

# BAJAJ FINANCE LIMITED

SEC/PB/2018/111

12 March 2018

<b>The Manager, BSE Limited DCS - CRD Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001</b>	<b>The Manager, Listing Department National Stock Exchange of India Ltd. Exchange Plaza, C-1. Block G, Bandra - Kurla Complex, Bandra (East) Mumbai - 400 051</b>
<b>Scrip Code: 500034</b>	<b>Scrip Code: BAJFINANCE – EQ</b>

**Sub: Result of Postal Ballot and submission of voting result under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”)**

Dear Sirs,

This is further to our letter no. SEC/PB/2018/74 dated 8 February 2018 forwarding copy of the postal ballot notice.

The postal ballot was conducted by the Company pursuant to Section 110 of the Companies Act, 2013, as amended, for obtaining approval of members on the resolutions, as stated in the said notice.

We wish to inform you that Shri Shyamprasad D Limaye, Practising Company Secretary, Scrutiniser appointed for conducting the postal ballot process, has submitted his report to the Chairman of the Company and the result of the postal ballot has been announced by the Chairman today, i.e. on 12 March 2018. The Scrutiniser’s report is placed on the Company’s website.

As per the Scrutiniser’s report, the resolutions have been passed by the members with the requisite majority.

We enclose herewith a copy of the Scrutiniser’s report and a statement containing details of voting results in the prescribed format pursuant to Regulation 44 of the SEBI Listing Regulations, 2015.

Thanking you,

Yours faithfully,  
**For BAJAJ FINANCE LIMITED**

**ANANT DAMLE  
COMPANY SECRETARY**

Encl.: As above

**Shyamprasad D. Limaye**

B.Com. LL.B. F.C.S

**Company Secretary**

Flat No.303, Parag-Wahini C.H.S Ltd,  
126 Dahanukar Colony, Lane No. 4  
Kothrud, Pune: 411038.  
Tel.: (O) 25389985 (R) 25230773  
email:shyamprasad.limaye@gmail.com

**Scrutiniser's Report**

**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies,  
(Management and Administration) Rules, 2014, as amended]**

To,  
The Chairman,  
Bajaj Finance Limited,  
CIN: L65910MH1987PLC042961,  
Akurdi, Pune 411035.

Dear Sir,

1. I, Shyamprasad D Limaye, a Company Secretary in practice, have been appointed by the Board of Directors of Bajaj Finance Limited ("the Company") as a Scrutiniser for the purpose of scrutinising the postal ballot forms and e-voting and ascertaining the requisite majority on voting carried out as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the postal ballot notice dated 01 February, 2018 ("the resolutions").
2. The notice dated 01 February, 2018 seeking approval of members of the Company along with statement setting out material facts under Section 102(1) of the Companies Act, 2013 was sent to the members in respect of the resolutions to be passed, through postal ballot. The Company had also provided remote e-voting facility to the members to vote on the resolution through the electronic voting platform provided by Karvy Computershare Private Limited ("Karvy").
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 postal ballot/remote e-voting on the resolutions for approval of the members of the Company. My responsibility as a Scrutiniser for the postal ballot forms and remote e-voting is restricted to make a Scrutiniser's report of the votes cast in "favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the postal ballot forms received and the reports generated from the e-voting platform provided by Karvy.
4. Further to the above, I submit my report as under:-
  - i. The Company has completed on Wednesday, 07 February, 2018:
    - a) dispatch of postal ballot notice and ballot form along with postage prepaid business reply envelope to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 26 January, 2018 (End of Day) through speed post to the members who have not registered their email ID.
    - b) dispatch of postal ballot notice and ballot form to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 26 January, 2018 (End of Day) through email at their registered email ID.



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- ii. The remote e-voting period remained open from Thursday, 08 February, 2018 (9:00 A.M.) to Friday, 09 March, 2018 (5:00 P.M).
  - iii. The members whose names appeared in the register of members as on the "cut-off" date i.e. Friday, 26 January, 2018, (End of Day) were entitled to vote on the resolutions as set out in the postal ballot notice.
  - iv. The remote e-voting facility was blocked on Friday, 09 March 2018 immediately after the completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Mayur M. Kulkarni who are not in the employment of the Company.
  - v. The postal ballot forms were kept under my safe custody in sealed and tamper proof envelopes before commencing the scrutiny of such postal ballot forms.
  - vi. All postal ballot forms received upto Friday, 09 March, 2018, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after Friday, 09 March, 2018 were not considered. All votes cast on Karvy e-voting platform upto 5.00 p.m. on Friday, 09 March, 2018 were considered for my scrutiny.
  - vii. The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
  - viii. Particulars of all the postal ballot forms received from the members by Friday, 09 March, 2018 are manually entered on the system provided by Karvy.
  - ix. A total of 681 envelopes containing postal ballot forms were returned undelivered. These envelopes are not opened and are kept separately.
  - x. Thereafter considering votes through remote e-voting and votes cast through postal ballot forms, the combined result of the voting is given below. The details containing, *inter alia*, votes cast in "favour "or "against" on the resolutions that were put to vote, and whose 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 my report is based on such reports generated.



**Resolution No. 1**

**Special Resolution under section 180(1)(c) of the Companies Act, 2013, according consent for increase in the borrowing powers of the Company upto Rs. 1,00,000 Crore (Rupees One Lakh Crore only).**

Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
1	Net Valid Votes	353	748*	1,101*	2,16,835	46,45,59,318	46,47,76,153	100.00
2	Votes with Assent	334	693	1,027	2,04,984	46,24,63,805	46,26,68,789	99.55
3	Votes with Dissent	11	47	58	1,668	18,00,143	18,01,811	0.39
4	Abstained Votes	8	11	19	10,183	2,95,370	3,05,553	0.06



**Resolution No. 2**

**Special Resolution under section 180(1)(a) of the Companies Act, 2013, according consent for creation of charge/security on the Company's assets with respect to borrowings up to a maximum amount of Rs. 1,00,000 Crore (Rupees One Lakh Crore only)**

Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
1	Net Valid Votes	353	748*	1,101*	2,16,494	46,45,59,318	46,47,75,812	100.00
2	Votes with Assent	321	692	1,013	2,00,383	46,24,63,687	46,26,64,070	99.55
3	Votes with Dissent	15	48	63	2,303	18,00,261	18,02,564	0.39
4	Abstained Votes	17	11	28	13,808	2,95,370	3,09,178	0.06

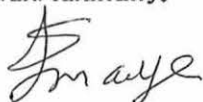
Notes:

1. Net Valid Votes excludes Less Voted shares

2. \*Net valid votes through e-voting includes cases where the shareholders have divided the valid votes into favour and against for both the resolutions. Hence, there is a mismatch in the number of shareholders with valid votes and total no. of shareholders with assent, dissent and abstained.

Thanking You,

Yours faithfully,

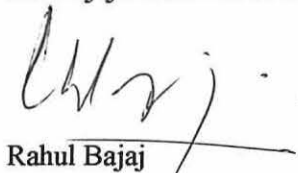


Shyamprasad Limaye  
Company Secretary  
Membership No. FCS 1587 CP 572  
Place: Pune  
Date: 12 March, 2018



Based on the foregoing, I hereby declare that the Resolutions have been passed with the requisite majority.

For Bajaj Finance Limited



Rahul Bajaj  
Chairman  
Date: 12 March, 2018

## Resolution (1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in the borrowing powers of the Company upto Rs. 100,000 Crore				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31,86,78,085	31,86,71,070	99.9978	31,86,71,070	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,86,78,085	31,86,71,070	99.9978	31,86,71,070	0	100.0000
Public- Institutions	E-Voting	16,35,01,186	12,53,62,185	76.6736	12,35,66,341	17,95,844	98.5675	1.4325
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16,35,01,186	12,53,62,185	76.6736	12,35,66,341	17,95,844	98.5675
Public- Non Institutions	E-Voting	9,43,38,037	2,02,30,693	21.4449	2,02,26,394	4,299	99.9788	0.0212
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		2,06,652	0.2191	2,04,984	1,668	99.1928	0.8072
	Total		9,43,38,037	2,04,37,345	21.6639	2,04,31,378	5,967	99.9708
<b>Total</b>		57,65,17,308	46,44,70,600	80.5649	46,26,68,789	18,01,811	99.6121	0.3879



## Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Creation of charge/security on the Company's assets with respect to borrowings up to a maximum amount of Rs. 100,000 Crore				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	31,86,78,085	31,86,71,070	99.9978	31,86,71,070	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31,86,78,085	31,86,71,070	99.9978	31,86,71,070	0	100.0000
Public- Institutions	E-Voting	16,35,01,186	12,53,62,185	76.6736	12,35,66,341	17,95,844	98.5675	1.4325
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16,35,01,186	12,53,62,185	76.6736	12,35,66,341	17,95,844	98.5675
Public- Non Institutions	E-Voting	9,43,38,037	2,02,30,693	21.4449	2,02,26,276	4,417	99.9782	0.0218
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		2,02,686	0.2149	2,00,383	2,303	98.8638	1.1362
	Total		9,43,38,037	2,04,33,379	21.6597	2,04,26,659	6,720	99.9671
Total		57,65,17,308	46,44,66,634	80.5642	46,26,64,070	18,02,564	99.6119	0.3881

