered under [Management Discussion and Analysis](#).

## Directors and Key Managerial Personnel ('KMP')

### A. Change in Directors during the financial year

#### i. Appointments and re-designation

##### a. Dr. Arindam Bhattacharya (DIN: 01570746)

During the year under review, Dr. Arindam Bhattacharya has been appointed as an independent director of the Company for the first term of five consecutive years commencing from 1 April 2023.

The Board is of the opinion that Dr. Arindam Bhattacharya is a person of integrity, expertise, and competent experience and proficiency to serve the Company as an independent director that can strengthen the overall composition of the Board.

Dr. Arindam Bhattacharya has successfully passed the online proficiency self-assessment test as required under the provisions of rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended.

##### b. Anup Saha (DIN: 07640220)

Anup Saha, Deputy CEO, was appointed as Executive Director of the Company for a period of five years with effect from 1 April 2023. He was classified as KMP within the meaning of section 2(51) of the Act.

The Board, based on the recommendation of Nomination and Remuneration Committee ('NRC'), re-designated Anup Saha as Deputy Managing Director of the Company effective from 1 April 2024. The re-designation has been approved by the members *vide* resolution passed through postal ballot on 19 March 2024.

The Board is of the opinion that Anup Saha is an outstanding leader, and this advancement reflects his exceptional contributions and confidence in his leadership abilities as the Company embarks on new challenges and opportunities.

##### c. Tarun Bajaj (DIN: 02026219)

On the recommendation of the NRC, the Board at its meeting held on 25 April 2024 proposed the appointment of Tarun Bajaj as an independent director of the Company for a period of 5 years effective from 1 August 2024.

The Board is of the opinion that Tarun Bajaj is a person of integrity, expertise, and competent experience and proficiency to serve the Company as an independent director strengthening overall composition of the Board.

Tarun Bajaj has successfully passed the online proficiency self-assessment test as required under the provisions of rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended.

#### ii. Resignation:

Rakesh Bhatt (DIN: 02531541), Deputy CEO, was appointed as Executive Director of the Company for a period of five years with effect from 1 April 2023 and was classified as KMP within the meaning of section 2(51) of the Act.

However, Rakesh Bhatt resigned as an Executive Director of the Company with effect from close of business hours on 31 January 2024 in order to pursue new career opportunities outside the Company. The Board accepted the resignation and placed on record its sincere appreciation for the valuable contribution made by him during his long association with the Company and the group, including his tenure as director on the Board of the Company.

#### iii. Sad demise of Independent Director:

Your directors express their profound grief on the sudden demise of D J Balaji Rao.

He was an independent director on the Board of the Company since 22 October 2008. He was Chairman of Stakeholders Relationship Committee. He passed away on 28 November 2023 and consequently

ceased to be a director of the Company. The Board places on record its sincere appreciation for the invaluable guidance, services and mentorship provided by him in his tenure as an independent director of the Company.

**iv. Re-appointments:**

**a. Anami N Roy (DIN: 01361110)**

The Board, on recommendation of the NRC and after evaluating performance of Anami N Roy during his first tenure as an independent director, recommended his re-appointment as an independent director of the Company for second term of five consecutive years commencing from 1 April 2024 till 31 March 2029. The Board also recommended continuation of his directorship upon him attaining the age of 75 years on 15 May 2025. The same has been approved by the members *vide* special resolutions passed through postal ballot on 19 March 2024.

The Board is of the opinion that Anami N Roy is a person of integrity, expertise, and competent experience and proficiency to serve the Company as an independent director.

**b. Dr. Naushad Forbes (DIN: 00630825)**

The Board, on recommendation of the NRC and after evaluating performance of Dr. Naushad Forbes during his first tenure as an independent director, recommended his re-appointment as an independent director of the Company for second term of five consecutive years commencing from 1 April 2024 till 31 March 2029. The same has been approved by the members *vide* special resolution passed through postal ballot on 19 March 2024.

The Board is of the opinion that Dr. Naushad Forbes is a person of integrity, expertise, and competent experience and proficiency to serve the Company as an independent director.

**B. Directors liable to retire by rotation**

Rajeev Jain (DIN: 01550158) retires by rotation at the ensuing AGM, being eligible, offers himself for re-appointment.

Brief details of Rajeev Jain, who is seeking re-appointment, are given in the Notice of 37th AGM.

**C. Continuation of non-retiring director**

SEBI *vide* its notification dated 14 June 2023, amended SEBI Listing Regulations effective from 15 July 2023. Pursuant to said notification, a new sub-regulation 17(1D) was inserted which provides that with effect from 1 April 2024, the continuation of a director serving on the Board of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years.

Further, any director serving on the board as on 31 March 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after 31 March 2024.

The shareholders at their meeting held on 17 July 2012 had appointed Sanjiv Bajaj (DIN: 00014615), non-executive director, as a director not liable to retire by rotation pursuant to provisions of the erstwhile Companies Act, 1956. He continues on the Board as a non-executive director not liable to retire by rotation since then.

Pursuant to regulation 17(1D), the Board at its meeting held on 20 March 2024, on the recommendation of NRC, approved continuation of Sanjiv Bajaj on the Board of the Company. In terms of said SEBI Regulations, approval of the members is being sought at the ensuing AGM.

**D. KMPs**

Save and except as stated above, there are no other changes in the KMPs during FY2024. For details on changes in senior management, please refer [Report on Corporate Governance](#).

## Declaration by independent directors

All the independent directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under section 149(6) of the Act read with regulation 16 of the SEBI Listing Regulations, as amended. They also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of regulation 25 of the SEBI Listing Regulations.

In the opinion of the Board, the independent directors fulfil the conditions specified in the Act read with rules made thereunder and have complied with the code for independent directors prescribed in Schedule IV to the Act.

## Remuneration Policies

### 1. Policy on Directors' Appointment and Remuneration

Pursuant to section 178(3) of the Companies Act, 2013 and regulation 19(4) read with Part D of schedule II of the SEBI Listing Regulations, the Board has framed a Remuneration Policy. This policy, *inter alia*, lays down:

- The criteria for determining qualifications, positive attributes, and independence of directors; and
- Broad guidelines of compensation philosophy and structure for non-executive directors, key managerial personnel and other employees.

In view of detailed RBI Guidelines for NBFCs concerning compensation of KMP and Senior Management ('SMT'), the Company has in place a specific policy to this effect. Accordingly, this remuneration policy has to be read along with the specific policy adopted pursuant to RBI Guidelines as regards compensation of KMP and SMT, which is detailed below.

### 2. Policy for Compensation of KMP and SMT pursuant to RBI Guidelines

RBI has *vide* its circular dated 29 April 2022 issued Guidelines on Compensation of Key Managerial Personnel and Senior Management in NBFCs pursuant to RBI Scale Based Regulations. Accordingly, the Company has adopted a Board approved policy exclusively governing compensation payable to KMP and SMT. This policy lays down detailed framework, *inter alia*, encompassing the following:

- Principles of compensation;
- Compensation components;
- Principles of variable pay;
- Deferral of variable pay;
- Compensation for control and assurance function personnel; and
- Provisions for malus and clawback and circumstances under which application of malus and clawback is to be considered.

The aforesaid policies can be accessed at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/remuneration-policy-companies-act-2013-v1.pdf?scl=1&fmt=pdf> and <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/remuneration-policy-rbi-v1.pdf?scl=1&fmt=pdf>

As per the requirements of the RBI Master Directions and SEBI Listing Regulations, details of all pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company are disclosed in the [Report on Corporate Governance](#).

## Compliance with Code of Conduct

All Board members and Senior Management personnel have affirmed compliance with the Company's Code of Conduct for FY2024.

A declaration to this effect signed by the Managing Director is included in this Annual Report.

## Annual Return

A copy of the Annual Return as provided under section 92(3) of the Act, in the prescribed form, which will be filed with the Registrar of Companies/MCA, is hosted on the Company's website and can be accessed at <https://www.aboutbajajfinserv.com/finance-investor-relations-annual-reports>

## Number of Meetings of the Board

Eight (8) meetings of the Board were held during FY2024. Details of the meetings and attendance thereat forms part of the [Report on Corporate Governance](#).

## Directors' Responsibility Statement

The financial statements are prepared in accordance with the Indian Accounting Standards ('Ind AS') under historical cost convention on accrual basis except for certain financial instruments, which are measured at fair value pursuant to the provisions of the Act and guidelines issued by SEBI/RBI. Accounting policies have been consistently applied except where revision to an existing Accounting Standard requires a change in the accounting policy.

In accordance with the provisions of section 134(3)(c) of the Act and based on the information provided by the Management, the Directors state that:

- i. in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for FY2024;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

## Audit Committee

The Audit Committee comprise of four independent directors viz., Anami N Roy (DIN: 01361110), Chairman, Dr. Naushad Forbes (DIN: 00630825), Pramit Jhaveri (DIN: 00186137) and Dr. Arindam Bhattacharya (DIN: 01570746), members. Dr. Arindam Bhattacharya was inducted as member of the Committee with effect from 1 April 2023.

The composition of Audit Committee is over and above the minimum requirement prescribed under the Act, SEBI Listing Regulations, and the RBI Regulations for NBFCs (the 'NBFC Regulations') of having a minimum of two-thirds of independent directors, including the Chairman. All members of the Committee are considered financially literate and are deemed to have necessary accounting or financial management related expertise in terms of SEBI Listing Regulations.

During FY2024, all recommendations of the Audit Committee were accepted by the Board.

The brief terms of reference and attendance record of members are given in the [Report on Corporate Governance](#).

## Particulars of Loans, Guarantees and Investments

The Company, being an NBFC registered with the RBI and engaged in the business of giving loans in the ordinary course of its business, is exempt from complying with the provisions of section 186 of the Act with respect to loans, guarantees and investments. Accordingly, the Company is exempted from complying with the requirements to disclose in the financial statement the full particulars of the loans given, investment made, guarantee given, or security provided.

In addition to investment in subsidiaries, associates and group companies which is covered above, details of other major strategic investments are as under:

### 1. One MobiKwik Systems Ltd. ('MobiKwik'):

The Company continues to stay invested in MobiKwik. Total investment in MobiKwik as on 31 March 2024 is approximately ₹ 296.89 crore.

The total equity shares held by the Company in MobiKwik is 7,979,440 equity shares representing 13.07% of its capital on a fully diluted basis.

MobiKwik has filed its draft red herring prospectus ('DRHP') for an IPO with SEBI, aiming to raise approximately ₹ 700 crore. The IPO is an entirely fresh equity share issue without an offer for sale component.

### 2. RBL Bank Ltd.:

The Company continues to stay invested in RBL Bank Ltd.

### 3. RMBS Development Company Ltd.:

With the objective of promoting and developing residential mortgage-backed securities in the country, RMBS Development Company Ltd. ('RMBS Ltd.') has been established by National Housing Bank ('NHB'). The entity will act as a market intermediary for residential-mortgage-backed-security ('RMBS') by investing in RMBS, facilitating investment/issuance/trade of RMBS, extend credit enhancement (including second loss credit enhancement) for RMBS transactions, provide liquidity support in the secondary market for RMBS transactions, set-up an information repository of RMBS transactions, develop standards and guidelines to ensure standardisation of RMBS transactions, create securitisation documents for RMBS transactions, leverage a platform to enable price discovery for RMBS transactions, where ecosystem participants come together and finalise securitisation of RMBS transactions, provide warehouse financing, and related advisory and structuring services.

The Board at its meeting held on 26 April 2023 approved an investment up to ₹ 180 crore in RMBS Ltd. Pursuant to the shareholders' agreement with NHB and other investors, the Company has agreed to acquire up to 7% equity stake in RMBS Ltd. The acquisition would enable the Company and its subsidiary, BHFL to penetrate and support in developing the RMBS market.

Further details of investments are provided in the financial statements.

## Employee Stock Options ('ESOP')

The Company offers stock options to select employees of the Company and its subsidiaries to foster a spirit of ownership and an entrepreneurial mindset. Because of their nature, stock options help to build a holistic, long-term view of the business and a sustainability focus in the Senior Management team. Stock options are granted to tenured employees in managerial and leadership positions upon achieving defined thresholds of performance and leadership behaviour. This has contributed to the active involvement of the leadership and senior team who are motivated to ensure long-term success of the Company. Grant of stock options also allows the Company to maintain the right balance between fixed pay, short-term incentives, and long-term incentives to effectively align with the risk considerations and build the focus on consistent long-term results.

As per the Employee Stock Option Scheme of the Company, the total options which could be granted is 35,071,160. During the year under review, the scheme has been amended, *inter alia*, to expand the categories and base of employees who could be eligible for grant of options in line with to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, ('ESOP Regulations'). The scheme was also amended to include enabling provisions for treatment of stock options in case of retirement, death, permanent incapacity, transfers, and deputation. The same has been approved by the special resolutions passed by the shareholders through postal ballot on 19 March 2024. The amended scheme is in compliance with the ESOP Regulations.

A statement giving complete details, as at 31 March 2024, under regulation 14 of the ESOP Regulations, is available on the website of the Company and can be accessed at <https://www.aboutbajajfinserv.com/finance-investor-relations-annual-reports>

Grant wise details of options vested, exercised, and cancelled are provided in the notes to the standalone financial statements. The Company has not issued any sweat equity shares or equity shares with differential voting rights during FY2024.

## Share Capital

During FY2024, pursuant to the approval of the Board of Directors and members of the Company, the following changes have taken place in the share capital of the Company:

### a) Qualified Institutions Placement of equity shares ('QIP')

Pursuant to provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and the Act, the Company made a QIP of 12,104,539 equity shares of face value of ₹ 2 at a price of ₹ 7,270 per equity share (inclusive of premium of ₹ 7,268 per equity share), representing a discount of ₹ 263.81 to the floor price of ₹ 7,533.81 per share, to Qualified Institutional Buyers aggregating to approximately ₹ 8,800 crore.

### b) Preferential allotment of Warrants ('PI')

Pursuant to provisions of the SEBI ICDR Regulations and the Act, preferential allotment of 1,550,000 convertible warrants was made to Bajaj Finserv, promoter and the holding company, amounting to approximately ₹ 1,200 crore.

In accordance with the terms of issue, 25% of issue price amounting to ₹ 297.21 crore was received on application.

Pursuant to SEBI ICDR Regulations, the Company appointed CARE Ratings Ltd. as monitoring agency to monitor the utilisation of issue proceeds of both QIP and PI. The net proceeds have been utilised for the purpose stated in the offer document. There has been no deviations in the use of proceeds as stated in the offer document. Details of utilisation of funds raised through QIP and PI as per regulation 32(7A) are given in the [Report on Corporate Governance](#).

### c) Allotment to ESOP Trust

The Company has issued and allotted 1,462,548 equity shares of the face value of ₹ 2 each at respective grant prices to the trustees of BFL Employee Welfare Trust under the Employee Stock Options Scheme, 2009.

As on 31 March 2024, the paid-up share capital of the Company stood at ₹ 123.80 crore consisting of 618,996,320 equity shares of face value of ₹ 2 fully paid-up.

## Related Party Transactions

All contracts/arrangement/transactions entered by the Company during FY2024 with related parties were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. Prior omnibus approval of the Audit Committee is obtained for all related party transactions which are foreseen and of repetitive nature. Such transactions are reviewed by the Audit Committee on a quarterly basis.

All related party transactions entered during FY2024 were in the ordinary course of business, at arm's length and not material under the Act and SEBI Listing Regulations. None of the transactions required members' prior approval under the Act or SEBI Listing Regulations.

Details of transactions with related parties during FY2024 are provided in the notes to the financial statements. There were no transactions requiring disclosure under section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this Report.

The policy on materiality of related party transactions and on dealing with related party transactions is available on the website of the Company at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/policy-on-materiality-of-and-dealing-with-related-party-transactions-v1pdf?scl=1&fmt=pdf> and also forms a part of the [Report on Corporate Governance](#).



## Succession Planning

The Company has in place a succession planning framework to address anticipated, as well as unscheduled changes in leadership. The plan is revisited, re-evaluated, and updated every year. The key attribute of the plan involves:

- Organisational level Long Range Strategy wherein talent required to fulfil the Company's strategy and annual operating plan is discussed and planned.
- Performance appraisal system which helps identifying people demonstrating leadership behaviours in line with our cultural anchors.
- Talent Management framework is a bi-annual exercise under which a Talent Card is made for every Senior Management team member.
- Job Rotation Policy with the intent of providing movement and enhancements to senior leaders in the organisation.

## Material Changes and Commitments

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year and the date of this Report.

## Conservation of Energy

The operations of the Company are not energy intensive. The Company implements various energy conservation measures across all its functions and value chain, which are highlighted in the [Business Responsibility and Sustainability Report](#).

## Technology Absorption

The details pertaining to technology absorption have been explained in the [Management Discussion and Analysis](#).

Considering the nature of services and businesses, no specific amount of expenditure is earmarked for Research and Development. However, the Company on an ongoing basis strives for various improvements in the products, platforms, and processes.

## Foreign Exchange Earnings and Outgo

During FY2024, the Company did not have any foreign exchange earnings and the foreign exchange outgo in terms of actual outflow amounted to ₹ 1,437 crore.

## Corporate Social Responsibility ('CSR')

The CSR Committee comprises of three directors viz., Dr. Naushad Forbes, Chairman, Sanjiv Bajaj and Rajeev Jain, members.

The CSR interventions for the year focused on Child education, Child protection, Child health, Youth skilling and inclusion of People with disability. The salient features of the CSR policy and impact assessment report forms part of the [Annual Report on CSR activities](#). The CSR policy has been hosted on the website of the Company and can be accessed at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/corporate-social-responsibilitypdf?scl=1&fmt=pdf>

'Bajaj Beyond' is the Bajaj Group's new identity for all its corporate social responsibility and charitable programmes with focus on youth skilling. The initiatives will benefit the youth and enable them to take advantage of employment and entrepreneurial opportunities offered by India's growing economy in the years' to come.

The CSR obligation of the Company for FY2024 is ₹ 185.70 crore. As on 31 March 2024, total amount spent on CSR activities by Company is ₹ 179.52 crore.

As per section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Company is required to transfer any unspent amount, pursuant to any ongoing project undertaken by the Company in pursuance of its CSR policy, within a period of thirty days from the end of the financial year to a special account opened by the Company in that behalf for that financial year in any scheduled bank called Unspent Corporate Social Responsibility Account.

Due to delay in commencement of project, some part of the mandatory spend for few ongoing projects remained unspent as on 31 March 2024, thereby requiring it to be transferred to an Unspent Corporate Social Responsibility Account. Accordingly, the Company has opened prescribed bank account to transfer unspent amount of ₹ 6.19 crore.

Pursuant to Rule 8(1) of Companies (Corporate Social Responsibility Policy) Rules, 2014, [Annual Report on CSR activities](#) is annexed to this Report.

Further, the Chief Financial Officer has certified that the funds disbursed have been utilised for the purpose and in the manner approved by the Board for FY2024.

### Formal Annual Evaluation of the performance of the Board, Committees, and directors

Pursuant to section 178 of the Act, the NRC and the Board has decided that the evaluation shall be carried out by the Board only and the NRC will only review its implementation and compliance.

Further, as per Schedule IV of the Act and provisions of the SEBI Listing Regulations, the performance evaluation of independent directors shall be done by the entire Board excluding the directors being evaluated, on the basis of performance and fulfilment of criteria of independence and their independence from Management. On the basis of the report on performance evaluation, it shall be determined whether to extend or continue the term of appointment of independent director.

Accordingly, the Board has carried out an annual performance evaluation of its own performance, that of its Committees, Chairperson and individual directors.

The manner in which formal annual evaluation of performance was carried out by the Board for the year 2023-24 is given below:

- The NRC at its meeting held on 16 March 2023, reviewed the criteria for performance evaluation. The criteria is available on the website of the Company at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/performance-evaluation-criteria-for-board-committees-of-board-chairperson-and-directors-v1pdf?scl=1&fmt=pdf>
- Based on the said criteria, a questionnaire-cum-rating sheet was deployed using an IT platform for seeking feedback of the directors with regards to the performance of the Board, its Committees, the Chairperson, and individual directors. As advised by the NRC and Board, an option for qualitative feedback was introduced. Further, the Management was advised to benchmark the processes and criteria with best practices.
- From the individual ratings received from the directors, a report on summary of ratings in respect of performance evaluation of the Board, its Committees, Chairperson, and individual directors for the year 2023-24 and a consolidated report thereof were arrived at.
- The report of performance evaluation so arrived at was then discussed and noted by the Board at its meeting held on 20 March 2024.
- The NRC reviewed the implementation and compliance of the performance evaluation at its meeting held on 20 March 2024.
- Based on the report and evaluation, the Board and NRC at their respective meetings held on 20 March 2024, determined that the appointment of all independent directors may continue.
- Details on the evaluation of the Board, non-independent directors, and Chairperson of the Company as carried out by the independent directors at their separate meeting held on 20 March 2024 have been furnished in a separate paragraph elsewhere in this Report.
- During FY2024, the process followed by the Company was reviewed by the NRC, which opined these to be in compliant with applicable provisions and found it to be satisfactory.

Other than Chairman of the Board and NRC, no other director has access to the individual ratings given by directors.

## Significant and Material Orders passed by the Regulators or Courts

During FY2024, there were no significant or material orders passed by any regulator or court or tribunal impacting the going concern status and Company's operations in future.

Though not affecting going concern status, following orders were passed by RBI:

- RBI has passed an order against the Company under section 45 (1) (b) of the Reserve Bank of India Act, 1934 on 15 November 2023. *Vide* the said order, the Company has been directed to stop sanction and disbursal of loans under its two lending products namely, 'eCOM' and 'Insta EMI Card', with immediate effect, particularly with respect to non-issuance of Key Facts Statements to the borrowers under these two lending products and the deficiencies in the Key Facts Statement issued in respect of other digital loans sanctioned by the Company. For further details, refer [Management Discussion and Analysis](#).
- RBI *vide* its order dated 28 September 2023 has imposed a penalty of ₹ 8.5 lakh for delay in reporting of frauds under paragraph 1 (iv) and 1 (v) of Chapter IV of Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016 for the Financial Year 2021-22.

## Internal Financial Controls

Internal Financial Controls laid down by the Company is a systematic set of controls and procedures to ensure orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. Internal financial controls not only require the system to be designed effectively but also to be tested for operating effectiveness periodically.

The Board is of the opinion that internal financial controls with reference to the financial statements are adequate and operating effectively. The internal financial controls are commensurate with the size, scale, and complexity of operations.

Internal Control Systems and their adequacy has been discussed in more detail in [Management Discussion and Analysis](#).

## Deposits

The Company accepts deposits from retail and corporate clients. As on 31 March 2024, it had a standalone deposit book of ₹ 59,966.66 crore, delivering an annual growth of 35% in FY2024. Deposits contributed to 27% of BFL's standalone borrowings versus 27.52% as at the end of FY2023.

The consolidated deposits book as on 31 March 2024 stood at ₹ 60,150.92 crore, delivering an annual growth of 35% in FY2024. Deposit contributed to 21% of its consolidated borrowings as on FY2024 versus 21% as at the end of FY2023.

Break-up of deposits raised on a consolidated basis:

		(₹ in crore)	
Sr. No.	Type	Amount raised	Outstanding as on 31 March 2024
1.	Public deposit	18,023.35	38,012.62
2.	Corporate deposit	20,330.31	19,470.04
3.	Other deposit	2,236.48	2,484.01

Pursuant to provisions of the RBI Act, 1934, the Company has created a charge on statutory liquid assets amounting to ₹ 6,738.01 crore in favour of the trustee for Public Fixed Deposit ('FD') holders.

During FY2024, there was no default in repayment of deposits or payment of interest thereon. With a view to reduce unclaimed deposits, the Company adopted the following process:

- Wherever payment of deposit amount and interest thereon is rejected by bank of the deposit holder, Customer Service Team calls the depositor to inform about rejection reason and advise them the process for change of linked bank account;

- In addition, SMS/Email/Physical letter are also sent to depositors to inform them of rejection reason(s) and advise them to initiate appropriate action for change of bank details;
- Account payee cheque along with covering letter in the name of the deposit holder for unclaimed amount is dispatched at depositor's communication address (excluding deceased cases, where settlement is to be done as per nomination/survivorship clause);
- In case deposit holder is not contactable, a field verification is initiated by the employee of local branch to reach out the depositor;
- In case of death of depositors, claim settlement process is advised to joint depositors/nominee/legal heir, as the case may be; and
- Wherever resident status of the depositors has changed from Resident to Non-Resident, they are advised to submit updated FATCA/CRS declaration along with residential status change request.

As on 31 March 2024, there were 29 deposits amounting to ₹ 35.69 lakh which had matured and remained unclaimed and interest on matured deposits amounting to ₹ 4.16 lakh and interest on active deposits amounting to ₹ 4.38 lakh had also remained unclaimed.

### Borrowings

To augment resources for the potential growth, the borrowing limit has been increased from ₹ 225,000 crore to ₹ 375,000 crore during the year under review. The same has been approved by shareholders *vide* special resolution passed on 19 March 2024 through postal ballot.

The total borrowing as on 31 March 2024 is ₹ 220,378.65 crore. The break-up of the same is as under:

Particulars	(₹ in crore)					
	Deposits	Bank Loans (TL/CC/ OD/WCDL)	Non- Convertible Debentures	Subordinate Liabilities	Short-term Borrowings	External Commercial Borrowing
Amount	59,966.66	47,460.59	69,174.98	3,577.90	34,180.07	6,018.45
% to total borrowing	27.21	21.54	31.39	1.62	15.51	2.73

### Credit Rating

The brief details of the ratings received from credit rating agencies by the Company for all its outstanding instruments are given in [General Shareholder Information](#).

### Whistle Blower Policy/Vigil Mechanism

The Company has a Whistle Blower Policy encompassing vigil mechanism pursuant to the requirements of section 177(9) of the Act and regulation 22 of the SEBI Listing Regulations. The whistle blower framework has been introduced with an aim to provide employees, directors, and value chain partners with a safe and confidential channel to share their inputs about such aspects which are adversely impacting their work environment. The policy/vigil mechanism enables directors, employees, and value chain partners to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and leak or suspected leak of unpublished price sensitive information.

The concerns may be reported anonymously either through email or through a 'Confidential Feedback Mechanism', which is reviewed by a Committee comprising of Senior Management representatives. Pursuant to the Whistle Blower Policy, the summary of incidents investigated, actioned upon, founded and unfounded are reviewed by the Audit Committee on a quarterly basis. Further, the Committee from time to time reviews the functioning of the whistle blower mechanism and measures taken by the Management to encourage employees to avail of the mechanism to report unethical practices.

The Whistle Blower Policy is uploaded on the website of the Company and can be accessed at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/whistle-blower-policy-v3pdf-1?scl=1&fmt=pdf>

More details are given in the [Report on Corporate Governance](#).

## Investor Education and Protection Fund ('IEPF')

The details pertaining to the transfer of unclaimed dividend amount and shares to IEPF have been provided in [General Shareholder Information](#), which forms part of this Annual Report.

R Vijay, Company Secretary is the Nodal Officer of the Company, appointed pursuant to rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the details of which are available on the website of the Company at <https://www.aboutbajajfinserv.com/finance-investor-relations-shareholders-information-listing-on-stock-exchange>

## Independent Directors' Meeting

Pursuant to the Act and SEBI Listing Regulations, the independent directors must hold at least one meeting in a financial year without attendance of non-independent director and members of the Management. Accordingly, independent directors of the Company met on 20 March 2024 and:

- noted the report of performance evaluation from the Chairman of the Board for the year 2023-24;
- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairman of the Board, taking into account the views of executive and non-executive directors; and
- assessed the quality, quantity, and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition, the independent directors have a separate meeting with the SMT, during which the SMT is encouraged to express their views and concerns pertaining to the business. Suggestions from the directors are noted by the Management.

## RBI Guidelines

The Company continues to fulfil all the norms and standards laid down by RBI pertaining to non-performing assets, capital adequacy, statutory liquidity assets, etc. As against the RBI norm of 15%, the capital to risk-weighted assets ratio of the Company was 22.52% as on 31 March 2024. In line with the RBI guidelines for asset liability management ('ALM') system for NBFCs, the Company has an asset liability committee, which meets monthly to review its ALM risks and opportunities. Further, BFL exceeds the regulatory requirement of liquidity coverage ratio ('LCR') introduced by the RBI in FY2020. As against the LCR requirement of 85%, BFL's LCR as on 31 March 2024 was 168.91%.

The Company continues to be in compliance with the RBI Scale Based Regulations.

## Corporate Governance

In terms of the SEBI Listing Regulations, a separate section titled [Report on Corporate Governance](#) has been included in this Annual Report, along with the [Management Discussion and Analysis](#) and [General Shareholder Information](#).

The Managing Director and the Chief Financial Officer have certified to the Board in relation to the financial statements and other matters as specified in the SEBI Listing Regulations.

A certificate from auditors of the Company regarding compliance of conditions of corporate governance is annexed to this Report.

## Business Responsibility and Sustainability Report ('BRSR')

Pursuant to the SEBI circular dated 10 May 2021 and amendment in SEBI Listing Regulations, top 1,000 listed entities based on market capitalisation are required to submit BRSR with effect from FY2023.

SEBI, *vide* its circular dated 12 July 2023 introduced BRSR Core. BRSR Core is a sub-set of the BRSR, consisting of a set of Key Performance Indicators ('KPIs') under nine ESG attributes. Further, top 150 listed entities are required to mandatorily undertake reasonable assurance of the BRSR Core. The Company, from FY2022, has been voluntarily taking limited assurance on BRSR and GHG data. In compliance with the SEBI requirements, the Company has appointed DNV Business Assurance India Pvt. Ltd. ('DNV') as an Assurance provider for carrying out the Reasonable Assurance for BRSR Core (including GHG data) and Limited Assurance on rest of the BRSR, for FY2024.

The Company has adopted a Policy for Responsible and Sustainable Business Conduct. The Board has in place an executive level cross functional ESG Committee headed by the Deputy Managing Director. The Committee chalks out plans and other initiatives keeping in view the leading practices and the requirements. It also monitors the implementation of the ESG related initiatives and reporting thereof.

The BRSR in the updated format (including new KPIs of BRSR Core) prescribed by SEBI is annexed to the Annual Report. A detailed ESG Report describing various initiatives, actions and process of the Company towards the ESG endeavor can be accessed at <https://www.aboutbajajfinserv.com/impact-environmental-social-and-governance>

## Changes to the constitutional documents

### a. Memorandum of Association

In order to provide an explicit authorisation for issuance of pre-paid instruments, clause 3B of the Memorandum of Association was amended *vide* special resolution passed by the members at its Extraordinary General Meeting held on 31 October 2023. Details of the same can be accessed on the website of the Company at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/alterd-copy-of-memorandum-of-associationpdf-1?scl=1&fmt=pdf>

### b. Articles of Association

SEBI *vide* its notification dated 2 February 2023 amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 by inserting sub-regulation (6) in regulation 23 which mandates an issuer to ensure that its Articles of Association ('AoA') require its Board of Directors to appoint a person nominated by the Debenture Trustee ('DT') upon occurrence of any of the events of default as per regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993 ('DT Regulations'). In order to comply with above requirements, the AoA of the Company was amended to enable DT to appoint their Nominee on the Board upon occurrence of any of the event specified in regulation 15(1)(e) of the DT Regulations *vide* special resolution passed by shareholders on 26 July 2023. Details of the same can be accessed on the website of the Company at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/articles-of-associationpdf-1?scl=1&fmt=pdf>

## Secretarial Standards of ICSI

The Company has complied with the requirements prescribed under the Secretarial Standards on meetings of the Board of Directors and General Meetings read with the MCA circulars.

## Internal Audit

The internal audit function provides an assurance to the Audit Committee/Board of Directors and the Senior Management on the quality and effectiveness of BFL's internal controls, risk management and governance related systems and processes. In line with RBI's guidelines on Risk Based Internal Audit, the Company has implemented a Risk Based Internal Audit Policy.

At the beginning of each financial year, an audit plan is rolled out after approval of the Audit Committee. The Audit Committee on a quarterly basis reviews the internal audit reports based on the approved plan, which includes audit observations, corrective and preventive actions. The Committee also reviews adequacy and effectiveness of internal controls based on such reports.

The Committee also has independent meetings with the internal auditor without the presence of Management.



As per RBI guidelines, quality assurance and improvement program ('QAIP') is required to be carried out at least once a year covering all aspects of internal audit function. Accordingly, QAIP was carried out by an external agency for FY2023 to assess functioning of the internal audit function, adherence to the internal audit policy, objectives and expected outcomes. Similarly, QAIP for FY2024 will be carried out by an external auditing partner.

## Statutory Auditors

In line with the RBI requirements, the Board of Directors, based on the recommendation of the Audit Committee, at their meeting held on 16 September 2021, appointed Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 302009E) ('Deloitte') and G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No.104767W) ('G. M. Kapadia') as Joint Statutory Auditors for a period of 3 years to conduct audit of the financial statements of the Company for the financial years 2022, 2023 and 2024. The said appointment was also approved by the shareholders.

The Audit Report given by Deloitte and G.M. Kapadia, Joint Statutory Auditors for FY2024 is unmodified, i.e., it does not contain any qualification, reservation or adverse remark or disclaimer.

In terms of the RBI Master Directions – Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2016, the Joint Statutory Auditors have also submitted an additional Report dated 26 July 2023, for FY2023 which has been filed with RBI. There were no comments or adverse remarks in the said Report as well.

Reserve Bank of India, through its circular dated 27 April 2021, issued Guidelines for Appointment of Statutory Auditors (the 'Guidelines'/circular'), mandating NBFCs (including HFCs) with an asset size of ₹ 15,000 crore and above to appoint minimum two audit firms as joint auditors for a continuous period of three years. Further, the Guidelines also specifies that an auditor who has completed a period of three years (counted as one tenure) as on the date of the circular shall not be eligible for re-appointment in the same entity for six years (two tenures) after completion of one tenure of three years.

Accordingly, Deloitte and G.M. Kapadia, Joint Statutory Auditors, present joint statutory auditors will cease to be the auditors on completion of three-year term.

In line with the RBI requirements, the Board of Directors, based on the recommendation of the Audit Committee, at their meeting held on 25 April 2024, have proposed the appointment of Price Waterhouse LLP, Chartered Accountants, (Firm Registration No. 301112E/E300264) ('PWC') and Kirtane & Pandit LLP, Chartered Accountants, (Firm Registration No. 105215W/W100057) as Joint Statutory Auditors for a period of 3 years to conduct audit of the financial statements of the Company for the financial years 2025, 2026 and 2027. Profile and other details of the proposed joint statutory auditors forms part of the AGM notice.

Pursuant to the provisions of section 139(1) of the Act, approval of the members of the Company will be sought for their appointment as joint statutory auditors for a period of 3 years at the ensuing annual general meeting scheduled in July 2024. If approved, they will hold office as Joint Statutory Auditor from the conclusion of the 37th AGM till the conclusion of the 40th AGM for the financial years ending 31 March 2025, 31 March 2026 and 31 March 2027 respectively.

The information under section 143(12) read with section 134(3)(ca) of the Act is given in the section 'Fraud monitoring and reporting.'

## Secretarial Auditor

Pursuant to the provisions of section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Shyamprasad D. Limaye, Practicing Company Secretary (FCS No. 1587, CP No. 572), to undertake secretarial audit of the Company.

A Report from the secretarial auditor in the prescribed Form MR-3 is annexed to this Report.

As per regulation 24A(1) of SEBI Listing Regulations, a listed company is required to annex a secretarial audit report of its material unlisted subsidiary to its Annual Report. The secretarial audit report of BHFL, a material subsidiary (a high value debt listed company) for FY2024 is annexed herewith.

In addition, secretarial audit report pursuant to section 204 of the Act for BFinsec, a non-material subsidiary is also annexed herewith.

Pursuant to regulation 24A(2) of the SEBI Listing Regulations, a Report on secretarial compliance for FY2024 has been issued by Shyamprasad D. Limaye and the same will be submitted with the stock exchanges within the given timeframe. The Report will be made available on the website of the Company.

There are no observations, reservations, qualifications or adverse remark or disclaimer made in any of the aforesaid Reports.

The secretarial auditor has not reported any matter under section 143(12) of the Act, and therefore, no details are required to be disclosed under section 134(3)(ca) of the Act.

### Other Statutory Disclosures

- In this report, any reference to the statutory or regulatory guidelines, acts, circulars, regulations, notifications and directions, unless the context otherwise requires, be construed to include any amendments, modifications, updations or re-enactment thereof as the case may be.
- The financial statements of the Company and its subsidiaries are placed on the Company's website at <https://www.aboutbajajfinserv.com/finance-investor-relations-annual-reports>
- Details required under the provisions of section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing, *inter alia*, the ratio of remuneration of director to median remuneration of employees, percentage increase in the median remuneration, are annexed to this Report.
- Details of top ten employees in terms of the remuneration and employees in receipt of remuneration as prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing details prescribed under rule 5(3) of the said rules, which form part of the Directors' Report, will be made available to any member on request, as per provisions of section 136(1) of the Act.
- The Company being an NBFC, the provisions relating to Chapter V of the Act, i.e., acceptance of deposit, are not applicable. Disclosures as per NBFC regulations have been made in this Annual Report.
- The provision of section 148 of the Act relating to maintenance of cost records and cost audit are not applicable to the Company.
- The Company has a policy on prevention of sexual harassment at the workplace. The policy is gender neutral. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Details of the composition of the Committee is given in the said policy. The number of complaints received, disposed of, and pending during FY2024 is given in the [Report on Corporate Governance](#). The policy can be accessed at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/prevention-of-sexual-harassment-policy-v1pdf?scl=1&fmt=pdf>
- There is no change in the nature of business of the Company during FY2024.
- The Company has completed all corporate actions within the specified time limits. The securities were not suspended from trading during the year due to corporate actions or otherwise.
- The Company has not defaulted in repayment of loans from banks and financial institutions. There were no delays or defaults in payment of interest/principal of any of its debt securities.
- During FY2024, the Company has issued non-convertible debenture to the tune of ₹ 24,972.90 crore and redeemed non-convertible debentures and subordinate liability to the tune of ₹ 11,766 crore and ₹ 50 crore respectively. In addition, the Company also raises funds for business purposes through issuance of Commercial Papers ('CPs'). As on 31 March 2024, the total outstanding amount raised through CPs stands at ₹ 18,421.11 crore.
- SEBI *vide* its circular no. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/176 dated 8 November 2023 ('the Circular'), has prescribed the procedural framework for dealing with unclaimed interest and redemption amounts lying with entities having listed non-convertible securities and manner of claiming such amounts by investors. The circular requires such companies to formulate a policy specifying the process to be followed by investors for claiming their unclaimed amounts. Accordingly, a policy titled 'Policy for claiming Unclaimed Amounts with respect to Non-Convertible Debentures from Escrow Account' has been framed by the Company. The policy can be accessed at <https://cms-assets.bajajfinserv.in/is/content/bajajfinance/policy-for-unclaimed-amounts-ncds-8-march-2024pdf?scl=1&fmt=pdf> The Company Secretary has been designated as the Nodal Officer for the purposes of this circular. As on 31 March 2024, there is no amount remaining unclaimed in respect of non-convertible debentures.

- Disclosures under section 197(14) of Companies Act, 2013:

» **Rajeev Jain, Managing Director** (DIN: 01550158)

Rajeev Jain, Managing Director, is also on the Board of BHFL as its Non-Executive Vice Chairman. In his capacity as a non-executive director, he draws sitting fees and commission from BHFL at par with other non-executive directors in terms of its remuneration policy. The total remuneration (sitting fees and commission) drawn for FY2024 is ₹ 63 lakh. Apart from the above, he does not draw any commission from any other subsidiary company.

He has been awarded one time grant of ESOPs of BFS, holding company during FY2023. All options will vest entirely post completion of 5 years from the grant date.

» **Anup Saha, Deputy Managing Director** (DIN: 07640220)

Anup Saha is not on the Board of any subsidiary or group companies and does not draw any commission or remuneration from any of these companies.

He has been awarded one time grant of ESOPs of BFS during FY2023. The options will vest entirely post completion of 5 years from grant date.

» **Rakesh Bhatt, Executive Director** (DIN: 02531541)

Rakesh Bhatt ceased to be a director of the Company from close of business hours on 31 January 2024. During his tenure as director, he did not draw any commission or remuneration from any of the subsidiary companies.

He was awarded one time grant of ESOPs of BFS during FY2023. However, since the options would vest entirely post completion of 5 years from grant date. He would not be eligible to exercise the said options on account of cessation.

He was also granted stock option of BFS as per the details given below during his association with BFS-Direct:

Grant Date	Vesting Schedule	Option Granted	Exercise Price (in ₹)
16 May 2019	25% each year post 1 year from date of grant	156,250	745.47
21 May 2020		257,250	470.21
28 April 2021		131,000	1,009.14

- Neither any application was made, nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016, against the Company.
- During FY2024, there was no instance of one-time settlement with Banks or Financial Institutions. Therefore, as per rule 8(5)(xii) of Companies (Accounts) Rules, 2014, reasons of difference in the valuation at the time of one-time settlement and valuation done while taking loan from the Banks or Financial Institutions are not reported.
- The voting rights are exercised directly by the employees in respect of shares allotted under the Employee Stock Option Scheme of the Company. Thus, the disclosure requirements pursuant to Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable.
- Disclosures pursuant to RBI Master Directions, unless provided in the Directors' Report, form part of the notes to the standalone financial statements and Report on Corporate Governance.
- The Company has in place various Board approved policies pursuant to Companies Act, 2013, SEBI Regulations, RBI Directions, and other regulations. These policies are reviewed from time to time keeping in view the operational requirements and the extant regulations. The Report on Corporate governance contains web-link for policies hosted on website.

**Acknowledgement**

The Board of Directors places its gratitude and appreciation for the support and cooperation from its members, the RBI and other regulators, banks, financial institutions, trustees for debenture holders and fixed deposit holders.

The Board of Directors also places on record its sincere appreciation for the commitment and hard work put in by the Management and the employees of the Company, its subsidiaries and associates and thanks them for yet an excellent year of performance.

On behalf of the Board of Directors,

**Sanjiv Bajaj**

Chairman

DIN: 0014615

Pune: 25 April 2024

## Dividend Distribution Policy

### Preamble:

The financial strategy of the company, which encompasses the dividend policy, is primarily aimed at enhancement of long-term shareholder value and sustainable growth, in a way that the shareholders can participate equitably in the Company's growth, while maintaining a strong financial foundation for the company.

### Objective:

The objective of this policy is to lay down the criteria to be considered by the Board of Directors of Bajaj Finance Limited ("the Company") before recommending dividend to its shareholders for a financial year. The policy is framed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time.

### Criteria to be considered before recommending dividend:

The Board will consider the following factors before recommending dividend:

### Statutory and regulatory compliance:

The Company shall declare dividend only after ensuring compliance with guidelines on dividend declaration issued by the Reserve Bank of India (RBI) from time to time, provisions of the Companies Act, 2013 and rules made thereunder and the SEBI Listing Regulations, as amended from time to time.

### Financial parameters:

The Board shall endeavour that the Dividend amount in every financial year will be stable and steady. Subject to profits and other financial parameters as per applicable legal provisions, the Board shall endeavour to maintain a dividend payout (including dividend distribution tax) in the range of 15% to 25% of profits after tax on standalone financials, to the extent possible.

### Other internal and external factors:

The dividend distribution will be subject to internal & external factors, such as, general, economic & market conditions, funding requirements for expansion, diversification, growth, new projects, brand / business acquisitions, long-term strategic plans, joint-venture plans, fresh investments in subsidiaries / associates, absorbing unfavourable market conditions, meeting unforeseen contingencies and other circumstances, which in the opinion of the Board, require retention of profits.

### Dividend declaration:

Final dividend will be recommended by the Board for approval of the shareholders in a general meeting, while an interim dividend, if any, may be declared by the Board. The company currently has only one class of shares, i.e. equity shares.

### Amendments / Modifications:

To the extent any change/amendment is required in terms of any applicable law or change in regulations or any specific instructions from regulator, the regulations or specific instructions would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law. Such amended policy shall be placed before the Board for noting and necessary ratification.

### Review of Policy:

The dividend policy would be reviewed annually.

### Disclosure of Policy:

The policy will be available on the Company's website.

Pune: 20 March 2024

Chairman

## Remuneration details under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended for the financial year ended 31 March 2024

Name of director/Key Managerial Personnel	Ratio of remuneration of director to median remuneration of employees	% change in remuneration in FY2024
<b>A. Whole-Time Directors</b>		
Rajeev Jain	247.60	15.00
Anup Saha	195.44	Refer Note <sup>§</sup>
Rakesh Bhatt	145.85	Refer Note <sup>§</sup>
<b>B. Non-Executive Directors</b>		
Sanjiv Bajaj- Chairman	60.26	602.61
Rajiv Bajaj	4.18	86.67
D J Balaji Rao	3.58	Refer Note*
Dr. Naushad Forbes	10.14	81.33
Anami N Roy	14.32	113.33
Pramit Jhaveri	13.72	116.47
Radhika Haribhakti	9.55	220.00
Dr. Arindam Bhattacharya	7.16	Refer Note <sup>®</sup>
<b>C. Key Managerial Personnel</b>		
Sandeep Jain- Chief Financial Officer		18.50
R Vijay- Company Secretary		19.50
<b>D. % Increase in Median Remuneration of employees</b>		1.31
<b>E. Number of permanent employees on the rolls of the Company as on 31 March 2024</b>		50,653

Notes:

<sup>§</sup> Not comparable since appointment as executive directors is effective 1 April 2023. Further, Rakesh Bhatt resigned as director of the Company w.e.f. close of business hours on 31 January 2024.

\*Not comparable since he ceased to be director of the Company w.e.f. 28 November 2023.

<sup>®</sup>Not comparable since he is appointed as an independent director of the Company w.e.f. 1 April 2023.

### Notes:

- Remuneration payable to non-executive directors is based on the number of meetings of the Board and/or Committees attended by them during the year. The amount of commission payable to non-executive directors is fixed at ₹ 400,000/- per meeting. As approved by NRC and Board, Sanjiv Bajaj, is being compensated by way of additional commission of ₹ 3 crore, for the time and commitment devoted by him during the year, at the request of the Management. Hence, there is significant variation in percentage change in the compensation.
- Remuneration to directors does not include sitting fees paid to them for attending Board and/or Committee meetings.
- The variation reflected in column '% change in remuneration in FY2024' is on account of number of Board/Committee meetings, attendance of directors thereat and change in Committee positions.

### Notes on Disclosures under Rule 5

1. Average percentage increase in salary of employees other than Managing Director is 10.76%.
2. Percentage increase in remuneration of managerial personnel has been determined based on independent benchmarking, performance of the Company and trends of remuneration in the industry.
3. The remuneration paid as stated above was as per the Remuneration Policy of the Company.



## Secretarial audit report (Form No. MR-3)

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the financial year ended 31 March 2024

To,

The Members of

**Bajaj Finance Limited**

(CIN: L65910MH1987PLC042961)

Akurdi, Pune-411 035

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Bajaj Finance Limited** (hereinafter called as "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit and subject to letter annexed herewith, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2024, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2024, according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable: -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

- 6) Rules, regulations and guidelines issued by the Reserve Bank of India as are applicable to Deposit taking Non-Banking Financial Companies with classification as a 'Loan Company' (subsequently reclassification as 'NBFC - Investment and Credit Company (NBFC-ICC)' vide RBI circular dated 22nd February 2019); which are specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Directions, Guidelines, Standards, etc. mentioned above wherever applicable except for delay in reporting fraud under Paragraph 1(iv) and 1(v) of chapter IV of monitoring of frauds in NBFC's (Reserve Bank) Directions, 2016.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one Woman Independent Director.

Adequate notice is given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the Directors. The decisions were carried unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the period the Company has,

- i. allotted on 2nd June 2023, 489,305 equity shares of face value of ₹ 2 to the Trustees of BFL Employee Welfare Trust under Employee Stock Option Scheme, 2009
- ii. raised funds on 2nd November 2023 through preferential issue of warrants amounting to ₹ 2,97,21,25,000 to Bajaj Finserv Limited, promoter and holding company.
- iii. allotted 9th November 2023, 1,21,04,539 equity shares at a price of ₹ 7,270 per Equity Share to the QIBs
- iv. allotted on 1st March 2024, 973,243 equity shares of face value of ₹ 2 to the Trustees of BFL Employee Welfare Trust under Employee Stock Option Scheme, 2009
- v. allotted 15,67,060 Non-Convertible Debentures amounting to ₹ 24,623 Crore on Private Placement basis from time to time and complied with the rules and regulations under various Acts.
- vi. issued Commercial Papers amounting to ₹ 53,565 crore from time to time and complied with the applicable rules and regulations under various Acts
- vii. received notice dated 13 October 2023 from RBI imposing fine for delay in reporting fraud under Paragraph 1(iv) and 1(v) of chapter IV of monitoring of frauds in NBFC's (Reserve Bank) directions, 2016. The Company has paid the requisite fine.

I further report that during the audit period there was no other event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards.

Place: Pune

Date: 25 April 2024

**Shyamprasad D. Limaye**

FCS. 1587 C.P.No. 572

UDIN: F001587F000235436

To,  
The Members,  
**Bajaj Finance Limited**  
Akurdi, Pune-411 035

My Secretarial Audit Report for Financial Year ended on 31 March 2024 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of event etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Pune

Date: 25 April 2024

**Shyamprasad D. Limaye**

FCS. 1587 C.P.No. 572

## Secretarial audit report of Subsidiary Company (Form No. MR-3)

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the financial year ended 31 March 2024

To,  
The Members of,  
**Bajaj Financial Securities Limited,**  
U67120PN2010PLC136026  
Bajaj Auto Ltd. Complex, Mumbai-Pune Road,  
Akurdi, Pune-411 035

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Bajaj Financial Securities Limited** (hereinafter called as "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit and subject to letter annexed herewith, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31 March 2024, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2024, according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable: -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) Securities and Exchange Board of India (Stock Brokers) Regulations, 1992;
  - (h) Securities and Exchange Board of India (Research Analysts) Regulations, 2014;

- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
- (k) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is an unlisted public company and wholly-owned subsidiary of a listed company.

I have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreement entered into by the Company with BSE Limited (for Debentures) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors including one Woman Independent Director. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notices were given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the Directors. The decisions were carried unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the period, the Company has:

- i. Issued Commercial Papers amounting to ₹ 3,250 crore from time to time and complied with the rules and regulations under various Acts.

I further report that during the audit period there was no other event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

Place: Pune  
Date: 16 April 2024

**Shyamprasad D. Limaye**  
FCS. 1587 C.P.No. 572  
UDIN: F001587F000138130

To,  
The Members of,  
**Bajaj Financial Securities Limited,**  
Bajaj Auto Ltd. Complex, Mumbai-Pune Road,  
Akurdi, Pune-411 035

My Secretarial Audit Report for Financial Year ended on 31 March 2024, of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of event etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Pune

Date: 16 April 2024

**Shyamprasad D. Limaye**

FCS. 1587 C.P.No. 572



## Secretarial audit report of Subsidiary Company (Form No. MR-3)

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the financial year ended 31 March 2024

To,

The Members of,

**Bajaj Housing Finance Limited,**

(CIN: U65910PN2008PLC132228)

Bajaj Auto Ltd. Complex, Mumbai-Pune Road,

Akurdi, Pune-411 035

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Bajaj Housing Finance Limited (hereinafter called as "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit and subject to letter annexed herewith, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31 March 2024, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2024, according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable: -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 6) Rules, regulations, directions and guidelines issued by the National Housing Bank as are applicable to the Company;

I have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreement entered into by the Company with BSE Ltd. (for Debentures) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above, wherever applicable;

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one Woman Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the Directors. The decisions were carried unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the period, the Company has:

- i. Allotted 8350 Secured non-convertible debentures amounting to ₹ 8350.00 Crore (Face Value) on private placement basis from time to time and complied with the rules and regulations under various Acts. The Company has raised ₹ 252.00 Crore towards Unsecured non-convertible debentures.
- ii. Issued Commercial Papers amounting to ₹ 4600.00 Crore from time to time and complied with the rules and regulations under various Acts.
- iii. Deposited a penalty of ₹ 5.00 lakh which was imposed by Reserve Bank of India ('RBI') in exercise of the powers vested with it under the provisions of the National Housing Bank Act, 1987 *vide* its order dated 29th January 2024 received by the Company on 2nd February 2024, on account of contravention of para 45.3 of Non-Banking Financial Company -Housing Finance Company (Reserve Bank) Directions, 2021 which requires prior written permission from RBI for change in management resulting in change in more than 30% of the non-independent directors.

I further report that during the audit period there was no other event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

Place: Pune

Date: 24 April 2024

**Shyamprasad D. Limaye**

FCS. 1587 C.P.No. 572

UDIN: F001587F000224403

To,  
The Members,  
**Bajaj Housing Finance Limited,**  
Bajaj Auto Ltd. Complex, Mumbai-Pune Road,  
Akurdi, Pune-411 035

My Secretarial Audit Report for the Financial Year ended on 31 March 2024 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of event etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Pune

Date: 24 April 2024

**Shyamprasad D. Limaye**

FCS. 1587 C.P.No. 572

## Independent Auditor's Certificate on Corporate Governance

To  
The Members of  
**Bajaj Finance Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated 15 March 2024.
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of Bajaj Finance Limited (the "Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

### Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31 March 2024.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 302009E)

**Sanjiv V. Pilgaonkar**  
Partner  
(Membership No. 039826)  
(UDIN: 24039826BKCOEB5745)

Place: Pune  
Date: 25 April 2024

## Certificate by practicing company secretary

[Pursuant to Schedule V read with Regulation 34(3) of the SEBI Listing Regulations (as amended)]

In the matter of **Bajaj Finance Ltd.** (CIN: **L65910MH1987PLC042961**) having its registered Office at Akurdi, Pune - 411035.

On the basis of examination of the books, minute books, forms and returns filed and other records maintained by the Company and declarations made by the directors and explanations given by the Company.

I certify that the following persons are Directors of the Company (during 01/04/2023 to 31/03/2024) and none of them have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority:

Sr. No.	Name of Director	DIN	Designation
1	Sanjivnayan Rahulkumar Bajaj	00014615	Chairman
2	Rajeev Jain	01550158	Managing Director
3	Rajivnayan Rahulkumar Bajaj	00018262	Non- Executive Director
4	Balaji Rao Jagannathrao Doveton	00025254	Independent Director
5	Naushad Darius Forbes	00630825	Independent Director
6	Anami Narayan Prema Roy	01361110	Independent Director
7	Pramit Shashikant Jhaveri	00186137	Independent Director
8	Radhika Vijay Haribhakti	02409519	Independent Director
9	Anup Kumar Saha	07640220	Whole Time Director
10	Arindam Bhattacharya	01570746	Independent Director
11	Rakesh Induprasad Bhatt	02531541	Executive Director

- Balaji Rao Jagannathrao Doveton expired on 28th November, 2023 and ceased to be a director of the Company w.e.f. 28th November, 2023.
- Rakesh Induprasad Bhatt resigned as Executive Director of the Company w.e.f. 31st January, 2024 and ceased to be a director of the Company w.e.f. 31st January, 2024

Place: Pune  
Date: 25 April 2024

**Shyamprasad D. Limaye**

FCS. 1587 C.P.No. 572  
UDIN : F001587F000235546

## Annual Report on CSR activities for the financial year ended 31 March 2024

### 1. Brief outline of Company's CSR Policy:

#### Introduction:

The vision and philosophy of late Shri Jamnalal Bajaj, the founder of Bajaj Group, guide the Corporate Social Responsibility ('CSR') activities of the Group. He embodied the concept of trusteeship in business and common good, and laid the foundation for ethical, value-based and transparent functioning.

Bajaj Group believes that true and full measure of growth, success and progress lies beyond balance sheets or conventional economic indices. It is best reflected in the difference that business and industry make to the lives of people.

Through its social investments, Bajaj Group addresses the needs of communities residing in the vicinity of its facilities by taking sustainable initiatives in the areas of health, education, environment conservation, infrastructure and community development, and response to natural calamities. For society, however, Bajaj is more than a corporate identity. It is a catalyst for social empowerment and the reason behind the smiles that light up a million faces.

It is this goodwill that has made us work towards 'Activating Lives'.

'**Bajaj Beyond**' is the Bajaj Group's new identity for all its CSR and charitable programmes with focus on youth skilling. The initiatives will benefit the youth and enable them to take advantage of employment and entrepreneurial opportunities offered by India's growing economy in the years' to come.

#### Guiding principles:

The Bajaj Group believes that social investments should:

- **Benefit Generations:** The Company believes in 'investment in resource creation' for use over generations. The Company tries to identify sustainable projects which will benefit the society over long periods.
- **Educate for Self-Reliance and Growth:** To usher in a growth-oriented society and thereby a very strong and prosperous nation, by educating each and every Indian.
- **Promote Health:** The Company believes good health is a pre-requisite for both education and productivity.
- **Encourage for Self Help:** To guide and do hand holding for self-help, individually and collectively to create excellence for self and for the team.
- **Be Focused:** The Company believes that activities should be focused around locations where it has a presence and hence can effectively guide, monitor and implement specific projects.
- **Target those who need it most:** Care for the sections of the society, which are socially at the lowest rung irrespective of their religion or caste or language or colour.

#### Brief contents of CSR Policy:

Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been amended substantially with effect from 22 January 2021. Accordingly, the CSR Policy was approved and adopted by the Board of Directors at its meeting held on 26 April 2021.

The Policy, *inter alia*, covers the following:

- Philosophy, Approach and Direction;
- Guiding Principles for selection, implementation and monitoring of activities; and
- Guiding Principles for formulation of Annual Action Plan.



## 2. Composition of CSR Committee:

Sr. No.	Name of director	Category	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Dr. Naushad Forbes	Chairman, non-executive, independent	4	4
2.	Sanjiv Bajaj	Non-executive, non-independent	4	4
3.	Rajeev Jain	Managing Director, executive	4	4

## 3. Web-link where the following are disclosed on the website of the Company:

Composition of CSR Committee	<a href="https://www.aboutbajajfinserv.com/finance-people-and-committees-corporate-social-responsibility-committee">https://www.aboutbajajfinserv.com/finance-people-and-committees-corporate-social-responsibility-committee</a>
CSR Policy	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/corporate-social-responsibilitypdf?scl=1ufmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/corporate-social-responsibilitypdf?scl=1ufmt=pdf</a>
CSR projects approved by the Board	<a href="https://www.aboutbajajfinserv.com/finance-investor-relations-csr-projects">https://www.aboutbajajfinserv.com/finance-investor-relations-csr-projects</a>

## 4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

Impact assessment has been carried out for 24 projects. The executive summaries are annexed to this report. The full report is hosted on Company's website and can be accessed at <https://www.aboutbajajfinserv.com/finance-csr-impact-assessment-reports>

5. (a) Average net profit of the Company as per sub-section (5) of section 135:	₹ 9,285.24 crore
(b) Two percent of average net profit of the company as per sub-section (5) of section 135:	₹ 185.70 crore
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:	Nil
(d) Amount required to be set-off for the financial year, if any:	Nil
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]:	₹ 185.70 crore
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):	₹ 173.71 crore
(b) Amount spent in Administrative Overheads:	₹ 5.07 crore
(c) Amount spent on Impact Assessment, if applicable:	₹ 0.74 crore
(d) Total amount spent for the Financial Year [(a)+(b)+(c)]:	₹ 179.52 crore
(e) CSR amount spent or unspent for the Financial Year:	

(in ₹)

Total amount spent for the financial year	Total amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1,795,178,861	61,868,519	29 April 2024	NA	NA	NA

(f) Excess amount for set-off, if any:

Sr. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	1,857,047,380
(ii)	Total amount spent for the Financial Year	1,795,178,861
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

(in ₹)

Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135	Balance amount in Unspent CSR Account under sub-section (6) of section 135	Amount spent in the Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
					Amount	Date of Transfer		
1	FY2020-21	-	-	-	-	-	-	-
2	FY2021-22	608,783,330	-	144,065,145	-	-	-	-
3	FY2022-23	208,664,005	-	208,664,005	-	-	-	-

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NA**

**9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135:** Due to delay in commencement of project as compared to approved timelines, some part of the mandatory spend with respect to ongoing project has remained unspent as on 31 March 2024.

Sd/-

**Rajeev Jain**

Managing Director  
DIN: 01550158

Sd/-

**Dr. Naushad Forbes**

Chairman of CSR Committee  
DIN: 00630825

## ANNEXURE TO ANNUAL REPORT ON CSR ACTIVITIES

Sr. No.	Implementing Agency ('NGO')	Project Name	Duration of the project	Project Amount (₹ in Lakh)	Impact Assessment Agency	Impact	Weblinks where complete report is available
1.	Tara Mobile Creches	Day care for children of migrant labourers working at construction site	October 2018 - December 2020	110	Soulace	<p>5,516 children of migrant laborers benefitted through this program across 14 construction sites. Through the program comprehensive development encompassing health, education and supportive environment for children was ensured.</p> <p>Some of the outcomes were:</p> <ul style="list-style-type: none"> <li>0-6 years: 93% were school-ready and enrolled in schools.</li> <li>10- 18 years: 91% of enrolled children made academic progress and continued their education. 95% cleared higher secondary exams.</li> <li>25% of moderately malnourished children transitioned to healthy status.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10278-tara-mobile-creches-1pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10278-tara-mobile-creches-1pdf?scl=1&amp;fmt=pdf</a>
2.	Smile Train	Supporting free cleft reconstruction surgeries of underprivileged cleft patients	March 2021- May 2022	312	Think Through Consulting (TTC)	<ul style="list-style-type: none"> <li>3,919 cleft patients benefited through reconstructive surgeries.</li> <li>Physical health and quality of life improved significantly for the beneficiaries.</li> <li>53% of respondents received post-operative care, including speech therapy and orthopedic services.</li> <li>94% of respondents reported improvement in nutritional status and 74% reported improvement in the performance at school post-surgery.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10361-smile-train-2pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10361-smile-train-2pdf?scl=1&amp;fmt=pdf</a>
3	Jankidevi Bajaj Gram Vikas Sanstha	Funding Support for response against COVID -19	March 2021- May 2022	1,128	CSRBOX	<p>The relief support enhanced emergency healthcare services and COVID response capacity in the respective regions. Some of the outcomes achieved were:</p> <ul style="list-style-type: none"> <li>9 oxygen plants set up across Maharashtra, Rajasthan and Uttarakhand.</li> <li>1 ambulance provided at Mahalunge.</li> <li>1 ECMO machine at Jaipur hospital.</li> <li>8,175 vulnerable beneficiaries received vaccines.</li> <li>40,000 dry ration kits to auto drivers in Mumbai, Pune, Hyderabad and Kolkata.</li> <li>20,000 dry ration kits in Udham Singhnagar.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10338-jankidevi-bajaj-gram-vikas-sanstha-jbgvs-3pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10338-jankidevi-bajaj-gram-vikas-sanstha-jbgvs-3pdf?scl=1&amp;fmt=pdf</a>

Sr. No.	Implementing Agency ('NGO')	Project Name	Duration of the project	Project Amount (₹ in Lakh)	Impact Assessment Agency	Impact	Weblinks where complete report is available
4	CPBFI	Certificate Program for Finance, Banking, and Insurance (CPBFI)	September 2018 -March 2021	525	Think Through Consulting (TTC)	<ul style="list-style-type: none"> <li>4,500 students and 152 partnered colleges were impacted through the program.</li> <li>62% of respondents reported CPBFI course added to their employability in BFSI industry.</li> <li>56% of respondents found the training sessions aligned with industry needs.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10194-and-10203-cpbf-4pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10194-and-10203-cpbf-4pdf?scl=1&amp;fmt=pdf</a>
5	Indian Software Product Industry Roundtable Foundation (iSPIRT)	Enabling financial inclusion through development of software product ecosystem	April 2020- March 2021	150	CSRBOX	Three seminal projects – India Stack, Sahamati, and Credall were supported through the program. It has helped enhance digital infrastructure, fortify data empowerment and promotion of inclusive financial paradigms.	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10305-ispirt-5pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10305-ispirt-5pdf?scl=1&amp;fmt=pdf</a>
6.	Jankidevi Bajaj Gram Vikas Sanstha	Tele ICU and CT Upgradation	July 2021 - June 2022	775.3	CSRBOX	<ul style="list-style-type: none"> <li>5,309 patients from local communities underwent city scans and 766 patients were treated in Tele ICU.</li> <li>Enhanced diagnostic capacity improved patient monitoring and management remotely, substantially reducing the burden on intensivists.</li> <li>On average per day, 15 HRCT scans were conducted during the peak of the second wave of COVID-19, and length of stay of patients reduced significantly by 15%.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10419-jbgvs-teleicu-6pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10419-jbgvs-teleicu-6pdf?scl=1&amp;fmt=pdf</a>
7	The Akanksha Foundation	The school project	June 2020 - August 2021	115	CSRBOX	<ul style="list-style-type: none"> <li>700 students benefitted from the school project.</li> <li>The project presented an increased opportunity for students to develop skills such as digital literacy, time management etc.</li> <li>88% willingness amongst students to continue their education in same school was observed. The average percentage of marks obtained in Math and languages from standard 6-8 is above 60%, indicating a successful academic outcome.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10299-the-akanksha-foundation-7pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10299-the-akanksha-foundation-7pdf?scl=1&amp;fmt=pdf</a>
8	Ummeed Child Development Center	Capacity building of organisations on addressing developmental disabilities in children	April 2021 – June 2022	100	CSRBOX	<ul style="list-style-type: none"> <li>22,000 Beneficiaries with developmental disabilities reached through 193 capacity building workshops.</li> <li>Based on the beneficiary profile, trainings were organised to equip them with the necessary skills and knowledge and make them change makers in their community across 3 regions of Hyderabad, Jalgaon and North east.</li> <li>8 NGOs and Tie-ups with 2 governmental organisations were fostered.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10434-ummeed-child-development-center-8pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10434-ummeed-child-development-center-8pdf?scl=1&amp;fmt=pdf</a>

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9	i-Teach Movement	To and through college	April 2020 – September 2022	174	CSRBOX	<ul style="list-style-type: none"> <li>561 students enrolled in the two supported schools benefitted from the program.</li> <li>As a result of the intervention, 78% of beneficiaries aspire to pursue higher education, highlighting a reduced likelihood of dropping out, 84% beneficiaries indicated improved mental health with advisory support and 71% reported enhanced skills with hobby clubs, leading to a widened</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10427-i-teach-movementpdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10427-i-teach-movementpdf?scl=1&amp;fmt=pdf</a>
10	i-Teach Movement	To and Through College- I Teach	April 2020 – June 2021	115	CSRBOX	<ul style="list-style-type: none"> <li>218 students benefitted through the program. Through the intervention, there has been an improvement in learning outcomes in English, with more students achieving First class. Beneficiaries expressed satisfaction with infrastructure upgrade leading to improved learning environment.</li> <li>Majority students expressed satisfaction with teaching quality and 91% beneficiaries reported increased health awareness with socio emotional learning.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10303-iteach-bf1pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10303-iteach-bf1pdf?scl=1&amp;fmt=pdf</a>
11	Light of Life Trust	Anando plus	April 2019 – July 2022	135	CSRBOX	<ul style="list-style-type: none"> <li>917 students across 17 centers benefitted from the program.</li> <li>The comprehensive program guided and supported students beyond academic milestones and as a result 92% of the students have enrolled to higher education after Anando Plus. As part of the program, 89 % of the respondents received a career guidance session after their SSC exams. Further, the students benefitted through exposure visits, empowerment workshops, library, etc.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10267-light-of-life-trust-11pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10267-light-of-life-trust-11pdf?scl=1&amp;fmt=pdf</a>
12	Cuddles Foundation	Holistic nutrition support to underprivileged children afflicted with cancer	September 2018 – November 2021	170	CSRBOX	<ul style="list-style-type: none"> <li>The intervention supported cancer afflicted children with in-meal supplements, personalised diet plans, ration, and counseling support for children, parents and caregivers.</li> <li>Parents and caregivers were educated through 62,185 counselling sessions and personalised diet plans, 9,526 supplements were offered to children, and 4,467 ration bundles were offered to families through the intervention.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10206-cuddles-foundation-12pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10206-cuddles-foundation-12pdf?scl=1&amp;fmt=pdf</a>

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13	Bandhan Konnagar	To provide funding support to school for the children for their holistic and optimistic learning	December 2017-March 2021	1,200	CSRBOX	<ul style="list-style-type: none"> <li>The school was equipped with digital classrooms, sports equipment, sanitation and drinking water facilities.</li> <li>The project improved access to education, with 66% from OBC category, and 84% children shifting from government schools.</li> <li>100% of students wanted to complete education in same school. 53% of students participated in cricket, while 47% engaged in badminton and football respectively.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10157-bandhan-konnagar-13pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10157-bandhan-konnagar-13pdf?scl=1&amp;fmt=pdf</a>
14	Jankidevi Bajaj Gram Vikas Sanstha	Integrated rural and urban development program	March 2021 – June 2022	666.4	CSRBOX	<ul style="list-style-type: none"> <li>The program promoted integrated rural and urban development focusing on sustaining the developmental outcomes in aftermath of COVID-19 across various villages in the 3 states.</li> <li>Few of the interventions were- 500+ Community meetings organised to spread awareness on COVID-19, Infrastructure upgraded for 119 schools, 168 SMCs meetings organised, 5,000 crore liters of water harvesting capacity created in 110 villages, increase in agricultural productivity and 25,000 acre increase in land under irrigation.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10358-jbgvs-development-program-1-14pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10358-jbgvs-development-program-1-14pdf?scl=1&amp;fmt=pdf</a>
15	Jankidevi Bajaj Gram Vikas Sanstha	Integrated rural and urban development program	April 2020-March 2021	1,585	CSRBOX	<ul style="list-style-type: none"> <li>The program promoted integrated rural and urban development focusing on sustaining the developmental outcomes in aftermath of COVID-19 across various villages in the 3 states.</li> <li>Few of the interventions were over 500 Community meetings organised to spread awareness on COVID-19, Infrastructure upgraded for 119 schools, 168 SMCs meetings organised, 5,000 crore liters of water harvesting capacity created in 110 villages, increase in agricultural productivity and 25,000 acre increase in land under irrigation.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10339-jbgvs-development-program-2-15pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10339-jbgvs-development-program-2-15pdf?scl=1&amp;fmt=pdf</a>



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16	Hutatma Smarak Samiti	Construction of school Building	January 2021 – May 2022	108	CSRBOX	<ul style="list-style-type: none"> <li>500 students benefited through the school upgradation program. Stakeholders showed a high level of satisfaction and positive experience with the new infrastructure.</li> <li>11 new classrooms, 8 toilet blocks, a science lab, 1 library, 1 recreational hall, 1 kitchen and a few other facilities were constructed as part of the program.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10343-hutatma-smarak-samiti-16pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10343-hutatma-smarak-samiti-16pdf?scl=1&amp;fmt=pdf</a>
17	Masoom	Night school transformation Program	April 2019-September 2022	200	impactDash	<ul style="list-style-type: none"> <li>The program had a positive impact on the students, parents, and other stakeholders across 120 night schools.</li> <li>Students were satisfied as they received a second chance to finish their education.</li> <li>There was a dramatic increase in academic performance reflected in SSC pass percentage.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10307-masoom-17pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10307-masoom-17pdf?scl=1&amp;fmt=pdf</a>
18	Mumbai Mobile Creche	Comprehensive daycare program for children living on construction Sites	April 2020-June 2022	145	impactDash	<ul style="list-style-type: none"> <li>Over 1,500 children benefitted from the program.</li> <li>After enrolling in the daycare centers children demonstrated increased curiosity and enthusiasm to learn, as established by their engagement in educational activities. Children exhibited greater independence and self-reliance. The staff also established a comprehensive support system for construction workers' families by addressing their diverse needs.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10309-mumbai-mobile-creches-18pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10309-mumbai-mobile-creches-18pdf?scl=1&amp;fmt=pdf</a>
19	KEM Hospital	Comprehensive tribal model village development program	February 2019-April 2022	275	CSRBOX	<ul style="list-style-type: none"> <li>The program targeted beneficiaries from all age groups in 12 villages of Khed district to address their health and nutrition needs.</li> <li>87% of the beneficiaries attended the Mobile Medical camps due to availability of good doctors and 89% of beneficiaries expressed the satisfaction with effectiveness of the awareness sessions and 95% finding services at Arogya Centres better than PHCs.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10208-kem-hospital-19pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10208-kem-hospital-19pdf?scl=1&amp;fmt=pdf</a>

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20	SOS Children's Village of India	Equipping vulnerable families with adequate means to continue investing in their children	December 2019- February 2021	105	impactDash	<ul style="list-style-type: none"> <li>The program supported 1,500 children across 680 families.</li> <li>As a result of the interventions, there was significant improvement in the health status of children, better academic performance and improved hygiene.</li> <li>Children were supported with tuitions, 95% were provided with English, 55% with science and 95% with Math.</li> <li>80% of vulnerable families are earning more than ₹ 8,000 reducing the risk for children.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10277-sos-children%E2%80%99s-village-of-india-20pdf?sc=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10277-sos-children%E2%80%99s-village-of-india-20pdf?sc=1&amp;fmt=pdf</a>
21	IIT Bombay	Rahul Bajaj Technology Innovation Center	March 2020- May 2021	1,250	Opash Socio-Commercials Pvt. Ltd.	<ul style="list-style-type: none"> <li>The construction of 7 floored Rahul Bajaj Innovation Centre brought together three creative entities SINE (Society for Innovation &amp; Entrepreneurship), IDC (Industrial Design Centre) and IRCC (Industrial Research and Consultancy Center) for collective work towards innovation.</li> <li>Construction of high-quality exhibition halls, classrooms, offices, libraries and other amenities will enable development of innovative technologies, shared utilisation of resources such as technology, collaborative research work and production.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10304-iit-bombay-21pdf?sc=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10304-iit-bombay-21pdf?sc=1&amp;fmt=pdf</a>
22	Kailash Satyarthi Children's Foundation	Campaign against Child Rights and Child Abuse	March 2021- June 2022	200	Opash Socio-Commercials Pvt. Ltd.	<ul style="list-style-type: none"> <li>The program significantly addressed different forms of exploitation, violence and abuse of children.</li> <li>One of the major outcomes as a result of the interventions was increase in the confidence in families to register offence of child abuse. In Jharkhand as a result of reporting, the total number of POCSO cases increased by 23% in the project period. Similarly, media publicity through the program resulted in wider reach and awareness about child issues on national and international platforms.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10359-kailash-satyarthi-childrens-foundation-22pdf?sc=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10359-kailash-satyarthi-childrens-foundation-22pdf?sc=1&amp;fmt=pdf</a>

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23	Jankidevi Bajaj Gram Vikas Sanstha Partnership collaboration	Mission Vayu	May 2021-March 2022	100	Opash Socio-Commercials Pvt. Ltd.	<ul style="list-style-type: none"> <li>50 Oxygen concentrators and 5 BiPAP ventilators were distributed via the program across different locations of Maharashtra, Rajasthan, and Uttarakhand.</li> <li>The provision of oxygen concentrators and ventilators significantly bolstered medical response capabilities of hospitals.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10428-jbgvs-mission-vayu-23pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10428-jbgvs-mission-vayu-23pdf?scl=1&amp;fmt=pdf</a>
24	Jankidevi Bajaj Gram Vikas Sanstha Partnership collaboration	Covid immunization for bottom-of -the pyramid in Pune and Aurangabad	August 2021-March 2022	2,000	Opash Socio-Commercials Pvt. Ltd.	<ul style="list-style-type: none"> <li>6,90,000 doses of COVID vaccines were distributed in Pune and Aurangabad.</li> <li>The initiative supported the local administration in procurement of vaccines. The model was applauded for its efficient planning and execution in timely delivery of vaccines to the needy.</li> </ul>	<a href="https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10429-jbgvs-covid-immunization-24pdf?scl=1&amp;fmt=pdf">https://cms-assets.bajajfinserv.in/is/content/bajajfinance/10429-jbgvs-covid-immunization-24pdf?scl=1&amp;fmt=pdf</a>