BAJAJ FINANCE LIMITED

SEC/BSE/2016/320

2 July 2016

The Manager, **BSE Limited** **DCS - CRD** **Phiroze Jeejeebhoy Towers** **Dalal Street,** **Mumbai - 400 001**	**The Manager,** **Listing Department** **National Stock Exchange of India Ltd.** **Exchange Plaza, C-1. Block G,** **Bandra - Kurla Complex, Bandra (East)** **Mumbai - 400 051**
Scrip Code:500034	**Scrip Code : BAJFINANCE - EQ**

Dear Sirs,

Sub: Intimation under Regulation 30 of SEBI Listing Regulations, 2015

Pursuant to Regulation 30 of the SEBI Listing Regulations, 2015, we are submitting herewith Notice of 29th Annual General Meeting of the members of the Company scheduled to be held on 26 July 2016 at the registered office of the Company.

Kindly acknowledge receipt and take the same on record.

Thanking you,

Yours faithfully,
FOR BAJAJ FINANCE LIMITED

ANANT DAMLE
COMPANY SECRETARY

BAJAJ FINANCE LTD.

Encl: As above

BAJAJ FINANCE LIMITED
(CIN: L65910MH1987PLC042961)

Registered office:
Akurdi, Pune - 411 035
Email ID: investors.service@bajajfinserv.in
Website: www.bajajfinserv.in/finance
Phone: (020) 30186403 Fax: (020) 30186364

Notice

Notice is hereby given that the twenty ninth annual general meeting of the members of Bajaj Finance Limited will be held on Tuesday, 26 July 2016 at 12 noon at the registered office of the Company at Akurdi, Pune - 411 035 to transact the following business:

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2016 and the Directors' and the Auditors' Reports thereon.

2. To declare a final dividend, if any, on equity shares and to approve the interim dividend of ₹ 18 per equity share, for the financial year ended 31 March 2016.

3. To appoint a director in place of Rahul Bajaj (DIN 00014529), Chairman, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

4. To ratify the appointment of Dalal & Shah LLP, Chartered Accountants, (Registration no. 102021W/W100110), as auditors of the Company, on a remuneration of ₹ 3,300,000 (Rupees thirty-three lakh only) plus taxes as applicable and out-of-pocket, travelling and living expenses, for the year 2016-17.

SPECIAL BUSINESS:

5. **Issue of non-convertible debentures through private placement**

   To consider, and if thought fit, to pass, the following resolution, with or without modifications, as a special resolution:

   "RESOLVED THAT pursuant to section 42 and other applicable provisions of the Companies Act, 2013, if any, the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any modifications or re-enactments thereof, for the time being in force), and subject to all other applicable statutory and regulatory requirements, the relevant provisions of the Memorandum and Articles of Association of the Company, the approval and/or consent of any statutory and/or regulatory authorities, if any, and the conditions as may be prescribed by any of them while granting any such approval and/or consent, as may be agreed to by the Board of Directors of the Company, (hereinafter referred to as 'Board', which term shall be deemed to include any committee constituted by the Board or any person(s) authorised by the Board in this regard), the approval of the Company be and is hereby given to the Board to make offer(s) or invitation(s) to the eligible person(s) to subscribe to the non-convertible debentures of the Company on private placement basis within the overall borrowing limits approved by the members from time to time.

   RESOLVED FURTHER THAT the Board be and is hereby further authorised to create, issue, offer, invite and allot the non-convertible debentures in one or more offering(s), to eligible investor(s), as permitted by applicable statutes and regulations from time to time, by way of circulation of the private placement offer document or otherwise, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

   RESOLVED FURTHER THAT the approval of the Company be and is hereby given to all offers or invitations to subscribe to the non-convertible debentures during the period from the conclusion of the 29th annual general meeting till the conclusion of the 30th annual general meeting.

BAJAJ FINANCE LTD.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion may deem necessary or desirable in connection with creating, issuing, offering, inviting and allotting the non-convertible debentures, and to give effect to this resolution, including, without limitation, the following:

(i) approve, finalise and execute any offer document including private placement offer document and to approve and finalise any term sheets in this regard;

(ii) finalise the basis of allotment of the non-convertible debentures; and

(iii) settle any issues, questions, difficulties or doubts that may arise."

By order of the Board of Directors
For Bajaj Finance Limited

Anant Damle
Company Secretary

Pune: 24 May 2016

Notes:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

(2) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

(3) Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.

(4) Brief details of Rahul Bajaj (DIN 00014529), Chairman, who is seeking re-appointment, are annexed hereto as per requirements of the Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015).

(5) Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, Dalal & Shah, Chartered Accountants were appointed as auditors from the conclusion of the 27th annual general meeting till the conclusion of the 30th annual general meeting. W.e.f. 21 December 2015, the auditors' firm has been converted into a limited liability partnership having registration no. 102021W/W100110. The ratification of appointment of Dalal & Shah LLP and fixation of their remuneration for the year 2016-17 has been put up for approval of the members.

(6) An interim dividend at the rate of ₹ 18 per equity share of face value of ₹ 10, declared by the Board at its meeting held on 9 March 2016 for FY2016, has been paid to all the eligible members as on 17 March 2016, being the record date for the purpose of dividend. The Board of Directors has recommended final dividend at the rate of ₹ 7 per equity share of face value of ₹ 10 for FY2016 for the approval of members at the annual general meeting.

(7) Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Saturday, 16 July 2016 to Tuesday, 26 July 2016 (both days inclusive) for the purpose of payment of final dividend.

(8) Subject to the provisions of section 126 of the Companies Act, 2013, final dividend on equity shares, if declared, at the annual general meeting, will be credited/dispatched between Monday, 1 August 2016 to Wednesday, 3 August 2016 as under:

(a) to all those members holding shares in physical form after giving effect to all valid share transfers lodged with the Company/share transfer agent of the Company i.e. Karvy Computershare Private Limited ('Karvy') before closing hours on Friday, 15 July 2016.

(b) to all those beneficial owners holding shares in electronic form as per beneficial ownership data as may be made available to the Company by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the end of the day on Friday, 15 July 2016.

(9) As per SEBI Listing Regulations, 2015, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, final dividend, if declared, will be paid through electronic mode, where the bank account details of the members required for this purpose are available. Where dividend payments are made through electronic mode, intimations regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on the warrants. For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Friday, 15 July 2016, updated particulars of their bank account, to Karvy along with a photocopy of a 'cancelled' cheque of the bank account and self-attested copy of PAN card. Beneficial owners holding shares in electronic form are requested to furnish their bank account details to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 15 July 2016. The request for updation of particulars of bank account should be signed as per the specimen signature registered with Karvy/depository participants, as the case may be.

Members are requested to update their specimen signature with Karvy/depository participants, as the case may be.

BAJAJ FINANCE LTD.

(10) Members holding shares in physical form are requested to notify change of address, if any, to Karvy on or before Friday, 15 July 2016. Beneficial owners holding shares in electronic form are requested to notify any change in address, etc. to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 15 July 2016.

(11) Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Karvy/Company.

(12) Unclaimed dividend upto FY1995 has been transferred to the general revenue account of the Central Government. Those who have not encashed their dividend warrants, for whatsoever reason, for the period prior to and including FY1995, are requested to claim the amount from Registrar of Companies, Maharashtra, Pune, PMT Building, 3rd Floor, Deccan Gymkhana, Pune - 411 004.

Pursuant to section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of the Investors) Rules, 2001, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer is required to be transferred by the Company to a fund called 'Investor Education and Protection Fund' (the fund) set up by the Central Government. Accordingly, unclaimed dividend for the years from FY1996 to FY2008 has been transferred by the Company to the fund within the prescribed time limit. The amounts of unclaimed/unpaid dividend for the subsequent years will be transferred to the fund every year on their respective due dates.

Members are, therefore, requested to verify their records and send claims, if any, for the relevant years from FY2009 onwards before the respective amounts become due for transfer to the fund.

The unpaid dividend amount for FY2009 will be due for transfer to the fund in September 2016. Members, who have not received/encashed the dividend warrants for the said year are, therefore, requested to immediately claim the same by writing to Karvy at mohsin.mohd@karvy.com.

(13) Sections 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email IDs with their respective depository participants or with Karvy.

(14) To receive members' communications through electronic means, including Annual Reports and notices, members are requested to kindly register/update their email IDs with their respective depository participants, where shares are held in electronic form. However, if shares are held in physical form, members are advised to register their email IDs with Karvy at mohsin.mohd@karvy.com.

(15) With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

(16) Members, who still hold shares in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading & transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

(17) Documents referred to in the notice and the explanatory statement will be kept open for inspection by the members at the registered office and corporate office ext. (3rd Floor, Panchshil Tech Park, Viman Nagar, Pune - 411 014) of the Company from Monday to Friday from 10.00 a.m. to 1.00 p.m., except holidays, upto the date of the meeting and also at the meeting.

(18) The following statutory registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below on all working days during business hours:

(a) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013.

(b) Register of directors' shareholdings under section 307 of the Companies Act, 1956 and Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013.

The aforesaid registers shall be kept open for inspection at the annual general meeting by any person entitled to attend the meeting.

BAJAJ FINANCE LTD.

(19) Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website https://www.bajajfinserv.in/finance/investor-relations, shareholders-information.aspx) with Karvy. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participants. The nomination form will be sent by Karvy upon request.

(20) Corporate members are requested to send in advance a duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.

(21) Members/proxies are requested to bring the attendance slip duly filled and signed/copy of the signed proxy form for attending the Meeting. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.

(22) Members/proxies are requested to bring their copy of annual report at the meeting.

(23) Route map for directions to the venue of the meeting is available on the Company's website https://www.bajajfinserv.in/finance/investor-relations-annual-reports.aspx

(24) For more details on shareholders' matters, please refer to the section on 'General Shareholder Information' included in the Annual Report.

(25) Voting through electronic means -

In terms of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, ('the Rules') and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is providing facility to exercise votes through remote e-voting, to members holding shares as on 20 July 2016 (end of day) being the cut-off date ('Cut-off' for the purpose of rule 20(4)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by Karvy.

The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 20 July 2016 i.e. cut-off date for the purpose.

The instructions for remote e-voting are as under:

A For members who receive notice of annual general meeting through email:

i. Initial password is provided in the body of the email.

ii. Launch internet browser by typing the following URL: https://evoting.karvy.com

iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering the details appropriately, click on LOGIN.

v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the EVENT i.e. Bajaj Finance Limited.

viii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

BAJAJ FINANCE LTD.

x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are 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 is/are authorised to vote, to the scrutiniser through email [illegible] They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'.

xii Members can cast their vote online from 23 July 2016 (9.00 a.m.) till 25 July 2016 (5.00 p.m.) after which the remote e-voting facility shall be blocked.

xiii. In case of any queries/grievances, you may refer the frequently asked questions (FAQs) for members and e-voting User Manual available at the 'download' section of [illegible] or call Karvy on 1800 345 4001 (toll free).

B. For members who receive the notice of annual general meeting in physical form:

i. Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may cast their vote through remote e-voting, for which the User ID & initial password is provided in the attendance slip sent along with this notice.

ii. Please follow steps from Sl. No. (ii) to (xiii) under heading A above to vote through remote e-voting platform.

C. General instructions:

i. Members holding shares as on the cut-off date i.e. 20 July 2016 shall be entitled to vote through remote e-voting, and if not so voted, at the venue of the annual general meeting. Members may participate in the annual general meeting even after exercising right to vote through remote e-voting as above but shall not be allowed to vote again at the meeting.

ii. The notice of annual general meeting is being sent (by email where email ID is available and in physical in other cases) to the members holding shares of the Company as on 10 June 2016. User ID and password for remote e-voting is sent in the email where notice is sent by email and is provided in the attendance slip sent along with this notice, where notice is sent in physical form. Pursuant to rule 20(4)(vii) of the Companies (Management and Administration) Rules, 2014, the voting rights shall be reckoned on the basis of number of equity shares held by the members as on 20 July 2016, being the cut-off date for the purpose. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. Members who become members of the Company after 10 June 2016 and hold shares as on 20 July 2016 may obtain the User ID and password for remote e-voting by sending email intimating DP ID and Client ID/Folio No. at [illegible] Remote e-voting shall be open from 23 July 2016 (9.00 a.m.) till 25 July 2016 (5.00 p.m.).

iii. The Board of Directors has appointed Shyamprasad D Limaye, practising company secretary (FCS No. 1587, CP No. 572) as the scrutiniser for the remote e-voting process and voting at the venue of the annual general meeting in a fair and transparent manner.

iv. The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting and thereafter unlock the votes through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, upon conclusion of the meeting, to the Chairman of the Company or in his absence Vice Chairman of the Company, who shall countersign the same.

v. The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website https://www.bajajfinserv.in/finance/investor-relations/annual-general-meeting-notice-and-other-docs.aspx and on the website of Karvy - https://evoting.karvy.com and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the annual general meeting of the Company.

BAJAJ FINANCE LTD.

Annexure to the notice

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE COMPANIES ACT, 2013

Rahul Bajaj (DIN 00014529), 77, is a Non-executive Chairman of our Company, liable to retire by rotation. He is a director of the Company since inception. He is recognised as one of the most successful business leaders of India. Rahul Bajaj has 47 years of experience, amongst others, in the auto and financial services sectors. He heads the Bajaj Group of Companies which is a leader in a variety of manufactured products and financial services in India and abroad including motorised two, three and four wheeled vehicles, home appliances, electric lamps, wind energy, special alloy and stainless steel, cranes, forgings, infrastructure development, material handling equipment, travel, general and life insurance and investment, consumer finance and asset management.

He holds an Honours Degree in Economics from Delhi University, a degree in Law from Bombay University and an MBA from Harvard Business School.

Rahul Bajaj is father of Rajiv Bajaj, Director and Sanjiv Bajaj, Vice Chairman of the Company. He is not related to any other directors and key managerial personnel of the Company.

During FY2016, Rahul Bajaj attended all 9 Board meetings of the Company. During FY2016, he was paid ₹ 600,000 as sitting fees. Further, commission of ₹ 1,200,000 is payable to him for FY2016.

Rahul Bajaj has received many prestigious awards and recognitions, notable being the award of 'Padma Bhushan' by the Government of India in 2001, Alumni Achievement Award by the Harvard Business School and Life Time Achievement Awards from Economic Times, Ernst & Young, CNBC TV18 and others. Rahul Bajaj was appointed Knight in the Order of the Legion of Honour by the President of the French Republic.

He has been conferred Honorary Doctorates by 6 Universities including IIT Roorkee.

Rahul Bajaj was the President of Confederation of Indian Industry (CII - 1979-1980/1999-2000). He was President of Society of Indian Automobile Manufacturers (SIAM) and Mahratta Chamber of Commerce, Industry and Agriculture (MCCIA) and Chairman of the Development Council for Automobiles and Allied Industries.

Rahul Bajaj was appointed by the Government of India as the Chairman (1986-1989) of the Government owned domestic carrier, Indian Airlines.

Rahul Bajaj was nominated by the President of India as the Chairman of the Board of Governors of the Indian Institute of Technology, Bombay during 2003-2006.

He was elected to the Upper House of Parliament (Rajya Sabha 2006-2010).

He is a Member & former Chairman of the International Business Council of the World Economic Forum, Geneva and a Member of Harvard Business School's Global Advisory Board. He is also a Member of the International Advisory Council of the Brookings Institution, Washington DC and a Member of the Executive Board of Indian School of Business.

Rahul Bajaj spearheads the CSR initiatives of the Bajaj Group which includes Jamnalal Bajaj Foundation and Shiksha Mandal and a number of social organisations including Bharatiya Yuva Shakti Trust and Ruby Hall Clinic, a large hospital in Pune, as their Chairman.

As on 31 March 2016, he holds 18,600 equity shares in the Company.

LIST OF DIRECTORSHIPS:

1. Bajaj Allianz General Insurance Company Limited
2. Bajaj Allianz Life Insurance Company Limited
3. Bajaj Auto Limited
4. Bajaj Electoral Trust
5. Bajaj Finance Limited
6. Bajaj Finserv Limited
7. Bajaj Holdings & Investment Limited
8. Bhoopati Shikshan Pratisthan
9. Indian School of Business
10. Kamalnayan Investment & Trading Private Limited
11. Mahakalp Arogya Pratisthan
12. Rahul Securities Private Limited
13. Rupa Equities Private Limited

He is not a member of audit committee or stakeholders relationship committee of any company.

BAJAJ FINANCE LTD.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 5 relating to issue of non-convertible debentures through private placement

As per section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer letter with a previous special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures of the Company on private placement basis.

The Company, in the ordinary course of its business, is required to resort to borrowings from time to time, including by way of loans, issue of debentures/bonds or other debt instruments, on private placement basis or otherwise, and through acceptance of fixed deposits. The intermix of borrowings depends upon the market conditions, tenor and cost of funds, tenor and security available in case of loans to be disbursed to customers etc. The Company normally issues non-convertible debentures on private placement basis for meeting the medium and long term funding requirements of the Company. The debentures are issued at face value with coupon rate and/or on zero coupon basis. The rate of interest depends, *inter alia*, on the market rates, tenor and security.

Approval of the members is, therefore, sought by way of a special resolution for making offer(s) or invitation(s) to eligible persons to subscribe to the non-convertible debentures of the Company on private placement basis during the period from the conclusion of the 29th annual general meeting till the conclusion of the 30th annual general meeting, within the overall borrowing limits approved by the members from time to time.

The Board recommends passing of the special resolution set out in item no. 5 of this notice.

None of the directors, key managerial personnel of the Company and their relatives are 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

Pune: 24 May 2016