BAJAJ FINSERV | LENDING

SEC/POSTALBALLOT/2013/399

12 June 2013

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

Dear Sirs,

Sub : **Postal Ballot**

Further to our letter dated 10 May 2013 on the subject, kindly find enclosed herewith a copy of the proceedings held on 10 May 2013 at the Registered Office of the Company, relating to declaration of result of voting by Postal Ballot on the Resolutions as set out in the Notice dated 20 March 2013.

Kindly acknowledge receipt of the letter.

Thanking you,

Yours faithfully,
For BAJAJ FINANCE LIMITED

ANANT DAMLE
COMPANY SECRETARY

BAJAJ FINANCE LTD.

Encl.: as above

Minutes of the proceedings held on 10 May 2013 at 3.00 p.m. at the Registered Office of Bajaj Finance Limited at Akurdi, Pune – 411 035, relating to declaration of result of voting by Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 on the Resolutions as set out in the Notice dated 20 March 2013

Present:

Shri Rahul Bajaj	– Chairman
Shri Anant Damle	– Company Secretary
Shri Shyamprasad D. Limaye	– Scrutinizer for the Postal Ballot

Shri Rahul Bajaj - Chairman stated that in terms of the resolution passed by the Board of Directors in its meeting held on 20 March 2013, the Company, on 2 April 2013, had despatched to all eligible Members, a Notice dated 20 March 2013 under Section 192A(2) of the Companies Act, 1956, for obtaining the consent of the Members by Postal Ballot / E-voting facility provided by National Securities Depository Limited on resolutions proposed therein. The Chairman further stated that last date for receipt of physical postal ballots and for e-voting was 2 May 2013. The Chairman further stated that the result of the postal ballot is to be announced on 10 May 2013.

The Chairman thereafter stated that Shri Shyamprasad D. Limaye who had been appointed as the Scrutinizer for the Postal Ballot process, had carried out the scrutiny of all the Postal Ballot Forms received upto 2 May 2013 and the e-voting reports received from National Securities Depository Limited. He further stated that the Scrutinizer received 332 Postal Ballot Forms, of which 18 were invalid, and 42 shareholders voted through e-voting facility. He added that Shri Shyamprasad D. Limaye had submitted his Report dated 8 May 2013 to him and that he, as the Chairman, had accepted the said Report.

The Chairman declared the result of postal ballot on the Special Resolutions as contained in the Notice dated 20 March 2013 as follows:

Special Resolution No.1:

"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."

The Chairman announced that as per the Scrutinizer's Report, 34,261,150 votes (99.990% of total valid votes) were in favour of this resolution and 535 votes (0.002% of total valid votes) were against the resolution and hence the said Special Resolution set out in the Notice dated 20 March 2013 was approved by the Members with the requisite majority.

Special Resolution No.2:

"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

BAJAJ FINANCE LTD.

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 Object Clause of the memorandum of association of the company."

The Chairman announced that as per the Scrutinizer's Report, 34,260,581 votes (99.988% of total valid votes) were in favour of this resolution and 518 votes (0.002% of total valid votes) were against the resolution and hence the said Special Resolution set out in the Notice dated 20 March 2013 was approved by the Members with the requisite majority.

■

BAJAJ FINANCE LTD.

CHAIRMAN