SEC/POSTALBALLOT/2013/236

04 March 2013

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 Company has proposed the following resolutions for approval of members of the Company by way of Postal Ballot:

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.

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

The Company is providing optional e-voting facility to the members through e-voting platform created by National Securities Depository Limited (NSDL). NSDL has sent email on 2 April 2013 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. Wherever the email-ID is not available, the Company has, on 2 April 2013, despatched to the members Notice along with the postal ballot form and a self addressed reply envelope (for which postage will be paid by the Company) in relation to resolutions as set out therein. Email / Notice along with postal ballot forms has been sent to those eligible Members whose names appeared in the records of the Company / Depositories as members/beneficial owners as on 22 March 2013.

Voting period shall be open from 3 April 2013 to 2 May 2013. In case of voting by postal ballot, the postal ballot form duly completed and signed should reach the Scrutinizer appointed by the Board of Directors, for conducting Postal Ballot, not later than the close of working hours on 2 May 2013. All postal ballot forms received after the said date will be considered as invalid. 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 10 May 2013.

Three copies of Postal Ballot Form / Postal Ballot Notice dispatched to the members of the Company are enclosed for your information and records.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For BAJAJ FINANCE LIMITED

ANANT DAMLE
COMPANY SECRETARY

Encl.: As above