

21 March 2024

To, Corporate Relations Department. BSE Limited DCS – CRD Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001. BSE Code: 500490	To, Corporate Listing Department. National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051. NSE Code: BAJAJHLDNG
---	--

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations, 2015’) – Change in Directors and Internal Auditor

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘the SEBI Listing Regulations’), we wish to inform you that the Board of Directors at its meeting held today, i.e., on Thursday, 21 March 2024, has noted/approved the following:

1. Completion of term of Shri Anami Roy

Shri Anami Roy was appointed as an Independent Director of the Company in the annual general meeting held on 26 July 2019, for a term of five consecutive years commencing from 1 April 2019 till 31 March 2024.

The Board noted that he has expressed his desire to not seek re-appointment for second term as an Independent Director of the Company, upon completion of his first term from the close of business hours on 31 March 2024.

2. Appointment of Ms. Smita Mankad (DIN: 02009838) as an Additional Director and as a Non-executive Independent Director

Based on the recommendation of Nomination and Remuneration Committee, the Board has approved the appointment of Ms. Smita Mankad as an Additional Director and as a Non-executive Independent Director for a period of 5 years effective from 1 April 2024, subject to approval of the Shareholders of the Company and Regulatory Authorities, if any.

Pursuant to the directions dated 14 June 2018 of SEBI to the stock exchanges read with Circulars dated 20 June 2018 issued by the stock exchanges & based on the declarations received, we hereby confirm that Ms. Smita Mankad is not debarred from holding the Office of Director by virtue of any order passed by SEBI or any other such authority and therefore, she is not disqualified to be appointed as a Director.

Details as required under Regulation 30 read with Para A Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023, with respect to appointment of Ms. Smita Mankad is enclosed as Annexure A.

BAJAJ HOLDINGS & INVESTMENT LIMITED

www.bhil.in

Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014, Maharashtra, India | Tel: +91 20 7157 6066 | Fax: +91 20 7150 5792

Registered Office: C/o Bajaj Auto Limited Complex, Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India

Corporate ID No.: L65100PN1945PLC004656 | **Email ID:** investors@bhil.in

3. Change in Internal Auditor of the Company

Based on the recommendations of Audit Committee, the Board has approved the appointment of Shri Jayesh Kulkarni as the Internal Auditor of the Company, with effect from 1 April 2024, in place of Shri Vivek Likhite.

Shri Vivek Likhite, however, will continue to be associated with Bajaj Finserv Group and will be taking up other assignments/ leadership responsibilities in the Group.

Details as required under Regulation 30 read with Para A Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023, with respect to appointment of Shri Jayesh Kulkarni is enclosed as Annexure B.

The Board meeting commenced at 3.00 p.m. and concluded at 4.40 p.m.

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,

For Bajaj Holdings & Investment Limited

Sriram Subbramaniam
Company Secretary
Encl: as above

BAJAJ HOLDINGS & INVESTMENT LIMITED

www.bhil.in

Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune - Ahmednagar Road, Viman Nagar,
Pune - 411 014, Maharashtra, India | Tel: +91 20 7157 6066 | Fax: +91 20 7150 5792

Registered Office: C/o Bajaj Auto Limited Complex, Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India
Corporate ID No.: L65100PN1945PLC004656 | **Email ID:** investors@bhil.in

Annexure A

Details as required under Regulation 30 read with Para A Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023, with respect to appointment Ms. Smita Mankad:

Sr. No.	Details of Events that need to be provided	Information of such event(s)
1	Reason for change viz., appointment, resignation, cessation, removal, death or otherwise	Appointment as an Additional and as a Non-executive Independent Director.
2	Date of appointment / cessation (as applicable) & term of appointment	Appointed with effect from 1 April 2024 for a period of 5 years, subject to the approval of the shareholders.
3	Brief profile (in case of appointment)	<p>Ms. Smita Mankad has three decades of experience spanning the corporate, social and government sectors, and further, a combination of both grassroots level work and board level governance – unique combinations that give her an unparalleled perspective on both policy and implementation. An Independent Woman Director on top level corporate boards, and an independent consultant to retail, social and craft enterprises offering business planning support to ensure sustainability, where she aims to combine commercial impact with social impact – her area of interest, passion and experience.</p> <p>Smita currently serves as Independent Woman Director on the Boards of Fabindia Limited, Mahindra Heavy Engines Ltd. (MHEL), Mahindra Waste to Energy Pvt. Ltd., Swaraj Engines Ltd., Imperial Auto Industries Ltd. and DSP India International Financial Services Centre. She is also on the Boards of the Women on Wings Foundation in the Netherlands and India; WOW is an Indo-Dutch organization whose aim is to create 1 million jobs for women in rural India, and TARSHI, an NGO which works on creating safe spaces for young people. She has served on the Boards of Mahindra Vehicle Manufacturing Ltd. till its merger into M&M, Mahindra Renewables (solar), Mahindra Auto Steel Ltd., and Compact India Pvt. Ltd., a company in the area of international humanitarian aid producing rescue food for severely malnourished children.</p> <p>An Economics (Hons) graduate from Lady Shriram College for Women (1989-92) Delhi University, and an MBA from Narsee Monjee Institute of Management Studies (1992-94) Mumbai University, India, she started her career with TATA Motors in export finance, and after 6 years with ABN AMRO Bank in corporate banking product management, moved to Fabindia where she has spent 12 years across various divisions including international business, retail operations and setting up new stores, launching the personal care range, creating systems processes and internal audits, and thereafter managing the Fabindia's entire sourcing and supply chain its wholly owned subsidiary Artisans Micro Finance Pvt. Ltd. (AMFPL), of which she was Managing Director from 2008 to 2013. She also worked with ORGANIC INDIA from 2013 – 15 on their nutrition, preventive healthcare and wellness enterprise.</p>
4	Disclosure of relationships between directors (in case of appointment of a director)	Ms. Smita Mankad is not related to any of the directors of the Company.

BAJAJ HOLDINGS & INVESTMENT LIMITED

www.bhil.in

Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune - Ahmednagar Road, Viman Nagar,
Pune - 411 014, Maharashtra, India | Tel: +91 20 7157 6066 | Fax: +91 20 7150 5792

Registered Office: C/o Bajaj Auto Limited Complex, Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India

Corporate ID No.: L65100PN1945PLC004656 | **Email ID:** investors@bhil.in

Annexure B

Details as required under Regulation 30 read with Para A Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023, with respect to appointment Shri Jayesh Kulkarni:

Sr. No.	Details of Events that need to be provided	Information of such event(s)
1	Reason for change viz., appointment, resignation, cessation, removal, death or otherwise	Appointment as the Internal Auditor of the Company
2	Date of appointment / cessation (as applicable) & term of appointment	Appointed with effect from 1 April 2024.
3	Brief profile (in case of appointment)	<p>Shri Jayesh Kulkarni is a Chartered Accountant and is associated with Bajaj Finance Limited for past 25 years. His credentials also include Certified Information Systems Auditor (ISACA - USA), Enterprise Risk Management, DISA (ICAI – New Delhi).</p> <p>He has demonstrated skills in effectively managing various assignments viz. Internal Audit, Accounts and Finance. He is competent in establishing and heading Internal Audit function by implementation of effective Risk & Governance framework with focus on controls assessment and leveraging technology. Key strengths include managing various stakeholders (Audit Committee, Management, Internal & External business partners).</p> <p>His has also been a guest faculty for MBA course for 'Strategic Financial Management' at Neville Wadia Institute of Management Studies & Research, Pune as part his past assignments.</p>
4	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

BAJAJ HOLDINGS & INVESTMENT LIMITED

www.bhil.in

Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014, Maharashtra, India | Tel: +91 20 7157 6066 | Fax: +91 20 7150 5792

Registered Office: C/o Bajaj Auto Limited Complex, Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India

Corporate ID No.: L65100PN1945PLC004656 | **Email ID:** investors@bhil.in