SEC/POSTALBALLOT/2015/73

9 February 2015

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

Dear Sirs,

Ref.: **BAJFINANCE – EQ**

Sub: **Resolutions to be passed through Postal Ballot**

This is to inform you that the members of the Company will consider approval of the following resolutions by way of Postal Ballot:

1. Special resolution under Section 180(1)(c) of the Companies Act, 2013 according consent for increase in borrowing powers of the board of directors upto ₹ 50,000 crore, inclusive of the temporary loans obtained / to be obtained from the company's bankers in the ordinary course of business.

2. Special resolution under Section 180(1)(a) of the Companies Act, 2013 according consent to the board of directors to create mortgages, charges, liens, hypothecation and/or other securities on all or any 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 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 new set of Articles of Association.

The Board of Directors has appointed Shri Shyamprasad D. Limaye, a Practising Company Secretary, as Scrutinizer for conducting Postal Ballot process.

The Postal Ballot forms duly completed should reach the Scrutinizer on or before 11 March 2014. The Scrutinizer will submit his report to the Chairman after completion of his scrutiny and the result of the Postal Ballot will be announced on 20 March 2014.

Three Copies of Postal Ballot Notice / Postal Ballot Form dispatched to the shareholders of the Company are enclosed for your information and record please.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For BAJAJ FINANCE LIMITED

ANANT DAMLE
COMPANY SECRETARY

Encl.: As above