BAJAJ FINANCE LIMITED

Registered Office: Akurdi, Pune - 411 035

POSTAL BALLOT FORM

POSTAL BALLOT NO.

(1) Name(s) of member(s) (including joint-holders, if any) :

(2) Registered address of the sole / first named member :

(3) Registered Folio No. / DP ID No. / Client ID No. :

(4) No. of Shares held :

(5) I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the business stated in the notice of the company dated 15 January 2014 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below :

Sr. No.	Description	No. of equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
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 ₹ 30,000 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 ₹ 30,000 crore.			

Place :
Date :

Signature of the member
(Refer Instruction No. 3 given below)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

Note : Please read the instructions printed overleaf carefully before exercising your vote.

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BAJAJ FINANCE LIMITED

Registered Office: Akurdi, Pune - 411 035

POSTAL BALLOT NOTICE

PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Notice is hereby given that approval of the members of Bajaj Finance Limited ("the company"), is sought for the following resolutions through voting by postal ballot in accordance with Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

1. To consider, and if thought fit, to pass, the following resolution as a **special resolution :**

   "RESOLVED THAT in supersession of the ordinary resolution passed by the members by postal ballot on 23 December 2011 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, Section 192A and other applicable provisions, if any, of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of the company be and is hereby accorded to the board of directors of the company to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the company notwithstanding that moneys to be borrowed together with moneys 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 and its free reserves, provided that the total amount upto which moneys may be borrowed by the board of directors shall not exceed the sum of ₹ 30,000 crore (Rupees thirty thousand crore only) at any one time."

2. To consider, and if thought fit, to pass, the following resolution as a **special resolution :**

   "RESOLVED THAT in supersession of the ordinary resolution passed by the members by postal ballot on 23 December 2011 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, Section 192A and other applicable provisions, if any, of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of the company be and is hereby accorded to the creation by the board of directors 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, 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 the banks / financial institutions / fixed deposit trustees/ debenture trustees / other lenders as may be agreed to by the board of directors of the company, for the purpose of securing the repayment of any loans / financial assistance (whether in Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, subject to a maximum of ₹ 30,000 crore (Rupees thirty thousand crore only).

   RESOLVED FURTHER THAT the board of directors be and is hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the above mortgages, charges, liens, hypothecation and/or other securities and to do and perform all such acts, deeds, matters or things as may be necessary, proper, expedient or desirable to give effect to this resolution."

By order of the board of directors
For Bajaj Finance Limited

Anant Damle
Company Secretary

Place : Pune
Date : 15 January 2014

NOTES :

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 for the above items of business is annexed hereto.
2. The board of directors at its meeting held on 15 January 2014 has appointed Shri Shyamprasad D. Limaye as scrutinizer to receive and scrutinize the completed postal ballot forms received from the members and for conducting the postal ballot process in a fair and transparent manner. The postal ballot form and the pre-paid self-addressed business reply envelope are enclosed for the use of members.
3. You are requested to carefully read the instructions printed in the postal ballot form enclosed and return the same duly completed alongwith the assent (For) or dissent (Against), in the attached pre-paid self-addressed business reply envelope, so as to reach the scrutinizer on or before **3 March 2014,** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The scrutinizer will submit his report to the chairman / vice-chairman of the board of directors after completion of the scrutiny and the results of the postal ballot will be announced on **13 March 2014** at the registered office of the company at Akurdi, Pune - 411 035.
4. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the company also offers e-voting option to all the eligible members. For this purpose, the company will be making necessary arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of completing and dispatching postal ballot form to the scrutinizer.

   NSDL will send email to all the eligible members who have updated their email-IDs with their depository participants, intimating them the proposed resolutions to be voted by postal ballot /e-voting.
5. Members have option to vote either through e-voting or through Postal Ballot Form.
6. The instructions for members for voting electronically, are as under:
   a. Initial password is provided at the bottom of the postal ballot form.
   b. Launch internet browser by typing the following URL: https:// www.evoting.nsdl.com/
   c. Click on "Shareholder" - "Login".
   d. Put user ID and password as initial password noted in step (a) above. Click Login.

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e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f. Home page of "e-Voting" opens. Click on "e-Voting":— Active Voting Cycles.

g. Select "EVEN" of Bajaj Finance Limited.

h. Now you are ready for "e-Voting" as "Cast Vote" page opens.

i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

j. Upon confirmation, the message "Vote cast successfully" will be displayed.

k. Once you have voted on the resolution, you will not be allowed to modify your vote.

l. Institutional members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail at cssdlimaye@gmail.com with a copy marked to evoting@nsdl.co.in

m. Members can cast their vote online from 1 February 2014 to 3 March 2014.

7. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.

8. Kindly note that the members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through valid physical ballot shall prevail and voting done by e-voting will be treated as invalid.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND 192A(2) OF THE COMPANIES ACT, 1956

Item no.1 of the notice:

Vide ordinary resolution dated 23 December 2011 passed by postal ballot, the members of the company had accorded their consent to the board of directors to borrow moneys for the purposes of the company not exceeding ₹ 20,000 crore (including the temporary loans obtained / to be obtained from the company's bankers in the ordinary course of business) in terms of erstwhile Section 293(1)(d) of the Companies Act, 1956.

Taking into account the business plans of the company, the board of directors may need to resort to further borrowings from time to time and hence it is proposed to revise the said limit upwards to ₹ 30,000 crore. A fresh resolution is proposed authorising the board of directors to borrow moneys for the purposes of the company not exceeding ₹ 30,000 crore (including the temporary loans obtained / to be obtained from the company's bankers in the ordinary course of business) under Section 180(1)(c) of the Companies Act, 2013 as notified by Central Government in place of erstwhile Section 293(1)(d) of the Companies Act, 1956. As per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the company is providing e-voting option to vote on the said resolution.

The board of directors recommends passing of the special resolution set out in item no. 1 of the notice.

None of the directors, key managerial personnel of the company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the company.

Item no.2 of the notice:

Vide ordinary resolution dated 23 December 2011 passed by postal ballot, the members of the company had accorded their consent to the board of directors for 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 upto a limit of ₹ 20,000 crore in terms of erstwhile Section 293(1)(a) of the Companies Act, 1956.

Considering the business plans of the company, the board of directors may need to resort to further borrowings from time to time, by way of loans / financial assistance from various banks / financial institutions and other lenders, issue of debentures/ bonds or other debt instruments and through acceptance of fixed deposits. 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 banks / financial institutions / debenture trustees / fixed deposits trustees / other lenders.

Since the amount secured by such mortgages, charges, liens, hypothecation and/or other securities together with the existing mortgages, charges, liens, hypothecation and/or other securities may exceed the limit of ₹ 20,000 crore, members' approval is sought for increasing the limit upto ₹ 30,000 crore and for authorising the board of directors to create security by way 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, on such terms and conditions as it may deem fit. For this purpose, the requisite special resolution is being proposed for consideration of the members under Section 180(1)(a) of the Companies Act, 2013 as notified by Central Government in place of erstwhile Section 293(1)(a) of the Companies Act, 1956. As per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the company is providing e-voting option to vote on the said resolution.

The board of directors recommends passing of the special resolution set out in item no. 2 of the notice.

None of the directors, key managerial personnel of the company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the company.

By order of the board of directors
For Bajaj Finance Limited

Anant Damle
Company Secretary

Place : Pune
Date : 15 January 2014

INSTRUCTIONS FOR POSTAL BALLOT

1. A member entitled to vote and desiring to exercise his/her/its vote by postal ballot may complete this postal ballot form and send it in the enclosed pre-paid self-addressed business reply envelope to Shri Shyamprasad D. Limaye, Practising Company Secretary, who is appointed by the board of directors as scrutinizer for the postal ballot process.

2. Postage will be borne and paid by the company. However, envelopes containing postal ballot forms, if sent by courier at the expense of the member, will also be accepted.

3. Postal ballot form should be completed and signed by the member, as per specimen signature registered with the company / depository and in case of joint-holding, the form should be completed and signed by the first named member failing whom, by the next named member.

4. In case of shares held by the companies, trusts, societies, etc., duly completed postal ballot form should be accompanied by a certified copy of the board/committee resolution giving requisite authority to the person, whose specimen signature is already registered with the company / depository, to vote on the postal ballot form.

5. There will be only one postal ballot form for every Folio / DP ID Client ID irrespective of the number of joint members.

6. The right of voting by postal ballot shall not be exercised by a proxy.

7. Incomplete or unsigned postal ballot form will be rejected.

8. Photo copy of the postal ballot form will be treated as invalid.

9. Duly completed postal ballot form should reach the scrutinizer not later than the close of working hours on **3 March 2014**. Postal ballot form received after this date will be treated as if the reply from the members has not been received.

10. Votes of the members from whom no postal ballot form is received or is received after the aforesaid stipulated date will not be accepted, taken into account and counted for the purpose of passing of the special resolutions referred above.

11. The voting rights of eligible members shall be in proportion to their shareholding in the company as at the close of business hours on 17 January 2014.

12. Members are requested not to send any other paper along with the postal ballot form in the pre-paid self-addressed business reply envelope as such envelope will be sent to the scrutinizer. Any extraneous paper found in such envelope shall be destroyed by the scrutinizer.

13. A member need not cast all his/her/its votes in the same manner.

14. The scrutinizer's decision on the validity of a postal ballot form and the votes cast will be final and binding.

15. A member may request a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the scrutinizer not later than the last date of receipt of postal ballot form i.e. **3 March 2014**.

16. The result of the postal ballot will be posted on the website of the company www.bajajfinservlending.in and will be published in the newspapers for information of the members.

17. **The company is pleased to offer e-voting facility as an alternate, for all the eligible members of the company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The detailed procedure is enumerated in the notes to the postal ballot notice.**