

Shyamprasad D. Limaye
B.Com. LL.B., F.C.S
Company Secretary

303, Parag-Wahini C.H.S Ltd,
126 Dahanukar Colony, Lane No 4
Kothrud, Pune: 411 038.
Tel.: (O) 25 38 99 85 (R) 25230773
E-mail: shyamprasad.limaye@gmail.com

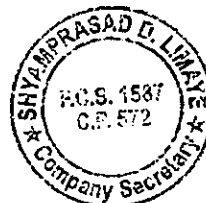
Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,
(Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Bajaj Finserv Limited,
CIN: L65923PN2007PLC130075,
Bajaj Auto Ltd. Complex,
Mumbai-Pune Road,
Akurdi, Pune 411035.

Dear Sir,

1. I, Shyamprasad D. Limaye, a Company Secretary in practice, has been appointed by the Board of Directors of Bajaj Finserv Limited ("The Company") as a scrutinizer for the purpose of Scrutinizing the e-voting process along with instapoll, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 10th Annual General Meeting (AGM) of the members of the Company, held on Wednesday 19th July, 2017 at 4.15 p.m. at Registered office of the Company Bajaj Auto Ltd. Complex, Mumbai-Pune road, Akurdi, Pune 411035.
2. The notice dated 17th May, 2017 convening the 10th Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and on the resolutions contained in the Notice to the 10th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and instapoll is restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the reports generated from the e-voting process system provided by Karvy Computershare Private Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities and instapoll.
4. Further to the above, I submit my report as under:-
 - i. The remote e-voting period remained open from Sunday 16th July, 2017 (9:00 A.M) to Tuesday 18th July, 2017 (5:00 P.M).

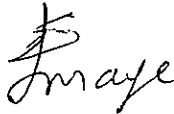


Shyamprasad D. Limaye

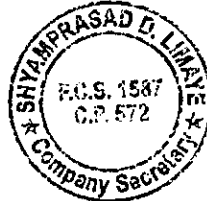
Company Secretary

- ii. The members who were on record of the Company as on the "cut-off" date i.e. Thursday, 13th July, 2017, (End of Day) entitled to vote on the resolutions as set out in the notice of the 10th Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Tuesday 18th July, 2017 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Ms. Ketaki S. Akshikar who are not in the employment of the Company.
- iv. The instapoll was again provided at the 10th Annual General Meeting on Wednesday 19th July, 2017 for those members who attended the meeting but not voted through remote e-voting facility, and such e-voting was unblocked after completion of such voting.
- v. Thereafter considering remote e-voting and votes by instapoll, the combined result of the voting is annexed The details containing inter alia, votes put in or "for", "against", on each of the resolutions that were put to vote, and votes became invalid and number of votes abstained from voting, were generated from the e-voting website of Karvy - i.e. <https://evoting.karvy.com/> and is based on such reports generated.

Thanking You,
Yours faithfully,




Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 19/07/2017



Based on above the Resolutions No. 1 to 7 are passed with requisite majority.

For Bajaj Finserv Limited



Rahul Bajaj
Chairman

BAJAJ FINSERV LIMITED-19/07/2017-BAJAJ FINSERV LTD, AKURDI, PUNE-4110

Ballot Control Report E-Voting & Instapoll MGT-13

Resolution ID	Resolution Desc	Mode	Ballot Received	Total Votes	Favour- Ballots	Favour-Votes	Favour- %	Against- Ballots	Against-Votes	Against-%	Invalid- Ballots	Invalid- Votes	Invalid-%	Abstain- Ballots	Abstain-Votes	Abstain- %	
1	Adoption of standalone financial statements and consolidated financial statements of the Company for the year ended 31 March 2017 and the Directors' and Auditors' Reports thereon	Electronic	481	121126210	477	120549755								4	227777		
		Physical															
		Instapoll	43	13399	43	13399									4	227777	0.19
	TOTAL		524	121139609	520	120563154	99.52							4	227777		
2	Declaration of dividend of Rs. 1.75 (35%) per equity share of face value of Rs. 5 each, for the year ended 31 March 2017	Electronic	481	121126210	477	120549755								4	227777		
		Physical															
		Instapoll	43	13399	43	13399									4	227777	0.19
	TOTAL		524	121139609	520	120563154	99.52							4	227777		
3	Re-appointment of Rahul Bajaj (DIN 00014529), who retires by rotation	Electronic	481	121126210	451	119837054		25	702485					5	237993		
		Physical															
		Instapoll	43	13399	43	13399									5	237993	0.2
	TOTAL		524	121139609	494	119850453	98.94	25	702485	0.58				5	237993		
4	Appointment of S R B C & CO LLP, Chartered Accountants (firm registration no. 324982E/E300003) as Statutory Auditors of the Company for a period of five years and fixing their remuneration for the year 2017-18	Electronic	481	121126210	475	120536221		2	13534					4	227777		
		Physical															
		Instapoll	43	13399	43	13399									4	227777	0.19
	TOTAL		524	121139609	518	120549620	99.51	2	13534	0.01				4	227777		
5	Approval of remuneration to Cost Auditor for the year 2017-18	Electronic	481	121126210	476	120549658		1	97					4	227777		
		Physical															
		Instapoll	43	13399	43	13399									4	227777	0.19
	TOTAL		524	121139609	519	120563057	99.52	1	97					4	227777		
6	Approval of re-appointment of Sanjiv Bajaj as the Managing Director of the Company for a fresh term of five years w.e.f. 1 April 2017 and to fix his remuneration	Electronic	481	121126210	449	119755786		18	364575					14	657171		
		Physical															
		Instapoll	43	13399	43	13399									14	657171	0.54
	TOTAL		524	121139609	492	119769185	98.87	18	364575	0.3				14	657171		
7	Approval of commission to non-executive Directors for a period of five years from 1 April 2017	Electronic	481	121126210	457	120096381		10	23980					14	657171		
		Physical															
		Instapoll	43	13399	43	13399									14	657171	0.54
	TOTAL		524	121139609	500	120109780	99.15	10	23980	0.02				14	657171		



Image