7.5X12

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 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 17 of the Companies Act, 1956, for alteration in Objects Clause of the memorandum of association of the company, by way of inserting new sub-clause 3B after the existing sub-clause 3A of clause IIIA (Main Objects)			
2.	Special resolution under section 149(2A) of the Companies Act, 1956, for approval for commencement of new business and activities as included in sub-clause 3B of clause IIIA of the memorandum of association of the company			

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.

SHREE NIDHI SECURE PRINT PVT LTD - HYD.

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 pursuant to Section 17, Section 192A and all other applicable provisions, if any, of the Companies Act, 1956, the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, including any amendment thereto or re-enactment thereof for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary, the Objects Clause, i.e., clause III of the memorandum of association of the company be and is hereby altered in the following manner :

   The following new sub-clause 3B be inserted after sub-clause 3A of clause IIIA under the Main Objects :

   To carry on the financing activities through various payment options, inter alia, credit cards, prepaid cards, stored value cards, debit cards etc. either in partnership or by self, subject to regulatory approvals, as may be required from time to time."

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

   "RESOLVED THAT pursuant to Section 149(2A) and all other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals, consents, permissions and sanctions as may be necessary, approval of the members be and is hereby accorded to the company for commencing and carrying on all or any of the new business and activities as included in new sub-clause 3B of clause IIIA of the Objects Clause of the memorandum of association of the company."

By order of the board of directors
For Bajaj Finance Limited

Anant Damle
Company Secretary

Place : Pune
Date : 20 March 2013

NOTES :

1. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956 for the above items of business is annexed hereto.
2. The board of directors at its meeting held on 20 March 2013 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 **2 May 2013**, 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 **10 May 2013** 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 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".

SHREE NIDHI SECURE PRINT PVT LTD - HYD.

7.5X12

d. Put user ID and password as initial password noted in step (a) above. Click Login.

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 authorized signatory(ies) who are authorized 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 3 April 2013 to 2 May 2013.**

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 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 173(2) AND 192A(2) OF THE COMPANIES ACT, 1956

Items No.1 and 2 of the notice :

The company constantly explores possibilities of offering newer value propositions to its customers, inter alia, the possibilities of financing through various payment options including credit cards, prepaid cards, stored value cards, debit cards, etc. either in partnership or by self, subject to regulatory approvals, as may be required from time to time.

It is, therefore, proposed to provide for this business opportunity by inserting a new sub-clause 3B in the Objects Clause of the memorandum of association of the company.

Under section 17 read with section 192A of the Companies Act, 1956, the proposal requires approval of the shareholders by way of special resolution which is required to be obtained by way of postal ballot. Pursuant to Section 149(2A) of the Act, approval of the shareholders by way of special resolution is required for commencement of new business activity. As per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the company is providing e-voting facility to vote on the said resolutions.

The board of directors recommends passing of the special resolutions set out in item No. 1 and 2 of the notice.

None of the directors and the manager (CEO) of the company is, concerned or interested in these resolutions, 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 : 20 March 2013

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 and send it in the enclosed pre-paid self-addressed business reply envelope to Shri Shyamprasad 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 / DPID 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 copies of the postal ballot forms will be treated as invalid.

9. Duly completed postal ballot form should reach the scrutinizer not later than the close of working hours on **2 May 2013.** Postal ballot forms received after this date will be treated as if the reply from the member/s have 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 Friday, 22 March 2013.

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 for 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. **2 May 2013.**

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.**