BAJAJ FINANCE LIMITED

Bajaj Finance Limited

Announcement of Result of Voting at Extra ordinary general meeting held on 20 May 2015

Based upon the report of scrutiniser Mr. Shyamprasad D. Limaye dated 20 May 2015, this is to declare that the following resolutions as contained in the Notice dated 21 April 2015 of the extra ordinary general meeting held on 20 May 2015 have been duly passed with the requisite majority.

Resolution Number	Description
1	Issue of Securities to Qualified Institutional Buyers
2	Preferential Issue of Warrants to the Promoter, Bajaj Finserv Limited
3	Appointment of Rajeev Jain as a Director liable to retire by rotation
4	Approval of appointment of Rajeev Jain as Managing Director under the Companies Act, 2013

BAJAJ FINANCE LTD.

Date: 20 May 2015
Place: Pune

Rahul Bajaj
Chairman

Corporate Office Ext.: 3rd Floor, Panchshil Tech Park, Viman Nagar, Pune - 411014, Maharashtra, India
Registered Office: Mumbai-Pune Road, Akurdi, Pune - 411035, Maharashtra, India

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Corporate ID No.: L65910MH1987PLC042961

www.bajajfinserv.in/finance

Shyamprasad D. Limaye
B.Com. LL.B., F.C.S
Company Secretary

32, Navketan Society,
Kothrud, Pune: 411 038.
Tel.: (O) 25 43 03 88 (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 Limited,
Bajaj Auto Ltd. Complex, Mumbai-Pune Road,
Akurdi, Pune 411035.

Dear Sir,

1. I, Shyamprasad D. Limaye, a Company Secretary in practice, have been appointed by the Board of Directors of Bajaj Finance Limited (The Company) as a scrutinizer for the purpose of Scrutinizing the e-voting process along with Ballot forms, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (3) (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 Extra Ordinary General Meeting.(EGM) of the members of the Company, held on 20th May, 2015 at _12.00 pm at Registered office Mumbai-Pune road, Akurdi, Pune 411035.

2. The notice dated 14th May, 2015 convening the Extra Ordinary General Meeting (EGM) 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 below mentioned resolutions to be passed at the said EGM of the Company to be held on 20th May, 2015

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 Extra Ordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" and "abstained" ballots and votes, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company and Ballot forms received.

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

   i. The e-voting period remained open from Saturday, 17th May, 2015 (9:00 A.M) to Tuesday 19th May, 2015 (5:00 P.M)

   ii. The members of the Company as on the "cut-off' date i.e. Wednesday, 13th May, 2015, were entitled to vote on the resolutions as set out in the notice of the Extra OrdinaryMeeting (EGM) of the Company.

   iii. The votes cast via remote voting were unblocked on Tuesday, 19th May, 2015 in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Chaitanya V. Pol who are not in the employment of the Company.

   iv. The e-voting was again opened at the Extra Ordinary General Meeting on 20th May 2015 for voting of members who attended the meeting and was unblocked after such voting.

SHYAMPRASAD D. LIMAYE ★ Company Secretary ★ F.C.S. 1587 C.P. 572

v. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for", "against", on each of the resolutions that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. https://evoting.karvy.com/ and based on such reports generated, and combined with Ballot forms received, the result of the voting by e-voting and Ballot forms is annexed.

Thanking You,
Yours faithfully,

Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 20/05/2015

SHYAMPRASAD D. LIMAYE ★ F.C.S. 1587 C.P. 572 ★ Company Secretary

BAJAJ FINANCE LIMITED-20/05/2015-PUNE MGT-13

RESID	Resolution Desc	Mode	Ballot Received	Total Votes	Favour-Ballots	Favour-Votes	Favour-%	Against-Ballots	Against-Votes	Against-%	Invalid-Ballots	Invalid-Votes	Abstain-Ballots	Abstain-Votes	% ON ABSTAIN
1	Issue of securities to Qualified Institutional Buyers	Electronic	181	37571556	172	37521283	99.87	3	173	0.13	0	0	5	50100	
		Physical	9	55110	9	55110	100	0	0	0	0	0	0	0	
		Instapoll	28	116569	26	116569	100	0	0	0	0	0	0	0	
	TOTAL		**218**	**37743235**	**207**	**37692962**	**99.8668**	**3**	**173**	**0.00046**	**0**	**0**	**5**	**50100**	**0.132739**
2	Preferential Issue of Warrants	Electronic	181	37571556	160	36911344	98.24	13	541844	1.76	0	0	7	118368	
		Physical	9	55110	9	55110	100	0	0	0	0	0	0	0	
		Instapoll	28	116569	26	116569	100	0	0	0	0	0	0	0	
	TOTAL		**218**	**37743235**	**195**	**37083023**	**98.2508**	**13**	**541844**	**1.43561**	**0**	**0**	**7**	**118368**	**0.313614**
3	Appointment of Rajeev Jain as a Director liable to retire by rotation	Electronic	181	37571556	172	37521447	99.87	2	9	0.13	0	0	5	50100	
		Physical	9	55110	9	55110	100	0	0	0	0	0	0	0	
		Instapoll	28	116569	26	116569	100	0	0	0	0	0	0	0	
	TOTAL		**218**	**37743235**	**207**	**37693126**	**99.8672**	**2**	**9**	**2.4E-05**	**0**	**0**	**5**	**50100**	**0.132739**
4	Approval of appointment of Rajeev Jain as Managing Director under the Companies Act, 2013	Electronic	181	37571556	167	37286082	99.24	2	9	0.76	0	0	10	285465	
		Physical	9	55110	9	55110	100	0	0	0	0	0	0	0	
		Instapoll	28	116569	26	116569	100	0	0	0	0	0	0	0	
	TOTAL		**218**	**37743235**	**202**	**37457761**	**99.2436**	**2**	**9**	**2.4E-05**	**0**	**0**	**10**	**285465**	**0.756334**

SHYAMPRASAD D. LIMAYE
F.C.S. 1587
C.P. 572
Company Secretary

SHYAMPRASAD LIMAYE
COMPANY SECRETARY
FCS 1587 CP 572