

Draft Key Information Document for Issue of
Secured Rated Listed Redeemable Non-Convertible Debentures
on a Private Placement Basis dated 4 June 2024
Series 289 Tranche 2 - (For Company's Internal identification purpose only)

Key Information Document for Series 289 under General Information Document dated 4 June 2024
Date of Series 289 Tranche 2: 10 July 2024 (Allotment Date)
Type of Placement Memorandum: Private Placement (For private circulation only)

Private Placement of Secured, Rated, Listed, Redeemable Non-Convertible Debentures for up to Rs. 9,000 Crore (Rupees Nine Thousand Crore) (Including Green Shoe option), under General Information Document Series 289 ("GID") dated 4 June 2024 of Secured, Rated, Listed, Redeemable Non-Convertible Debenture to be issued in various tranches including Green shoe option to retain over subscription.

This Key Information Document is issued in terms of and pursuant to the General Information Document dated 4 June 2024. All the terms, conditions, information and stipulations contained in the General Information Document are incorporated herein by reference as if the same were set out herein. Investors are advised to refer to the same. This Key Information Document must be read in conjunction with the General Information Document and the Private Placement Offer Cum Application Letter. All capitalised terms used but not defined herein shall have the meaning ascribed to them in the General Information Document.

This Key Information Document contains details of this Tranche of private placement of debentures and any material changes in the information provided in the General Information Document, as set out herein.

UPDATED INFORMATION

Any changes in information of the General Information Document:

3.3.3 Link latest press release of the Credit Rating Agency in relation to the issue:

CRISIL:

https://www.crisilratings.com/mnt/winshare/Ratings/RatingList/RatingDocs/BajajFinanceLimited_May%2027_%202024_RR_344410.html

INDIA RATINGS:

<https://www.indiaratings.co.in/pressrelease/70176>

3.3.4 Name(s) of the stock exchange(s) where the non-convertible securities (NCDs) are proposed to be listed and the details of their in-principal approval for listing obtained from these stock exchange(s):

The NCDs are proposed to be listed on the whole sale debt segment of BSE Limited. The in-principle for listing of NCDs was issued by BSE Limited on 5 June 2024.

3.3.11 A brief history of the Issuer since its incorporation giving details of its following activities:

(a) Details of Share Capital as on 31 March 2024:

As on 31 March 2024, the authorized share capital of the Company was ₹ 150 Crore and the issued, subscribed and paid-up share capital was ₹ 123.80 Crore.

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The capital structure and share premium account of the Company as on date is provided below:

Share Capital	Amount (₹)
Authorised share capital 75,00,00,000 Equity shares of ₹2/- each	150,00,00,000.00
Issued & Subscribed capital 61,89,96,320 Equity shares of ₹2/- each	1,23,79,92,640.00
Paid-up Share Capital 61,89,96,320 Equity shares of ₹2/- each	1,23,79,92,640.00
Share Premium Account*	266,355,778,747.29

* Post Ind AS adjustments-adjusted for outstanding unexercised shares with ESOP Trust.

3.3.12. Following details regarding the directors of the Company:

The Board of the Company comprises of 2 Executive Director, 7 Non-executive Directors out of which 5 Independent Directors.

a. Details of the current directors of the Company:

Sr. No.	Name, Designation and DIN	Age (years)	Address	Director of the Company since	Details of other Directorship
1.	Sanjiv Bajaj Designation: Non-Executive Chairman Occupation: Industrialist DIN: 00014615 Nationality: Indian	54	Bajaj Vihar, Mumbai - Pune Road, Akurdi, Pune - 411 035	18/01/2005	<p>Listed Companies</p> <ol style="list-style-type: none"> 1. Bajaj Auto Ltd. 2. Bajaj Holdings & Investment Ltd. 3. Bajaj Finserv Limited 4. Maharashtra Scooters Ltd. <p>Unlisted Companies</p> <ol style="list-style-type: none"> 5. Bajaj Allianz General Insurance Co. Ltd. 6. Bajaj Allianz Life Insurance Co. Ltd. 7. Bajaj Auto Holdings Ltd. 8. Bachhraj & Co Pvt. Ltd. 9. Bachhraj Factories Pvt. Ltd. 10. Bajaj Sevashram Pvt. Ltd. 11. Kamalnayan Investment & Trading Pvt. Ltd. 12. Rupa Equities Pvt Ltd. 13. Sanraj Nayan Investments Pvt. Ltd. 14. Jamnalal Sons Pvt. Ltd. 15. Bajaj Housing Finance Limited 16. Bajaj Finserv Asset Management Ltd. 17. Rahul Securities Pvt. Ltd.

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Sr. No.	Name, Designation and DIN	Age (years)	Address	Director of the Company since	Details of other Directorship
					Section 8 Company: 18.Mahakalpa Arogya Pratisthan 19. Indian School of Business 20. Bhoopati Shikshan Pratisthan
2.	Rajeev Jain Designation: Managing Director Occupation: Service DIN:01550158 Nationality: Indian	53	D-2, Ivy Glen, Marigold Premises, Kalyani Nagar, Pune - 411 014	01/04/2015	Unlisted Companies 1. Bajaj Housing Finance Limited
3.	Rajiv Bajaj Designation: Non-executive Director Occupation: Industrialist DIN: 00018262 Nationality: Indian	56	Bajaj Vihar, Mumbai - Pune Road, Akurdi, Pune - 411 035	02/05/1994	Listed Companies: 1. Bajaj Auto Ltd. 2.Bajaj Finserv Ltd. 3.Bajaj Holdings & Investment Ltd 4.Bajaj Electricals Limited Unlisted Companies: 5.Bajaj Auto Credit Limited 6.Chetak Technology Limited 7.Kamalnayan Investment & Trading Pvt. Ltd 8.Rahul Securities Pvt Limited 9. Bajaj Sevashram Pvt. Ltd. 10. Rupa Equities Pvt. Ltd. Section 8 Company: 11.Bhoopati Shikshan Pratisthan 12. Mahakalpa Arogya Pratisthan Foreign Companies: 13. KTM AG 14. Pierer Bajaj AG 15. Pierer Mobility AG
4.	Dr. Naushad Forbes Designation: Independent Director Occupation: Business DIN: 00630825	63	74 Koregaon Park, Pune 411 001	01/04/2019	Listed Companies: 1.Zodiac Clothing Company Limited. 2.Bajaj Holdings & Investment Limited. 3.Bajaj Finserv Limited. 4.Bajaj Auto Limited. Unlisted Companies: 5.Forbes Marshall Private Limited.

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Sr. No.	Name, Designation and DIN	Age (years)	Address	Director of the Company since	Details of other Directorship
	Nationality: Indian				<p>6.Krohne Marshall Private Limited 7.Forbes Marshall Arca Private Limited 8.J N Marshall Private Limited. 9.Forbesvyncke Private Limited. 10.Forbes Marshall (Hyd) Private Limited. 11.Forbes Marshall Holding Pte Ltd. 12. Codel International Inc UK, 13.Forbes Marshall Husni, 14.Forbes Marshall Inc, 15.Forbes Marshall Pvt. Ltd Bangladesh, 16.Forbes Marshall International Pte. Ltd, Singapore 17.Forbes Marshall Technology Private Limited 18. Ralson Tyres Ltd. 19. Forbes Marshall (Lanka) Private Limited</p> <p>Section 8 Company: 20.Centre for Technology Innovation and Economic Research 21.CTIER Impact Forum 22.CSEP Research Foundation 23.Nayanta Education Foundation 24. Singapore India Partnership Foundation (India)</p>
5.	<p>Anami N Roy</p> <p>Designation: Independent Director</p> <p>Occupation: Social Entrepreneur, Former Civil Servant</p> <p>DIN: 01361110</p> <p>Nationality: Indian</p>	73	62 Sagar Tarag, Worli Sea Face, Mumbai – 400 030	01/04/2019	<p>Listed Companies: 1.GlaxoSmithKline Pharmaceuticals Ltd. 2.Bajaj Auto Limited. 3.Bajaj Finserv Limited. 4.Finolex Industries Limited 5.Siemens Limited</p> <p>Unlisted Companies: 6.Good Host Spaces Pvt. Ltd. 7.Bajaj Allianz General Insurance Co Ltd 8. Bajaj Allianz Life Insurance Co Ltd 9. Bajaj Housing Finance Ltd</p>

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Sr. No.	Name, Designation and DIN	Age (years)	Address	Director of the Company since	Details of other Directorship
					Section 8 Company: 10. Vandana Foundation
6.	<p>Pramit Jhaveri</p> <p>Designation: Independent Director</p> <p>Occupation: Business</p> <p>DIN: 00186137</p> <p>Nationality: Indian</p>	60	21 C Woodlands Pedder Road, Mumbai - 400 026	01/08/2021	<p>Listed Companies:</p> <p>1. Larsen & Toubro Limited 2. Bajaj Finserv Ltd.</p> <p>Unlisted Company:</p> <p>3. Taurus Trading Private Limited.</p> <p>Section 8 Company:</p> <p>4. Pratham Education Foundation. 5. World Monuments Fund India Association</p>
7.	<p>Radhika Haribhakti</p> <p>Designation: Independent Director</p> <p>Occupation: Financial Advisor</p> <p>DIN: 02409519</p> <p>Nationality: Indian</p>	65	51 Maker Tower B, Cuffe Parade Mumbai - 400 005	01/05/2022	<p>Listed Company:</p> <p>1. EIH Associated Hotels Limited 2. ICRA Limited 3. Navin Fluorine International Limited 4. Torrent Power Limited 5. Bajaj Finserv Limited 6. NOCIL Limited</p> <p>Unlisted Company:</p> <p>7. Data Link Investment Manager Private Limited</p>
8.	<p>Dr. Arindam Bhattacharya</p> <p>Designation: Independent Director</p> <p>Occupation: Service</p> <p>DIN: 01570746</p> <p>Nationality: Indian</p>	61	L1/4, Second Floor, Hauz Khas, New Delhi - 110 016	01/04/2023	<p>Listed Companies:</p> <p>1. Bajaj Holdings & Investment Limited. 2. Info Edge (India) limited</p> <p>Unlisted Company:</p> <p>3. Fleur Hotels Private Limited 4. Bajaj Housing Finance Limited</p>
9.	<p>Anup Saha</p> <p>Designation: Deputy Managing Director</p> <p>Occupation: Service</p>	53	D1302, 13 th floor, EON waterfront, Next to EON IT Park Road, Kharadi, Pune	01/04/2023	NIL

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Sr. No.	Name, Designation and DIN	Age (years)	Address	Director of the Company since	Details of other Directorship
	DIN: 07640220 Nationality: Indian				

Note:

- Listed company include only equity listed company.
- None of the directors of the company are appearing in the RBI defaulters list/ECGC defaulters list.

3.3.9 Expenses of the Issue:

Option I-

Sr. No.	Expenses	Amount (Rs.)	% of total issue expense	% of total issue size
a)	Lead Manager(s) fees*	-	-	-
b)	Underwriting commission*	-	-	-
c)	Brokerage, selling commission and upload fees	15,254,237.29	63.46	0.05
d)	Fees payable to Registrar to the issue	1,000.00	0.00	0.00
e)	Fees payable to the Legal Advisors*	-	-	-
f)	Advertising and marketing expenses*	-	-	-
g)	Fees payable to regulators including stock exchanges	10,000.00	0.04	0.00
h)	Expenses incurred on printing and distribution of issue stationary*	-	-	-
i)	Any other fees, commission or payment under whatever nomenclature: (Corporate action fees of NSDL & CDSL, Stamp duty, Corporate Guarantee settlement fund, etc.)	8,771,398.05	36.49	0.03
	Total	24,036,635.33	100	0.08

Option II-

Sr. No.	Expenses	Amount (Rs.)	% of total issue expense	% of total issue size
a)	Lead Manager(s) fees*	-	-	-
b)	Underwriting commission*	-	-	-
c)	Brokerage, selling commission and upload fees	7,627,118.64	62.83	0.03
d)	Fees payable to Registrar to the issue	1,000.00	0.01	0.00
e)	Fees payable to the Legal Advisors*	-	-	-
f)	Advertising and marketing expenses*	-	-	-
g)	Fees payable to regulators including stock exchanges	10,000.00	0.08	0.00

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Sr. No.	Expenses	Amount (Rs.)	% of total issue expense	% of total issue size
h)	Expenses incurred on printing and distribution of issue stationary*	-	-	-
i)	Any other fees, commission or payment under whatever nomenclature: (Corporate action fees of NSDL & CDSL, Stamp duty, Corporate Guarantee settlement fund, etc.)	4,501,535.03	37.08	0.02
	Total	12,139,653.68	100	0.04

Option III-

Sr. No.	Expenses	Amount (Rs.)	% of total issue expense	% of total issue size
a)	Lead Manager(s) fees*	-	-	-
b)	Underwriting commission*	-	-	-
c)	Brokerage, selling commission and upload fees	10,169,491.53	61.87	0.03
d)	Fees payable to Registrar to the issue	1,000.00	0.01	0.00
e)	Fees payable to the Legal Advisors*	-	-	-
f)	Advertising and marketing expenses*	-	-	-
g)	Fees payable to regulators including stock exchanges	10,000.00	0.06	0.00
h)	Expenses incurred on printing and distribution of issue stationary*	-	-	-
i)	Any other fees, commission or payment under whatever nomenclature: (Corporate action fees of NSDL & CDSL, Stamp duty, Corporate Guarantee settlement fund, etc.)	6,256,329.55	38.06	0.02
	Total	16,436,821.08	100	0.05

**Not Applicable, since the issue is made on private placement basis under section 42 of the Companies Act, 2013.*

Note-The amount mentioned in the above table is calculated on total issue size, excluding GST.

4.3.31 Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts:

- Consent of Trustees for the NCD issue was given on **5 July 2024**.

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TERMS OF OFFER/TERM SHEET

Security Name (Name of the non-convertible securities which includes (Coupon/dividend, Issuer Name and maturity year).	Option - I	Option - II	Option - III
	Bajaj Finance Ltd. 8.06% Secured Redeemable Non-Convertible Debentures ('NCD') 2029	Bajaj Finance Ltd. __% Secured Redeemable Non-Convertible Debentures ('NCD') 2026	Bajaj Finance Ltd. __% Secured Redeemable Non-Convertible Debentures ('NCD') 2027
Issuer	Bajaj Finance Limited		
Type of Instrument	Secured Redeemable Non-Convertible Debentures		
Nature of Instrument (Secured or Unsecured)	Secured		
Seniority (Senior or Subordinated)	Senior		
Mode of Issue	Private Placement		
Details of Anchor (if Any)	None		
Eligible Investors	As per General Information Document		
Listing (Name of stock Exchange(s) where it will be listed and timeline for listing)	As per General Information Document		
Rating of the Instrument	"CRISIL AAA/ Stable" by CRISIL Ltd & "IND AAA/Stable" by India Ratings	"CRISIL AAA/ Stable" by CRISIL Ltd	"CRISIL AAA/ Stable" by CRISIL Ltd
ISIN	INE296A07SZ2 (Re-issue)	Fresh Issue	Fresh Issue
Issue Size	₹500 Crore plus ₹2,500 Crore (Green shoe)	₹500 Crore plus ₹2,500 Crore (Green shoe)	₹500 Crore plus ₹2,500 Crore
Past Issuance History	₹2,997 Crore	Not Applicable	Not Applicable
Total Issue size	₹1,500 Crore plus ₹7,500 Crore Green shoe		
Minimum subscription	Rs. 1 Crore and thereafter multiple of 1 debenture unit (i.e., in multiples of 1 lakh)		
Option to retain oversubscription (Amount)	Retain over subscription up to ₹7,500 Crore		

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Objects of the Issue / Purpose for which there is requirement of funds	Objects of this issue including green shoe option, if any, is to augment the long-term resources of the Company. The funds raised through this issue will be utilized for general business purpose of the Company including various financing activities, to repay our existing loans/other liabilities, investments for liquidity and statutory requirements, capital expenditure and working capital requirements.		
In case the issuer is a NBFC and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:	Not Applicable		
Details of the utilization of the Proceeds	Upto 100% funds will be utilized within the categories mentioned in the objects of the issue.		
Consolidation of ISINs	As per General Information Document		
Coupon / Dividend Rate	8.06% p.a.	To be Discovered through EBP	To be Discovered through EBP
Step Up/Step Down Coupon Rate	Not Applicable		
Coupon/Dividend Payment Frequency	Annually & on Maturity thereafter	Annually & on Maturity thereafter	First Coupon payment will be on 10 Sep 2025 & Annually & on Maturity thereafter.
Coupon / Dividend payment dates	15 May 2025 15 May 2026 15 May 2027 15 May 2028 15 May 2029	10 July 2025 10 July 2026	10 September 2025 10 September 2026 10 September 2027
Cumulative / Non-cumulative, in case of dividend	Not Applicable		
Coupon Type (Fixed, floating, or other structure)	Fixed		
Tenor	1770 Days (Residual Days)	730 Days	1157 Days
Redemption Date	15 May 2029	10 July 2026	10 September 2027
Redemption Amount	₹ 1,00,000 per NCD	₹ 1,00,000 per NCD	₹ 1,00,000 per NCD
Redemption Premium /Discount	Not Applicable	Not Applicable	Not Applicable

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CASH FLOWS		Option I-RE ISSUE	Option II-FRESH ISSUE	Option III-FRESH ISSUE
1st Coupon Date	Date*	15 May 2025	10 July 2025	10 September 2025
	No of Days	365	365	427
	Amount (₹) Per NCD	8,060		
2nd Coupon Date	Date*	15 May 2026	10 July 26	10 September 2026
	No of Days	365	365	365
	Amount (₹) Per NCD	8,060		
3rd Coupon Date	Date*	15 May 2027		10 September 2027
	No of Days	365		365
	Amount (₹) Per NCD	8,060		
4th Coupon Date	Date*	15 May 2028		
	No of Days	366		
	Amount (₹) Per NCD	8,060		
5th Coupon Date	Date*	15 May 2029		
	No of Days	365		
	Amount (₹) Per NCD	8,060		
Principal/Redemption Amount	Date*	15 May 2029	10 July 2026	10 September 2027
	No. of Days	1826	730	1157
	Amount (₹) Per NCD	1,00,000	1,00,000	1,00,000
Coupon / Dividend Rate		8.06% p.a.	To be discovered through EBP	To be discovered through EBP
Tenor (In Days)		1770 (Residual days)	730	1157
Redemption Date		15 May 2029	10 July 2026	10 September 2027
Redemption Premium/Discount		Not Applicable	Not Applicable	Not Applicable
Coupon/Dividend Payment Frequency		Annually and on Maturity thereafter	Annually and on Maturity thereafter	First Coupon payment will be on 10 September 2025 & Annually & on Maturity thereafter.
Coupon Type (Fixed, floating, or other structure)		Fixed		
Issue Price		To be discovered post announcement of Cutoff Yield through EBP	₹ 1,00,000 per NCD	₹ 1,00,000 per NCD
Premium/ Discount at which security is issued and the effective yield as a result of such premium/ discount		Applicable & To be Discovered post announcement of Cutoff Yield through EBP	Not Applicable	Not Applicable

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**Payment dates subject to change as per the holidays declared in that particular year. Payment convention to be followed as per SEBI Master Circular (SEBI/HO/DDHS/PoD1/P/CIR/2024/54) dated 22 May 2024*

Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.,)	Not Applicable
Day Count Basis (Actual/Actual)	Actual/Actual Interest shall be computed on an "actual/actual basis". Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year-basis.
Interest on Application Money	Not Applicable
Default Interest Rate	2% p.a. over the coupon rate will be payable by the Company for the defaulting period.
Put Date	Not Applicable
Put Price	Not Applicable
Call Date	Not Applicable
Call Price	Not Applicable
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	Not Applicable
Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	Not Applicable
Face Value	₹1,00,000/- per NCD
Minimum Application and in multiples of thereafter	Such number of NCDs qualifying for minimum subscription of Rs. 1 Crore and thereafter multiple of 1 debenture unit (i.e. in multiples of 1 lakh or 10 lakh, as applicable)
Issue Timing	11:30 AM to 12:30 NOON (Subject to changes)
Issue Opening Date	9 July 2024
Issue Closing date	9 July 2024
Date of earliest closing of the issue, if any.	9 July 2024
Pay-in Date	10 July 2024
Deemed Date of Allotment	10 July 2024
Issuance mode of the Instrument	Dematerialized mode only
Trading mode of the Instrument	Dematerialized mode only
Settlement mode of the Instrument	As per the General Information Document
Mode of payment	RTGS / NEFT/ FUND TRANSFER
Depository	NSDL / CDSL
Disclosure of Interest/Dividend / redemption dates	Refer "Coupon Payment Dates"
Business Day	As per General Information Document
Record Date	The date which will be used for determining the Debenture Holder(s) who shall be entitled to receive the amounts due on any due date, which shall be the date falling 15 (Fifteen) calendar days prior to any due date.
Manner of bidding in the issue	Open Bidding

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Manner of allotment	Multiple Yield
Type of Bidding	Option I-Yield Based Option II & III-Coupon Based
Manner of settlement	Through Indian Clearing Corporation Ltd
Designated Account details of ICCL	HDFC Bank: Beneficiary Name: INDIAN CLEARING CORPORATION LTD Account Number: ICCLEB IFSC Code: HDFC0000060
Settlement cycle	T+1 day
Business Day Convention	As per Operational framework issued by SEBI on 10 August 2021, updated by Master Circular dated 22 May 2024: i. If any interest payment falls due on a holiday, such interest (as calculated up to the day preceding the original date of payment) will be paid on the next working day. Date of subsequent interest payment(s) shall remain unchanged. ii. If payment of redemption proceeds (i.e. principal amount along with last interest payment) falls due on a holiday, such redemption proceeds will be paid on the preceding working day. The amount of interest in such case will be calculated upto the date preceding the actual date of payment of redemption proceeds.
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As per General Information Document
Security (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/Placement Memorandum).	The Debentures repayment, interest thereon, Trustees' remuneration and all other monies relating thereto will be secured by a first pari-passu charge on book debts/loan receivables, provided that such security cover shall not be less than 1.00 time the aggregate outstanding value of debentures to be issued under this document. The Company shall ensure that the Required Security Cover which is calculated in accordance with the applicable regulations and circulars of the SEBI as amended from time to time, including the SEBI circular dated 19 May 2022, on 'Revised format of security cover certificate, monitoring and revisions in timelines is also maintained. The Company shall furnish: a) a certificate from an authorised signatory of the Company as on the last day of every month. b) the certificate of a chartered accountant as on the last day of every financial quarter, or if so required under the applicable regulations, including the SEBI circular dated 19 May 2022, on 'Revised format of security cover certificate, monitoring and revisions

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	in timelines (the "SEBI security Cover Certificate") by the statutory auditor, on the last date of each financial quarter, each certifying that the Required Security Cover is maintained, along with the list of loan receivables, forming part of the Secured Property, to the Debenture Trustee over which a first ranking pari-passu charge has been created in favour of the Trustee (for the benefit of the Debenture Holders) as on the date such certificates are submitted.
Transaction Documents	As per General Information Document
Description regarding Security (where applicable) including type of security (movable / immovable / tangible etc.), type of charge (pledge / hypothecation / mortgage etc.), date of creation of security / likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/General Information Document	<p>The Issue shall be secured by a charge created by the Issuer in favor of the Debenture Trustee (for the benefit of the Debenture Holders) on a first ranking pari passu basis by way of hypothecation comprising of the assets of the Issuer (Save and except Permitted Security Interest) as follows:</p> <p>On and from the date of execution of the Deed of Hypothecation, the Issuer shall create a charge over the Hypothecated Property in terms thereof. The Security Cover to be maintained by the Issuer shall not be less than 1.00 (One) time the aggregate principal amount outstanding of the Debentures and the accrued Coupon and/or interest thereon ("Security Cover"). It is clarified that the Security Cover shall be sufficient to cover the principal and coupon/interest amounts outstanding under the Debentures at all times. The Issuer undertakes:</p> <ol style="list-style-type: none"> i. to maintain the value of Security Cover at all times till the obligations under the Issue are discharged. ii. to create the charge over the Hypothecated Property by executing a duly stamped Deed of Hypothecation) prior to the listing. <p>to perfect the charge over the Hypothecated Property by filing the relevant form immediately and no later than 30 (Thirty) calendar days from the date of execution of the Deed of Hypothecation.</p>
Due diligence certificate issued by the Debenture Trustee	As per General Information Document
Terms and conditions of debenture trustee agreement including fees charged by Debenture Trustees(s). details of security to be created	As per General Information Document
Conditions Precedent to Disbursement	As per General Information Document
Conditions Subsequent to Disbursement	As per General Information Document
Event of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	As per General Information Document
Creation of recovery expense fund	As per General Information Document

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Conditions for breach of covenants (as specified in Debenture Trust Deed)	As listed in Annexure E of General Information Document
Provisions related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee	As per General Information Document
Risk factors pertaining to the issue	As per General Information Document
Governing Law and Jurisdiction	The Debentures will be governed by and shall be construed in accordance with the existing Indian laws. Any dispute between the Company and the Debenture holder will be subject to the jurisdiction at Mumbai.
Covenants	As per General Information Document

Note-
While the debt securities are secured to the extent of hundred per cent. of the amount of principal and interest or as per the terms of issue document, in favour of debenture trustee, it is the duty of the debenture trustee to monitor that the security is maintained.

Draft Key Information Document for Issue of
Secured Rated Listed Redeemable Non-Convertible Debentures
on a Private Placement Basis dated 4 June 2024
Series 289 Tranche 2 - (For Company's Internal identification purpose only)

DECLARATION BY THE DIRECTORS THAT -

- a. The Company has complied with the provisions of the Companies Act, 2013 and Rules made thereunder.
- b. The compliance with the Companies Act, 2013 and Rules made thereunder does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government.
- c. The monies received under the Offer shall be used only for the purposes and objects indicated in the General Information Document.

We are authorized by the Board of Directors of the Company by resolution dated 20 March 2024 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Place: Pune

For **Bajaj Finance Limited**

Date: 5 July 2024

Signatory 1

Signatory 2