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**Subject: Announcement of Outcome of 12<sup>th</sup> Annual General Meeting (AGM) held on 25 July 2019**

**Reference: Submission of Voting Results pursuant to Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

We wish to inform you that Twelfth AGM of the Company was held on Thursday, 25 July 2019 at 4.15 p.m. at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune.

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 Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for remote e-voting to the shareholders 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 am) to Wednesday, 24 July 2019 (5.00 pm)**.

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 Scrutinizer, (which has been counter-signed by Shri Nanoo Pamnani, Chairman of the meeting) confirming details of voting through remote e-voting and details of electronic voting (by InstaPoll) 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 voting results of the meeting in terms of Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the businesses considered and approved by the shareholders with an overwhelming majority is enclosed, together with the Scrutinizer's consolidated report on e-voting. A copy of the same is also being placed on the Company's website and on the website of Karvy Fintech Private Ltd., Registrar & Transfer Agent of the Company.

Kindly acknowledge and take the same on record.

Thanking you,  
Yours faithfully,

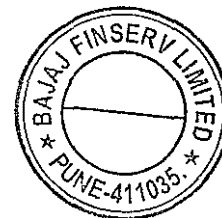
**For Bajaj Finserv Limited**

*Sonal R Tiwari*  
**Sonal R Tiwari**

**Company Secretary**

**Bajaj Finserv Limited**

Encl: as above



	BAJAJ FINSERV LIMITED
<b>Date of the AGM/EGM</b>	25-07-2019
<b>Total number of shareholders on record date</b>	110155
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	27
<b>Public:</b>	102
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019 and the Directors' and Auditors' Reports thereon.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9,65,81,841</b>	<b>99.9688</b>	<b>9,65,81,841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,41,27,095	1,71,24,174	70.9749	1,71,23,074	1,100	99.9935	0.0064	1,68,739
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,75,29,676</b>	<b>72.6556</b>	<b>1,75,28,576</b>	<b>1,100</b>	<b>99.9937</b>	<b>0.0063</b>	<b>1,68,739</b>
Public- Non Institutions	E-Voting	3,83,97,068	97,05,309	25.2762	97,05,309	0	100.0000	0.0000	837
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,00,33,982</b>	<b>26.1322</b>	<b>1,00,33,982</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>837</b>
<b>Total</b>		<b>15,91,36,111</b>	<b>12,41,45,499</b>	<b>78.0121</b>	<b>12,41,44,399</b>	<b>1,100</b>	<b>99.9991</b>	<b>0.0009</b>	<b>1,69,576</b>

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend of Rs.2.50 per equity share 50 of face value of Rs. 5 each, for the year ended 31 March 2019.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9,65,81,841</b>	<b>99.9688</b>	<b>9,65,81,841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,41,27,095	1,71,83,052	71.2189	1,71,83,052	0	100.0000	0.0000	1,09,861
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,75,88,554</b>	<b>72.8996</b>	<b>1,75,88,554</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	3,83,97,068	97,06,146	25.2784	97,06,146	0	100.0000	0.0000	0
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,00,34,819</b>	<b>26.1344</b>	<b>1,00,34,819</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>15,91,36,111</b>	<b>12,42,05,214</b>	<b>78.0497</b>	<b>12,42,05,214</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>1,09,861</b>

Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Madhurkumar Ramkrishnaji Bajaj, 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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9,65,81,841</b>	<b>99.9688</b>	<b>9,65,81,841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	2,41,27,095	1,71,83,052	71.2189	1,65,75,280	6,07,772	96.4629	3.5370	1,09,861
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,75,88,554</b>	<b>72.8996</b>	<b>1,69,80,782</b>	<b>6,07,772</b>	<b>96.5445</b>	<b>3.4555</b>	<b>1,09,861</b>
Public- Non Institutions	E-Voting	3,83,97,068	97,06,146	25.2784	97,06,021	125	99.9987	0.0012	0
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,00,34,819</b>	<b>26.1344</b>	<b>1,00,34,694</b>	<b>125</b>	<b>99.9988</b>	<b>0.0012</b>	<b>0</b>
<b>Total</b>		<b>15,91,36,111</b>	<b>12,42,05,214</b>	<b>78.0497</b>	<b>12,35,97,317</b>	<b>6,07,897</b>	<b>99.5106</b>	<b>0.4894</b>	<b>1,09,861</b>

Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to Cost Auditor for the financial year 2019-20								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9,65,81,841</b>	<b>99.9688</b>	<b>9,65,81,841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,41,27,095	1,71,83,052	71.2189	1,71,83,052	0	100.0000	0.0000	1,09,861
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,75,88,554</b>	<b>72.8996</b>	<b>1,75,88,554</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	3,83,97,068	97,06,146	25.2784	97,06,021	125	99.9987	0.0012	0
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,00,34,819</b>	<b>26.1344</b>	<b>1,00,34,694</b>	<b>125</b>	<b>99.9988</b>	<b>0.0012</b>	<b>0.0000</b>
<b>Total</b>		<b>15,91,36,111</b>	<b>12,42,05,214</b>	<b>78.0497</b>	<b>12,42,05,089</b>	<b>125</b>	<b>99.9999</b>	<b>0.0001</b>	<b>1,09,861</b>

Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Anami N Roy as an independent director of the Company for a first term of five consecutive years with effect from 1 January 2019								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
Public- Institutions	E-Voting	2,41,27,095	1,71,83,052	71.2189	1,65,68,875	6,14,177	96.4256	3.5743	1,09,861
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,75,88,554	72.8996	1,69,74,377	6,14,177	96.5081	3.4919	1,09,861
Public- Non Institutions	E-Voting	3,83,97,068	97,06,146	25.2784	97,06,021	125	99.9987	0.0012	0
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,00,34,819	26.1344	1,00,34,694	125	99.9988	0.0012	0
Total		15,91,36,111	12,42,05,214	78.0497	12,35,90,912	6,14,302	99.5054	0.4946	1,09,861

Resolution No.	6								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Manish Santoshkumar Kejriwal as a non-executive and non-independent director of the Company								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9,65,81,841</b>	<b>99.9688</b>	<b>9,65,81,841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	2,41,27,095	1,71,83,052	71.2189	1,67,94,410	3,88,642	97.7382	2.2617	1,09,861
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,75,88,554</b>	<b>72.8996</b>	<b>1,71,99,912</b>	<b>3,88,642</b>	<b>97.7904</b>	<b>2.2096</b>	<b>1,09,861</b>
Public- Non Institutions	E-Voting	3,83,97,068	97,06,146	25.2784	97,06,017	129	99.9986	0.0013	0
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,00,34,819</b>	<b>26.1344</b>	<b>1,00,34,690</b>	<b>129</b>	<b>99.9987</b>	<b>0.0013</b>	<b>0</b>
<b>Total</b>		<b>15,91,36,111</b>	<b>12,42,05,214</b>	<b>78.0497</b>	<b>12,38,16,443</b>	<b>3,88,771</b>	<b>99.6870</b>	<b>0.3130</b>	<b>1,09,861</b>

Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Nanoo Gobindram Pamnani as an independent director of the Company for a second term of five consecutive years with effect from 1 April 2019								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
Public- Institutions	E-Voting	2,41,27,095	1,71,54,520	71.1006	1,54,21,310	17,33,210	89.8964	10.1035	1,38,393
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,75,60,022	72.7813	1,58,26,812	17,33,210	90.1298	9.8702	1,38,393
Public- Non Institutions	E-Voting	3,83,97,068	97,00,740	25.2643	96,63,446	37,294	99.6155	0.3844	5,406
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,00,29,413	26.1203	99,92,119	37,294	99.6282	0.3718	5,406
Total		15,91,36,111	12,41,71,276	78.0283	12,24,00,772	17,70,504	98.5741	1.4259	1,43,799



Resolution No.	8								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Balaji Rao Jagannathrao Doveton as an independent director of the Company for a second term of five consecutive years with effect from 1 April 2019								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9,65,81,841</b>	<b>99.9688</b>	<b>9,65,81,841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,41,27,095	1,71,72,697	71.1760	1,55,89,778	15,82,919	90.7823	9.2176	1,20,216
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,75,78,199</b>	<b>72.8567</b>	<b>1,59,95,280</b>	<b>15,82,919</b>	<b>90.9950</b>	<b>9.0050</b>	<b>1,20,216</b>
Public- Non Institutions	E-Voting	3,83,97,068	97,00,739	25.2643	96,63,445	37,294	99.6155	0.3844	5,407
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,00,29,412</b>	<b>26.1203</b>	<b>99,92,118</b>	<b>37,294</b>	<b>99.6282</b>	<b>0.3718</b>	<b>5,407</b>
<b>Total</b>		<b>15,91,36,111</b>	<b>12,41,89,452</b>	<b>78.0398</b>	<b>12,25,69,239</b>	<b>16,20,213</b>	<b>98.6954</b>	<b>1.3046</b>	<b>1,25,623</b>

Resolution No.	9								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Dr. Gita Piramal as an independent director of the Company for a second term of five consecutive years with effect from 16 July 2019								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
Public- Institutions	E-Voting	2,41,27,095	1,71,83,052	71.2189	1,70,31,706	1,51,346	99.1192	0.8807	1,09,861
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,75,88,554	72.8996	1,74,37,208	1,51,346	99.1395	0.8605	1,09,861
Public- Non Institutions	E-Voting	3,83,97,068	97,06,146	25.2784	96,78,110	28,036	99.7111	0.2888	0
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,00,34,819	26.1344	1,00,06,783	28,036	99.7206	0.2794	0
Total		15,91,36,111	12,42,05,214	78.0497	12,40,25,832	1,79,382	99.8556	0.1444	1,09,861

Resolution No.	10								
Resolution required: (Ordinary/ Special)	SPECIAL - Continuation of Rahul Kumar Kamalnayan Bajaj as a non-executive and non-independent director of the Company from 1 April 2019 to 16 May 2019								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9,65,81,841</b>	<b>99.9688</b>	<b>9,65,81,841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,41,27,095	1,71,83,052	71.2189	1,71,56,098	26,954	99.8431	0.1568	1,09,861
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,75,88,554</b>	<b>72.8996</b>	<b>1,75,61,600</b>	<b>26,954</b>	<b>99.8468</b>	<b>0.1532</b>	<b>1,09,861</b>
Public- Non Institutions	E-Voting	3,83,97,068	97,06,145	25.2783	97,06,016	129	99.9986	0.0013	1
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,00,34,818</b>	<b>26.1343</b>	<b>1,00,34,689</b>	<b>129</b>	<b>99.9987</b>	<b>0.0013</b>	<b>1</b>
<b>Total</b>		<b>15,91,36,111</b>	<b>12,42,05,213</b>	<b>78.0497</b>	<b>12,41,78,130</b>	<b>27,083</b>	<b>99.9782</b>	<b>0.0218</b>	<b>1,09,862</b>

Resolution No.	11								
Resolution required: (Ordinary/ Special)	SPECIAL - Approval relating to payment of remuneration to Sanjivnayan Rahul Kumar Bajaj, Managing Director CEO of the Company								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	9,66,11,948	9,65,81,841	99.9688	9,65,81,841	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9,65,81,841</b>	<b>99.9688</b>	<b>9,65,81,841</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,41,27,095	1,71,83,052	71.2189	99,52,569	72,30,483	57.9208	42.0791	1,09,861
	Poll		4,05,502	1.6807	4,05,502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,75,88,554</b>	<b>72.8996</b>	<b>1,03,58,071</b>	<b>72,30,483</b>	<b>58.8910</b>	<b>41.1090</b>	<b>1,09,861</b>
Public- Non Institutions	E-Voting	3,83,97,068	97,06,145	25.2783	97,06,016	129	99.9986	0.0013	1
	Poll		3,28,673	0.8560	3,28,673	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,00,34,818</b>	<b>26.1343</b>	<b>1,00,34,689</b>	<b>129</b>	<b>99.9987</b>	<b>0.0013</b>	<b>1</b>
<b>Total</b>		<b>15,91,36,111</b>	<b>12,42,05,213</b>	<b>78.0497</b>	<b>11,69,74,601</b>	<b>72,30,612</b>	<b>94.1785</b>	<b>5.8215</b>	<b>1,09,862</b>

**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

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## 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 12<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday 25<sup>th</sup> July, 2019 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 16<sup>th</sup> May, 2019 convening the 12<sup>th</sup> 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 of the 12<sup>th</sup> 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, the authorized agency engaged by the Company, to provide remote e-voting facilities and instapoll.

Shyamprasad D. Limaye

Company Secretary

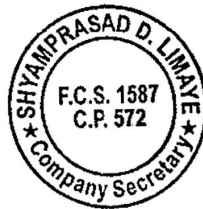
4. Further to the above, I submit my report as under:-

- i. The remote e-voting period remained open from Monday 22<sup>nd</sup> July, 2019 (9:00 A.M) to Wednesday 24<sup>th</sup> July, 2019 (5:00 P.M).
- ii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 19<sup>th</sup> July, 2019, (End of Day) entitled to vote on the resolutions as set out in the notice of the 12<sup>th</sup> AGM of the Company.
- iii. The votes cast via remote e-voting were blocked on Wednesday 24<sup>th</sup> July, 2019 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neeikanth G. Limaye and Mr. Rohit Panshikar who are not in the employment of the Company.
- iv. The instapoll was provided at the 12<sup>th</sup> AGM on Thursday 25<sup>th</sup> July, 2019 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 "for", or "against", on each of the resolutions that were put to vote, and votes which 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 above the Resolutions No. 1 to 11 are passed with requisite majority.

**For Bajaj Finserv Limited**



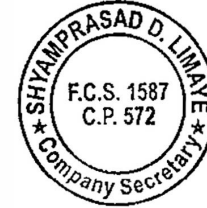
**Nanoo Pamnani**  
**Chairman**

**BAJAJ FINSERV LIMITED-25/07/2019-BAJAJ AUTO LIMITED COMPLEX,MUMBAI-P 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 standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019 and the Directors' and Auditors' Reports thereon.	645	124603740	626	124144399	99.9991	1	1100	0.0009	0	0	18	169576	288665
2	Declaration of dividend of Rs.2.50 per equity share 50 of face value of Rs. 5 each, for the year ended 31 March 2019.	645	124603740	639	124205214	100	0	0	0	0	0	6	109861	288665
3	Re-appointment of Madhurkumar Ramkrishnaji Bajaj, who retires by rotation.	645	124603740	604	123597317	99.5106	36	607897	0.4894	0	0	6	109861	288665
4	Ratification of remuneration to Cost Auditor for the financial year 2019-20	645	124603740	638	124205089	99.9999	1	125	0.0001	0	0	6	109861	288665
5	Appointment of Anami N Roy as an independent director of the Company for a first term of five consecutive years with effect from 1 January 2019	645	124603740	611	123590912	99.5054	29	614302	0.4946	0	0	6	109861	288665
6	Appointment of Manish Santoshkumar Kejriwal as a non-executive and non-independent director of the Company	645	124603740	632	123816443	99.687	7	388771	0.313	0	0	6	109861	288665
7	Re-appointment of Nanoo Gobindram Pamnani as an independent director of the Company for a second term of five consecutive years with effect from 1 April 2019	645	124603740	560	122400772	98.5741	75	1770504	1.4259	0	0	11	143799	288665
8	Re-appointment of Balaji Rao Jagannathrao Doveton as an independent director of the Company for a second term of five consecutive years with effect from 1 April 2019	645	124603740	569	122569239	98.6954	66	1620213	1.3046	0	0	11	125623	288665



9	Re-appointment of Dr. Gita Piramal as an independent director of the Company for a second term of five consecutive years with effect from 16 July 2019	645	124603740	617	124025832	99.8556	23	179382	0.1444	0	0	6	109861	288665
10	Continuation of Rahulkumar Kamalnayan Bajaj as a non-executive and non-independent director of the Company from 1 April 2019 to 16 May 2019	645	124603740	630	124178130	99.9782	8	27083	0.0218	0	0	7	109862	288665
11	Approval relating to payment of remuneration to Sanjivnayan Rahulkumar Bajaj, Managing Director CEO of the Company	645	124603740	372	116974601	94.1785	266	7230612	5.8215	0	0	7	109862	288665

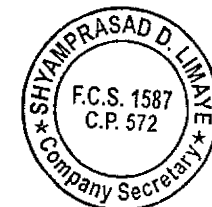


*Shyamprasad D. Limaye*  
Shyamprasad D. Limaye  
Company Secretary  
FCS 1587 CP 572

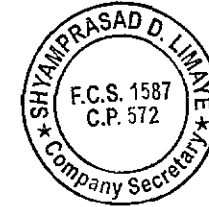


**BAJAJ FINSERV LIMITED-25/07/2019-BAJAJ AUTO LIMITED COMPLEX,MUMBAI-P Evoting**

Sri	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Adoption of standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019 and the Directors' and Auditors' Reports thereon.	606	123869565	587	123410224	99.9991	1	1100	0.0009	0	0	18	169576	288665
2	Declaration of dividend of Rs.2.50 per equity share 50 of face value of Rs. 5 each, for the year ended 31 March 2019.	606	123869565	600	123471039	100	0	0	0	0	0	6	109861	288665
3	Re-appointment of Madhurkumar Ramkrishnaji Bajaj, who retires by rotation.	606	123869565	565	122863142	99.5077	36	607897	0.4923	0	0	6	109861	288665
4	Ratification of remuneration to Cost Auditor for the financial year 2019-20	606	123869565	599	123470914	99.9999	1	125	0.0001	0	0	6	109861	288665
5	Appointment of Anami N Roy as an independent director of the Company for a first term of five consecutive years with effect from 1 January 2019	606	123869565	572	122856737	99.5025	29	614302	0.4975	0	0	6	109861	288665
6	Appointment of Manish Santoshkumar Kejriwal as a non-executive and non-independent director of the Company	606	123869565	593	123082268	99.6851	7	388771	0.3149	0	0	6	109861	288665
7	Re-appointment of Nanoo Gobindram Pamnani as an independent director of the Company for a second term of five consecutive years with effect from 1 April 2019	606	123869565	521	121666597	98.5657	75	1770504	1.4343	0	0	11	143799	288665
8	Re-appointment of Balaji Rao Jagannathrao Doveton as an independent director of the Company for a second term of five consecutive years with effect from 1 April 2019	606	123869565	530	121835064	98.6876	66	1620213	1.3124	0	0	11	125623	288665



9	Re-appointment of Dr. Gita Piramal as an independent director of the Company for a second term of five consecutive years with effect from 16 July 2019	606	123869565	578	123291657	99.8547	23	179382	0.1453	0	0	6	109861	288665
10	Continuation of Rahul Kumar Kamalnayan Bajaj as a non-executive and non-independent director of the Company from 1 April 2019 to 16 May 2019	606	123869565	591	123443955	99.9781	8	27083	0.0219	0	0	7	109862	288665
11	Approval relating to payment of remuneration to Sanjivnayan Rahul Kumar Bajaj, Managing Director CEO of the Company	606	123869565	333	116240426	94.1439	266	7230612	5.8561	0	0	7	109862	288665

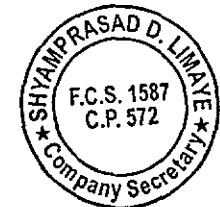


*Shyamprasad D. Limaye*

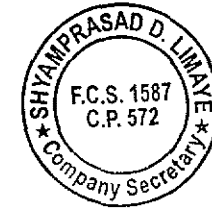
Shyamprasad D. Limaye  
Company Secretary  
FCS 1587 CP 572

**BAJAJ FINSERV LIMITED-25/07/2019-BAJAJ AUTO LIMITED COMPLEX,MUMBAI-P Instapoll**

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Adoption of standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019 and the Directors' and Auditors' Reports thereon.	39	734175	39	734175	100	0	0	0	0	0	0	0	0
2	Declaration of dividend of Rs.2.50 per equity share 50 of face value of Rs. 5 each, for the year ended 31 March 2019.	39	734175	39	734175	100	0	0	0	0	0	0	0	0
3	Re-appointment of Madhurkumar Ramkrishnaji Bajaj, who retires by rotation.	39	734175	39	734175	100	0	0	0	0	0	0	0	0
4	Ratification of remuneration to Cost Auditor for the financial year 2019-20	39	734175	39	734175	100	0	0	0	0	0	0	0	0
5	Appointment of Anami N Roy as an independent director of the Company for a first term of five consecutive years with effect from 1 January 2019	39	734175	39	734175	100	0	0	0	0	0	0	0	0
6	Appointment of Manish Santoshkumar Kejriwal as a non-executive and non-independent director of the Company	39	734175	39	734175	100	0	0	0	0	0	0	0	0
7	Re-appointment of Nanoo Gobindram Pamnani as an independent director of the Company for a second term of five consecutive years with effect from 1 April 2019	39	734175	39	734175	100	0	0	0	0	0	0	0	0
8	Re-appointment of Balaji Rao Jagannathrao Doveton as an independent director of the Company for a second term of five consecutive years with effect from 1 April 2019	39	734175	39	734175	100	0	0	0	0	0	0	0	0



9	Re-appointment of Dr. Gita Piramal as an independent director of the Company for a second term of five consecutive years with effect from 16 July 2019	39	734175	39	734175	100	0	0	0	0	0	0	0	0
10	Continuation of Rahul Kumar Kamalnayan Bajaj as a non-executive and non-independent director of the Company from 1 April 2019 to 16 May 2019	39	734175	39	734175	100	0	0	0	0	0	0	0	0
11	Approval relating to payment of remuneration to Sanjivnayan Rahul Kumar Bajaj, Managing Director CEO of the Company	39	734175	39	734175	100	0	0	0	0	0	0	0	0



*Shyamprasad D. Limaye*

Shyamprasad D. Limaye  
Company Secretary  
FCS 1587 CP 572