

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: Regulation 30 and 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

In furtherance to our letter dated 18 January 2022, please find enclosed the Postal Ballot Notice dated 18 January 2022 which is being sent to the Members for seeking approval on following items of special business:

Sr. No.	Particulars	Resolution Type
1.	Increase in the borrowing powers of the Company.	Special
2.	Creation of charge/security on the Company's assets with respect to borrowing.	Special

In accordance with circulars issued by Ministry of Corporate Affairs (MCA), from time to time, the postal ballot notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., KFin Technologies Private Limited (KFin)/Depository(ies)/Depository Participants and whose names appear in the Register of Members as on cut-off date, i.e., Friday, 21 January 2022. The Company has also made arrangements for those shareholders who have not yet registered their email address to get the same registered by following the procedure prescribed in the notice.

As per the provisions of the MCA circulars, shareholders can vote only through the remote e-voting process. The notice containing e-voting instructions and other necessary details is being hosted on the website of the Company i.e., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots>

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

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

Cc: Catalyst Trusteeship Limited, Pune (Debenture Trustee)

Encl.: As above

BAJAJ FINANCE LIMITED

CIN: L65910MH1987PLC042961

Registered office: Akurdi, Pune - 411 035

Email ID: investor.service@bajajfinserv.in

Website: www.bajajfinserv.in/corporate-bajaj-finance

Phone: (020) 7157 6403 Fax: (020) 7157 6364

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the "Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), Secretarial Standard on General Meetings (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") vide General Circulars issued from time to time (the "MCA Circulars") and any other applicable laws and regulations, the following items of special business are proposed to be passed by the Members of Bajaj Finance Limited (the "Company") through Postal Ballot via remote electronic voting ("e-voting").

SPECIAL BUSINESS:

Item No.1

Increase in the borrowing powers of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the special resolution passed by the Members through postal ballot on 15 March 2020, and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and Article 55 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) to borrow, from time to time, such sum or sums of monies as it may deem requisite for the purpose of the business of the Company, *inter alia*, by way of loan or financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds/commercial papers or other debt instruments, with or without security, whether in India or outside India, and through acceptance of fixed deposits and corporate deposits (whether in Indian Rupees or in foreign currency), on such terms and conditions as the Board, at its sole discretion, may deem fit, notwithstanding that the monies so borrowed together with monies already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which monies may be borrowed by the Board shall not exceed a sum of Rs. 225,000 crore (Rupees Two Lakh Twenty Five Thousand crore only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

Item No.2

Creation of charge/security on the Company's assets with respect to borrowing:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the special resolution passed by the Members through postal ballot on 15 March 2020, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and Article 56 of the Articles of Association of the Company, consent of the Company be and is hereby accorded for creation by the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the bank(s), financial institution(s), and/or other lender(s), fixed deposit trustee, debenture trustee, security trustee as may be agreed to by the Board, for the purpose of securing repayment of any loans/financial assistance or debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner (whether in Indian Rupees or in foreign currency), subject to a maximum amount of Rs. 225,000 crore (Rupees Two Lakh Twenty Five Thousand crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the said mortgages, charges, liens, hypothecation and/or other securities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company.”

By order of the Board
For Bajaj Finance Limited

Place : Pune
Date : 18 January 2022

R. Vijay
Company Secretary

Notes:

1. Statement pertaining to the said resolutions setting out the material facts, as required under Section 102 of the Act is annexed to this Notice.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or with the depository(ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date, i.e., 21 January 2022. The Notice is available on the website of the Company at <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots>, website of the Registrar and Share Transfer Agent, i.e., KFin Technologies Private Limited (“KFin”) at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited www.nseindia.com and BSE Limited www.bseindia.com. All Members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a Member as on the Cut-off date shall treat this notice for information purpose only.

As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
3. For receiving copy of postal ballot notice electronically, Members (as on Cut-off date) who have not yet registered their email addresses are requested to get their email addresses registered with KFin, on a temporary basis, by following the procedure mentioned below:
 - a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
 - b) Select the company name, i.e., Bajaj Finance Limited.
 - c) Select the Holding type from the drop down, i.e., - NSDL/CDSL/Physical
 - d) Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f) In case shares are held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - g) Enter the email address and mobile number.
 - h) System will validate DP ID – Client ID/Folio No. and PAN or Share certificate No., as the case may be, and send OTP at the registered Mobile number as well as email address for validation.
 - i) Enter the OTPs received by SMS and on email to complete the validation process. OTP will be valid for 5 minutes only.
 - j) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the Member.
 - k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - l) In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Management Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system (“e-voting”) on the e-voting platform provided by KFin to enable them to cast their votes electronically.
5. The Board of Directors at its meeting held on 18 January 2022 have appointed Shri Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572) as the ‘Scrutiniser’ to scrutinise the Postal Ballot process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

6. The e-voting shall commence on 1 February 2022 at 9.00 a.m. (IST) and will end on 2 March 2022 at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter. During this period, Members of the Company holding shares as on the cut-off date, i.e., 21 January 2022, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The Scrutiniser shall, after conclusion of the voting period, submit his report to the Chairman of the Company. Results of the voting will be declared by placing the same along with the Scrutiniser's report on the Company's website viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> as well as on the website of KFin viz., <https://evoting.kfintech.com> and will also be communicated to the stock exchanges, within two working days from last date of voting, i.e., on or before Friday, 4 March 2022 and the outcome will be made available at the registered office as well as at the corporate office of the Company. Subject to receipt of requisite number of votes, the resolution(s) mentioned in the Notice shall be deemed to be passed on 2 March 2022, i.e., last day of the voting period.
8. The details of the process and manner for e-voting are explained herein below:

I. Login method for e-voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Open web browser and type: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.
	<p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
	<p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the e-voting period.
<p>Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.</p>	
<p>Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:</p>	
Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 224 430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43.

II. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.

- vii. On successful login, the system will prompt you to select the EVENT, i.e., Bajaj Finance Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
- xi. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at cssdlimaye@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1-800-309-4001 (toll free). Members may also reach out to Mr. Mohd. Mohsin Uddin - Senior Manager, KFin at mohsin.mohd@kfintech.com / einward.ris@kfintech.com or Ms. Shruti Khandelwal – Cluster Manager, Secretarial at shruti.khandelwal@bajajfinserv.in or at 020-71576180.

STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Item Nos. 1 & 2 - Increase in the borrowing powers of the Company and Creation of charge/security on the Company's assets with respect to borrowing

Vide special resolutions dated 15 March 2020 passed by postal ballot, the Members of the Company had accorded their consent to the Board of Directors to borrow money(ies) for the purposes of the business of the Company not exceeding Rs. 160,000 crore (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 (the "Act") and creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to a limit of Rs. 160,000 crore in terms of Section 180(1)(a) of the Act.

The existing standalone borrowing of the Company as on 31 December 2021 is ~ Rs. 114,093 crore. Considering the present level of borrowings and the future business plan of the Company, it is proposed to enhance the existing borrowing limit from Rs. 160,000 crore up to Rs. 225,000 crore. The Board of Directors may resort to further borrowings, *inter alia*, by way of loans/ financial assistance from various bank(s)/financial institution(s) and other lender(s), issue of debentures/bonds/commercial paper, other debt instruments, acceptance of fixed deposits, corporate deposits, triparty REPO or any other permissible modes.

These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of such bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee/ fixed deposits trustee.

Pursuant to provisions of Section 180(1)(c) of the Act, the Board of Directors may exercise power to borrow money in excess of paid-up share capital, free reserves and securities premium with the approval of Members by way of a special resolution. Accordingly, it is proposed to seek approval of the Members for increase in borrowing limits from Rs. 160,000 crore to Rs. 225,000 crore which is in excess of the limits prescribed under the Act.

Further, in terms of Section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking or undertakings, requires the approval of the Members by way of a special resolution. Accordingly, it is proposed to seek approval of Members by way of an enabling resolution for creating charge/security on the Company's assets with respect to aforesaid borrowings.

The Board recommends passing of the special resolutions as set out in item nos. 1 and 2 of this Notice.

None of the Directors, key managerial personnel and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

By order of the Board
For Bajaj Finance Limited

Place : Pune
Date : 18 January 2022

R. Vijay
Company Secretary