BAJAJ FINANCE LIMITED

SEC/POSTALBALLOT/2015/166 20 March 2015

NATIONAL STOCK EXCHANGE OF INDIA LTD.
EXCHANGE PLAZA, BANDRA – KURLA COMPLEX,
BANDRA (EAST),
MUMBAI – 400 051

Dear Sirs,

Ref : **BAJFINANCE – EQ**
Sub : **Result of Postal Ballot**

This has reference to our letter No. SEC/POSTALBALLOT/2015/73 dated 09 February 2015.

The postal ballot was conducted by the Company pursuant to Section 110 of the Companies Act, 2013 for obtaining the consent of members to the following resolutions:

1. **Special resolution** under section 180(1)(c) of the Companies Act, 2013, for increase in the borrowing powers of the Board of Directors upto ₹ 50,000 crore.

2. **Special resolution** under section 180(1)(a) of the Companies Act, 2013, for creation of mortgages, charges, liens, hypothecation and/or other securities on the properties of the Company, upto a maximum amount of ₹ 50,000 crore.

3. **Special resolution** under Section 14 of the Companies Act, 2013 according approval for substituting the Articles of Association of the Company with a new set of Articles of Association.

We wish to inform you that Shri Shyamprasad D. Limaye, scrutinizer appointed for conducting the postal ballot process, submitted his report dated 18 March 2015 to the Chairman of the Company and the result of the postal ballot was announced by the Chairman on 20 March 2015, at the Company's registered office.

As per the scrutinizer's report, all the special resolutions have been passed by the members with the requisite majority.

We are enclosing herewith a statement containing details of voting results in the prescribed format pursuant to Clause 35A of the Listing Agreement.

Kindly acknowledge receipt of the letter.

Thanking you,

Yours faithfully,
For BAJAJ FINANCE LIMITED

ANANT DAMLE
COMPANY SECRETARY

BAJAJ FINANCE LTD.

Encl.: as above

Details of Voting Results

Date of the EGM: 20 March 2015

Total number of shareholders on record date: 23370

No. of Shareholders present in the meeting either in person or through proxy:

- **Not Applicable (since resolutions are passed by postal ballot)**

No. of Shareholders attended the meeting through Video Conferencing:

- **Not Applicable (since resolutions are passed by postal ballot)**

Detail of the Agenda

A) **Subject Matter:** Special resolution under section 180(1)(c) of the Companies Act, 2013, for increase in the borrowing powers of the Board of Directors upto ₹ 50,000 crore.

Resolution required: Special

Mode of voting: Postal ballot/E-voting

Promoter/Public	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	3,08,95,057	3,08,95,057	100.00	3,08,95,057	Nil	100.00	Nil
Public – Institutional holders	96,53,885	65,66,252	68.02	47,44,300	18,21,952	72.25	27.75
Public-Others	95,98,317	22,38,669	23.32	22,38,570	99	99.99	0.004
Total	5,01,47,259	3,96,99,978	79.17	3,78,77,927	18,22,051	95.41	4.59



B) **Subject Matter:** Special resolution under section 180(1)(a) of the Companies Act, 2013, for creation of mortgages, charges, liens, hypothecation and/or other securities on the properties of the Company upto a maximum amount of ₹ 50,000 crore.

Resolution required: Special

Mode of voting: Postal ballot/E-voting

Promoter/Public	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	3,08,95,057	3,08,95,057	100.00	3,08,95,057	Nil	100.00	Nil
Public – Institutional holders	96,53,885	65,66,252	68.02	47,44,300	18,21,952	72.25	27.75
Public-Others	95,98,317	22,38,669	23.32	22,30,730	117	99.65	0.005
Total	5,01,47,259	3,96,99,978	79.17	3,78,70,087	18,22,069	95.39	4.59

C) **Subject Matter:** Special resolution under Section 14 of the Companies Act, 2013 according approval for substituting the Articles of Association of the Company with new set of Articles of Association.

Resolution required: Special

Mode of voting: Postal ballot/E-voting

Promoter/Public	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	3,08,95,057	3,08,95,057	100.00	3,08,95,057	Nil	100	Nil
Public – Institutional holders	96,53,885	65,66,252	68.02	65,33,708	32,544	99.50	0.50
Public-Others	95,98,317	22,38,669	23.32	22,30,791	56	99.65	0.00
Total	5,01,47,259	3,96,99,978	79.17	3,96,59,556	32,600	99.90	0.08

