

BAJAJ FINANCE LIMITED

25 July 2019

THE MANAGER, BSE LIMITED DCS - CRD PHIROZE JEEJEEBHOY TOWERS DALAL STREET, MUMBAI - 400 001	THE MANAGER, LISTING DEPARTMENT NATIONAL STOCK EXCHANGE OF INDIA LTD. EXCHANGE PLAZA, C-1. BLOCK G, BANDRA - KURLA COMPLEX, BANDRA (EAST) MUMBAI - 400 051
SCRIP CODE: 500034	SCRIP CODE: BAJFINANCE – EQ

Dear Sir/Madam,

Sub: Announcement of Outcome of 32nd Annual General Meeting (AGM) held on 25 July 2019

Ref: Submission of Voting Results pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations, 2015').

We wish to inform you that 32nd AGM of the Company was held on Thursday, 25 July 2019 at 12.15 p.m. at the registered office of the Company at Akurdi, Pune 411 035.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made thereunder, as amended ('Rules') and Regulation 44 of the SEBI Listing Regulations, 2015, the Company had provided facility for remote e-voting to the members as on 19 July 2019 (being the cut-off date for the purpose of e-voting) to cast their votes on the items of business stated in the AGM notice. The remote e-voting system was open from Monday, 22 July 2019 (9.00 a.m.) to Wednesday, 24 July 2019 (5.00 p.m.).

As required under the said Rules, electronic voting facility was also made available at the venue of the AGM and members attending the meeting who had not already cast their votes by remote e-voting were able to cast their vote at the venue of the meeting using electronic voting (InstaPoll).

The Company has now received the consolidated report of the Scrutiniser, confirming details of voting through remote e-voting and details of electronic voting at the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of the AGM, i.e. on 25 July 2019.

A disclosure of proceedings of the meeting (Annexure-1) and voting results of the meeting (Annexure-2) in terms of Regulations 30 and 44 of the SEBI Listing Regulations, 2015 and the business considered and approved by the members with requisite majority is enclosed, together with the Scrutiniser's consolidated report on e-voting (Annexure-3). A copy of the same is also being placed on the Company's website & on the website of Karvy Fintech Private Limited.

Kindly acknowledge and take the same on record.

Thanking you,
Yours faithfully,
For **BAJAJ FINANCE LIMITED**


R. VIJAY
COMPANY SECRETARY
Email ID: investor.service@bajajfinserv.in



Encl.: As above

BAJAJ FINANCE LIMITED

Summary of proceedings of the 32nd Annual General Meeting of the Company held on Thursday, 25 July 2019 at 12.15 p.m. at the registered office of the Company at Akurdi, Pune - 411 035.

- Shri Rahul Bajaj, Chairman of the Company chaired the meeting.
- The requisite quorum, being present, Chairman called the meeting to order.
- The Chairman informed the Members that the Company had provided the facility of one-way Live Webcast of the proceedings of this AGM which could be viewed live by the Members by logging on the e-voting website of the Registrar, Karvy Fintech Private Limited (Karvy).
- The Chairman introduced the Directors and officials present on the dais and confirmed the presence of Shri Nanoo Pamnani, Chairman of the Audit Committee and Nomination and Remuneration Committee and Shri Ranjan Sanghi, Chairman of Stakeholder Relationship Committee; Shri Arvind Sethi, Partner, S R B C & CO LLP, Chartered Accountants (Registration No. 324982E/E300003), Statutory Auditors of the Company and Shri Shyamprasad D. Limaye, the Secretarial Auditor and Scrutiniser appointed by the Company to scrutinise the e-voting process on the resolutions proposed in the notice of the said meeting.
- The Chairman then delivered his opening address.
- The Chairman, thereafter, informed the members that the Company had provided the members the facility to cast their votes electronically, on all the resolutions set forth in the notice. Members who were present at the meeting and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there would be no voting by show of hands.
- Members made their comments and raised their queries.
- Clarifications were provided by Shri Rajeev Jain, Managing Director to the queries raised by the members.
- The Chairman, thereafter, thanked all the members for their participation at the Annual General Meeting and for their constructive suggestions and comments.
- The Chairman then authorised the Company Secretary to carry out the e-voting process and to declare the results of voting after receipt of Scrutinisers Report.
- The following items of business as per the Notice of 32nd Annual General Meeting were transacted at the meeting and were approved with requisite majority:

Ordinary Business

1. Adoption of standalone and consolidated financial statements for the year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon
2. Declaration of dividend of ₹ 6 per share of face value of ₹ 2 each for the year ended 31 March 2019.
3. Re-appointment of Rajivnayan Rahulkumar Bajaj, director, who retires by rotation.

Special business passed as Special Resolution except item no. 4 and 5

4. Appointment of Naushad Darius Forbes as an independent director.
5. Appointment of Anami N Roy as an independent director.
6. Re-appointment of Nanoo Gobindram Pamnani as an independent director.
7. Re-appointment of Dipak Kumar Poddar as an independent director.
8. Re-appointment of Ranjan Surajprakash Sanghi as an independent director.
9. Re-appointment of Balaji Rao Jagannathrao Doveton as an independent director.
10. Re-appointment of Omkar Goswami as an independent director.
11. Re-appointment of Gita Piramal as an independent director.
12. Approval for continuation of Rahulkumar Kamalnayan Bajaj as non-executive and non-independent director.
13. Issue of non-convertible debentures through private placement.

	BAJAJ FINANCE LIMITED
Date of the AGM/EGM	25-07-2019
Total number of shareholders on record date	199668
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	7
Public:	253
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/Special)	ORDINARY - Adoption of financial statements for the year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	76,882,913	77.4141	76,882,913	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		76,882,913	77.4141	76,882,913	0	100.0000	0.0000
Public- Non Institutions	E-Voting	142,727,562	49,604,288	34.7545	49,600,951	3,337	99.9932	0.0067
	Poll		2,475,569	1.7345	2,475,569	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,079,857	36.489	52,076,520	3,337	99.9936	0.0064
Total		579,894,198	466,815,515	80.5001	466,812,178	3,337	99.9993	0.0007



Resolution No.	2							
Resolution required: (Ordinary/Special)	ORDINARY - Declaration of dividend							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	76,927,913	77.4594	76,927,913	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		76,927,913	77.4594	76,927,913	0	100.0000	0.0000
Public- Non Institutions	E-Voting	142,727,562	49,879,297	34.9472	49,848,582	30,715	99.9384	0.0615
	Poll		2,475,569	1.7345	2,475,559	10	99.9995	0.0004
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,354,866	36.6817	52,324,141	30,725	99.9413	0.0587
Total		579,894,198	467,135,524	80.5553	467,104,799	30,725	99.9934	0.0066

Resolution No.	3							
Resolution required: (Ordinary/Special)	ORDINARY - Re-appointment of Rajivnayan Rahul Kumar Bajaj, director, who retires by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	76,588,878	77.1180	76,463,732	125,146	99.8366	0.1633
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		76,588,878	77.118	76,463,732	125,146	99.8366	0.1634
Public- Non Institutions	E-Voting	142,727,562	49,879,201	34.9471	43,540,643	6,338,558	87.2921	12.7078
	Poll		2,475,569	1.7345	2,475,569	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,354,770	36.6816	46,016,212	6,338,558	87.8931	12.1069
Total		579,894,198	466,796,393	80.4968	460,332,689	6,463,704	98.6153	1.3847



Resolution No.	4							
Resolution required: (Ordinary/Special)	ORDINARY - Appointment of Naushad Darius Forbes as an independent director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	74,817,272	75.3341	74,692,126	125,146	99.8327	0.1672
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		74,817,272	75.3341	74,692,126	125,146	99.8327	0.1673
Public- Non Institutions	E-Voting	142,727,562	49,639,801	34.7794	46,922,389	2,717,412	94.5257	5.4742
	Poll		2,475,569	1.7345	2,475,569	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,115,370	36.5139	49,397,958	2,717,412	94.7858	5.2142
Total		579,894,198	464,785,387	80.1500	461,942,829	2,842,558	99.3884	0.6116

Resolution No.	5							
Resolution required: (Ordinary/Special)	ORDINARY - Appointment of Anami N Roy as an independent director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	74,817,272	75.3341	74,692,126	125,146	99.8327	0.1672
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		74,817,272	75.3341	74,692,126	125,146	99.8327	0.1673
Public- Non Institutions	E-Voting	142,727,562	49,639,801	34.7794	46,922,389	2,717,412	94.5257	5.4742
	Poll		2,475,569	1.7345	2,475,569	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,115,370	36.5139	49,397,958	2,717,412	94.7858	5.2142
Total		579,894,198	464,785,387	80.1500	461,942,829	2,842,558	99.3884	0.6116



Resolution No.	6							
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Nanoo Gobindram Pamnani as an independent director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	74,773,726	75.2903	66,960,070	7,813,656	89.5502	10.4497
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		74,773,726	75.2903	66,960,070	7,813,656	89.5503	10.4497
Public- Non Institutions	E-Voting	142,727,562	49,617,519	34.7638	43,619,219	5,998,300	87.9109	12.0890
	Poll		2,475,569	1.7345	2,475,569	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,093,088	36.4983	46,094,788	5,998,300	88.4854	11.5146
Total	579,894,198	464,719,559	80.1387	450,907,603	13,811,956	97.0279	2.9721	

Resolution No.	7							
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Dipak Kumar Poddar as an independent director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	74,773,726	75.2903	63,084,175	11,689,551	84.3667	15.6332
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		74,773,726	75.2903	63,084,175	11,689,551	84.3668	15.6332
Public- Non Institutions	E-Voting	142,727,562	49,856,836	34.9315	45,901,956	3,954,880	92.0675	7.9324
	Poll		2,475,569	1.7345	2,475,203	366	99.9852	0.0147
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,332,405	36.666	48,377,159	3,955,246	92.4421	7.5579
Total	579,894,198	464,958,876	80.1799	449,314,079	15,644,797	96.6352	3.3648	



Resolution No.	8							
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Ranjan Surajprakash Sanghi as an independent director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	74,270,318	74.7834	65,948,539	8,321,779	88.7952	11.2047
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		74,270,318	74.7834	65,948,539	8,321,779	88.7953	11.2047
Public- Non Institutions	E-Voting	142,727,562	49,617,436	34.7637	33,662,787	15,954,649	67.8446	32.1553
	Poll		2,475,569	1.7345	2,475,569	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,093,005	36.4982	36,138,356	15,954,649	69.3728	30.6272
Total		579,894,198	464,216,068	80.0519	439,939,640	24,276,428	94.7704	5.2296

Resolution No.	9							
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Balaji Rao Jagannathrao Doveton as an independent director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	74,773,726	75.2903	66,960,070	7,813,656	89.5502	10.4497
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		74,773,726	75.2903	66,960,070	7,813,656	89.5503	10.4497
Public- Non Institutions	E-Voting	142,727,562	49,617,436	34.7637	45,874,290	3,743,146	92.4559	7.5440
	Poll		2,475,569	1.7345	2,475,203	366	99.9852	0.0147
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,093,005	36.4982	48,349,493	3,743,512	92.8138	7.1862
Total		579,894,198	464,719,476	80.1387	453,162,308	11,557,168	97.5131	2.4869



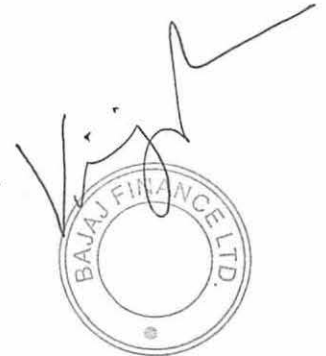
Resolution No.	10							
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Omkar Goswami as an independent director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	74,817,272	75.3341	69,601,237	5,216,035	93.0283	6.9716
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		74,817,272	75.3341	69,601,237	5,216,035	93.0283	6.9717
Public- Non Institutions	E-Voting	142,727,562	49,686,842	34.8124	24,888,379	24,798,463	50.0904	49.9095
	Poll		2,475,569	1.7345	2,475,569	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,162,411	36.5469	27,363,948	24,798,463	52.4591	47.5409
Total		579,894,198	464,832,428	80.1581	434,817,930	30,014,498	93.5429	6.4571

Resolution No.	11							
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Gita Piramal as an independent director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	74,817,272	75.3341	74,692,126	125,146	99.8327	0.1672
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		74,817,272	75.3341	74,692,126	125,146	99.8327	0.1673
Public- Non Institutions	E-Voting	142,727,562	49,686,925	34.8124	48,660,701	1,026,224	97.9346	2.0653
	Poll		2,475,569	1.7345	2,475,203	366	99.9852	0.0147
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,162,494	36.5469	51,135,904	1,026,590	98.0319	1.9681
Total		579,894,198	464,832,511	80.1582	463,680,775	1,151,736	99.7522	0.2478



Resolution No.	12							
Resolution required: (Ordinary/Special)	SPECIAL - Continuation of Rahul Kumar Kamalnayan Bajaj as a non-executive and non-independent director of the Company, liable to retire by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	76,588,878	77.1180	76,584,438	4,440	99.9942	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		76,588,878	77.118	76,584,438	4,440	99.9942	0.0058
Public- Non Institutions	E-Voting	142,727,562	49,926,242	34.9801	47,836,145	2,090,097	95.8136	4.1863
	Poll		2,475,569	1.7345	2,475,569	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,401,811	36.7146	50,311,714	2,090,097	96.0114	3.9886
Total		579,894,198	466,843,434	80.5049	464,748,897	2,094,537	99.5513	0.4487

Resolution No.	13							
Resolution required: (Ordinary/Special)	SPECIAL - Issue of non-convertible debentures through private placement							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337,852,745	337,852,745	100.0000	337,852,745	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		337,852,745	100.0000	337,852,745	0	100.0000	0.0000
Public- Institutions	E-Voting	99,313,891	76,927,913	77.4594	76,923,476	4,437	99.9942	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		76,927,913	77.4594	76,923,476	4,437	99.9942	0.0058
Public- Non Institutions	E-Voting	142,727,562	49,926,232	34.9801	47,332,173	2,594,059	94.8042	5.1957
	Poll		2,475,569	1.7345	2,475,569	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,401,801	36.7146	49,807,742	2,594,059	95.0497	4.9503
Total		579,894,198	467,182,459	80.5634	464,583,963	2,598,496	99.4438	0.5562



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 Finance Ltd,
CIN: L65910MH1987PLC042961,
Bajaj Auto Ltd. Complex,
Mumbai-Pune Road,
Akurdi, Pune 411035.

Dear Sir,

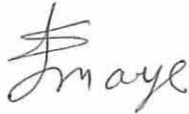
1. I, Shyamprasad D. Limaye, a Company Secretary in practice, has been appointed by the Board of Directors of Bajaj Finance Limited ("The Company") as a scrutinizer for the purpose of Scrutinizing the e-voting process along with instapoll, and ascertaining the requisite majority on voting carried out 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 32nd Annual General Meeting (AGM) of the members of the Company, held on Thursday, 25th July, 2019 at 12.15 p.m. at Registered office of the Company at Mumbai-Pune road, Akurdi, Pune 411035.
2. The notice dated 16th May, 2019 convening the 32nd AGM of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the members 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 on the resolutions contained in the Notice to the 32nd 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 Fintech Private Limited (Karvy), 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 Monday, 22th July, 2019 (9:00 A.M) to Wednesday, 24th July, 2019 (5:00 P.M).
 - ii. The members who were the members of the Company on the "cut-off" date i.e. Friday, 19th July, 2019, (End of Day) were entitled to vote on the resolutions as set out in the notice of the 32nd AGM of the Company.

Shyamprasad D. Limaye

Company Secretary

- iii. The votes cast via remote e-voting were blocked on Wednesday, 24th July, 2019 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Rohit Panshikar who are not in the employment of the Company.
- iv. The instapoll was provided at the 32nd AGM on Thursday, 25th July, 2019 for those members who attended the meeting but not voted through remote e-voting facility. The remote e-voting was unblocked after completion of voting at the AGM through instapoll.
- 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 "for" or "against", on each of 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 is based on such reports generated.

Thanking You,
Yours faithfully,



Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 25/07/2019

Based on foregoing, the Resolutions no.1 to 13 have been passed with requisite majority.

For Bajaj Finance Limited



Rahul Kumar Bajaj
Chairman of the Meeting



BAJAJ FINANCE LIMITED-25/07/2019-AKURDI,PUNE-411035 eVoting and Instapoll

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Adoption of financial statements for the year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon	1029	469141509	995	466812178	99.9993	1	3337	0.0007	0	0	33	797105	1528889
2	Declaration of dividend	1029	469141509	1005	467104799	99.9934	6	30725	0.0066	0	0	18	477096	1528889
3	Re-appointment of Rajivnayan Rahulkumar Bajaj, director, who retires by rotation	1029	469141509	915	460332689	98.6153	99	6463704	1.3847	0	0	21	816227	1528889
4	Appointment of Naushad Darius Forbes as an independent director	1029	469141509	961	461942829	99.3884	38	2842558	0.6116	0	0	34	2827233	1528889
5	Appointment of Anami N Roy as an independent director	1029	469141509	961	461942829	99.3884	38	2842558	0.6116	0	0	34	2827233	1528889
6	Re-appointment of Nanoo Gobindram Pamnani as an independent director	1029	469141509	859	450907603	97.0279	147	13811956	2.9721	0	0	27	2893061	1528889
7	Re-appointment of Dipak Kumar Poddar as an independent director	1029	469141509	864	449314079	96.6352	140	15644797	3.3648	0	0	25	2653744	1528889
8	Re-appointment of Ranjan Surajprakash Sanghi as an independent director	1029	469141509	767	439939640	94.7704	232	24276428	5.2296	0	0	35	3396552	1528889
9	Re-appointment of Balaji Rao Jagannathrao Doveton as an independent director	1029	469141509	888	453162308	97.5131	117	11557168	2.4869	0	0	28	2893144	1528889

10	Re-appointment of Omkar Goswami as an independent director	1029	469141509	697	434817930	93.5429	314	30014498	6.4571	0	0	24	2780192	1528889
11	Re-appointment of Gita Piramal as an independent director	1029	469141509	984	463680775	99.7522	25	1151736	0.2478	0	0	23	2780109	1528889
12	Continuation of Rahulkumar Kamalnayan Bajaj as a non-executive and non-independent director of the Company, liable to retire by rotation	1029	469141509	960	464748897	99.5513	62	2094537	0.4487	0	0	11	769186	1528889
13	Issue of non-convertible debentures through private placement	1029	469141509	977	464583963	99.4438	43	2598496	0.5562	0	0	11	430161	1528889



Shyamprasad D. Limaye
Company Secretary
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BAJAJ FINANCE LIMITED-25/07/2019-AKURDI,PUNE-411035 Evoting

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Adoption of financial statements for the year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon	922	466665940	888	464336609	99.9993	1	3337	0.0007	0	0	33	797105	1528889
2	Declaration of dividend	922	466665940	901	464629240	99.9934	3	30715	0.0066	0	0	18	477096	1528889
3	Re-appointment of Rajivnayan Rahulkumar Bajaj, director, who retires by rotation	922	466665940	808	457857120	98.6079	99	6463704	1.3921	0	0	21	816227	1528889
4	Appointment of Naushad Darius Forbes as an independent director	922	466665940	854	459467260	99.3851	38	2842558	0.6149	0	0	34	2827233	1528889
5	Appointment of Anami N Roy as an independent director	922	466665940	854	459467260	99.3851	38	2842558	0.6149	0	0	34	2827233	1528889
6	Re-appointment of Nanoo Gobindram Pamnani as an independent director	922	466665940	752	448432034	97.012	147	13811956	2.988	0	0	27	2893061	1528889
7	Re-appointment of Dipak Kumar Poddar as an independent director	922	466665940	758	446838876	96.6173	139	15644431	3.3827	0	0	25	2653744	1528889
8	Re-appointment of Ranjan Surajprakash Sanghi as an independent director	922	466665940	660	437464071	94.7424	232	24276428	5.2576	0	0	35	3396552	1528889

9	Re-appointment of Balaji Rao Jagannathrao Doveton as an independent director	922	466665940	782	450687105	97.4998	116	11556802	2.5002	0	0	28	2893144	1528889
10	Re-appointment of Omkar Goswami as an independent director	922	466665940	590	432342361	93.5084	314	30014498	6.4916	0	0	24	2780192	1528889
11	Re-appointment of Gita Piramal as an independent director	922	466665940	878	461205572	99.751	24	1151370	0.249	0	0	23	2780109	1528889
12	Continuation of Rahulkumar Kamalnayan Bajaj as a non-executive and non-independent director of the Company, liable to retire by rotation	922	466665940	853	462273328	99.5489	62	2094537	0.4511	0	0	11	769186	1528889
13	Issue of non-convertible debentures through private placement	922	466665940	870	462108394	99.4408	43	2598496	0.5592	0	0	11	430161	1528889

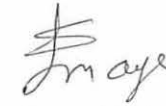


Shyamprasad D. Limaye
Company Secretary
FCS 1587 cp 572

BAJAJ FINANCE LIMITED-25/07/2019-AKURDI,PUNE-411035 Instapoll

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Adoption of financial statements for the year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon	107	2475569	107	2475569	100	0	0	0	0	0	0	0	0
2	Declaration of dividend	107	2475569	104	2475559	99.9996	3	10	0.0004	0	0	0	0	0
3	Re-appointment of Rajivnayan Rahul Kumar Bajaj, director, who retires by rotation	107	2475569	107	2475569	100	0	0	0	0	0	0	0	0
4	Appointment of Naushad Darius Forbes as an independent director	107	2475569	107	2475569	100	0	0	0	0	0	0	0	0
5	Appointment of Anami N Roy as an independent director	107	2475569	107	2475569	100	0	0	0	0	0	0	0	0
6	Re-appointment of Nanoo Gobindram Pamnani as an independent director	107	2475569	107	2475569	100	0	0	0	0	0	0	0	0
7	Re-appointment of Dipak Kumar Poddar as an independent director	107	2475569	106	2475203	99.9852	1	366	0.0148	0	0	0	0	0
8	Re-appointment of Ranjan Surajprakash Sanghi as an independent director	107	2475569	107	2475569	100	0	0	0	0	0	0	0	0
9	Re-appointment of Balaji Rao Jagannathrao Doveton as an independent director	107	2475569	106	2475203	99.9852	1	366	0.0148	0	0	0	0	0

10	Re-appointment of Omkar Goswami as an independent director	107	2475569	107	2475569	100	0	0	0	0	0	0	0	0
11	Re-appointment of Gita Piramal as an independent director	107	2475569	106	2475203	99.9852	1	366	0.0148	0	0	0	0	0
12	Continuation of Rahul Kumar Kamalnayan Bajaj as a non-executive and non-independent director of the Company, liable to retire by rotation	107	2475569	107	2475569	100	0	0	0	0	0	0	0	0
13	Issue of non-convertible debentures through private placement	107	2475569	107	2475569	100	0	0	0	0	0	0	0	0



Shyamprasad D. Limaye
Company Secretary
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