BAJAJ FINANCE LIMITED

SEC/2016/463

30 August 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

Sub: Result of Postal Ballot and submission of voting result under Reg. 44 of the SEBI Listing Regulations, 2015

Dear Sirs,

This is further to our letter no. SEC/2016/390 dated 30 July 2016 forwarding copy of the postal ballot notice.

The postal ballot was conducted by the Company pursuant to Section 110 of the Companies Act, 2013 for obtaining approval of members for the following matters:

1. Sub-division of equity shares.
2. Increase in authorised share capital.
3. Issue of bonus equity shares.

We wish to inform you that Shri Shyamprasad D Limaye, Scrutiniser appointed for conducting the postal ballot process has submitted his report to the Chairman of the Company and the result of the postal ballot has been announced by the Chairman today, i.e. on 30 August 2016 at the registered office of the Company. The Scrutiniser's report is placed on the Company's website.

As per the Scrutiniser's report, all the resolutions have been passed by the members with the requisite majority.

We enclose herewith a copy of the Scrutiniser's report and a statement containing details of voting results in the prescribed format pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For BAJAJ FINANCE LIMITED

BAJAJ FINANCE LTD. PUNE

ANANT DAMLE
COMPANY SECRETARY

Encl.: as above

Shyamprasad D. Limaye
B.Com. LL.B. F.C.S
Company Secretary

Flat No.303, Parag-Wahini C.H.S Ltd,
126 Dahanukar Colony, Lane No. 4
Kothrud, Pune: 411038.
Tel.: (O) 25389985 (R) 25230773
email:shyamprasad.limaye@gmail.com

Scrutiniser's Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies, (Management and Administration) Rules, 2014]

To,
The Chairman,
Bajaj Finance Limited,
CIN: L65910MH1987PLC042961,
Akurdi, Pune 411035.

Dear Sir,

1. I, Shyamprasad D Limaye, a Company Secretary in practice, have been appointed by the Board of Directors of Bajaj Finance Limited ("the Company") as a scrutiniser for the purpose of scrutinising the postal ballot forms and e-voting and ascertaining the requisite majority on voting carried out as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the postal ballot notice dated 26 July 2016 ("the resolutions").

2. The notice dated 26 July 2016 seeking approval of members of the Company along with statement setting out material facts under Section 102(1) of the Companies Act, 2013 was sent to the members in respect of the resolutions to be passed, through postal ballot. The Company had provided remote e-voting facility to the members to vote on the resolutions through the electronic voting platform of Karvy Computershare Private Limited ("Karvy").

3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot / remote e-voting on the resolutions contained in the said postal ballot notice for approval of the members of the Company. My responsibility as a Scrutiniser for the postal ballot forms and remote e-voting is restricted to make a Scrutiniser's report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the postal ballot forms received and the reports generated from the e-voting platform provided by Karvy.

4. Further to the above, I submit my report as under:-

   i. The Company has completed dispatch of postal ballot forms by speed post on 29 July 2016 along with postage prepaid business reply envelope to its members whose names appear on the register of members/ list of beneficial holders as on 22 July 2016.

   ii. The remote e-voting period remained open from Saturday 30 July 2016 (9:00 A.M) to Sunday 28 August 2016 (5:00 P.M).

SHYAMPRASAD D. LIMAYE ★ Company Secretary ★ F.C.S. 1587 C.P. 572

iii. The members who were on record of the Company as on the "cut-off' date i.e. Friday, 22 July 2016, (End of Day) were entitled to vote on the resolutions as set out in the notice of the Company.

iv. The remote e-voting facility was blocked on Sunday, 28 August 2016 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Bhushan M. Lunawat who are not in the employment of the Company.

v. Particulars of all the postal ballot forms received were entered into a register maintained for the purpose.

vi. The postal ballot forms were kept under my safe custody in sealed and tamper proof envelopes before commencing the scrutiny of such postal ballot forms.

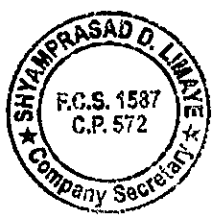
vii. All postal ballot forms received upto Sunday, 28 August 2016, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after 28 August 2016 were not considered. All votes cast on Karvy e-voting platform upto 5.00 p.m. on Sunday, 28 August 2016 were considered for my scrutiny. The e-voting was blocked immediately thereafter.

viii. The postal ballot forms which are incomplete and/or which are otherwise found defective have been treated as invalid and kept separately.

ix. Particulars of all the postal ballot forms received from the members by 28 August 2016 are manually entered on the system provided by Karvy.

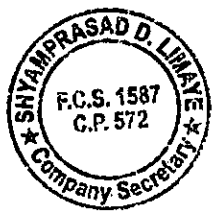
x. A total of 32 envelopes containing postal ballot forms were returned undelivered. These envelopes are not opened and are kept separately.

xi. Thereafter considering votes through remote e-voting and votes cast through postal ballot forms, the combined result of the voting is given below. The details containing inter alia, votes put "in favour "or "against" on each of the resolutions that were put to vote, and whose votes became invalid and number of votes abstained from voting, were generated from the e-voting website of Karvy - i.e. https://evoting.karvy.com/ and my report is based on such reports generated.



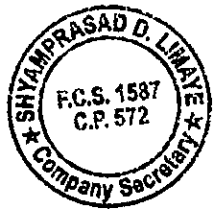
Resolution No. 1: Ordinary resolution under Section 61 for sub-division of Equity shares of the Company of Face Value of Rs. 10/- each into equity shares of face value of Rs. 2/- each.

Sr. No		Number of Shareholders			Number of Shares			
	Particulars of Voting	Voted through Postal Ballot forms	Voted through E-voting	Total	Voted through Postal Ballot forms	Voted through E-voting	Total	% of total valid votes
1	Total Votes received	163	468	631	15,469	4,36,74,826	4,36,90,295	Not applicable
2	Less: Invalid Votes	10	-	10	459	-	459	Not applicable
3	Less: *Less Voted	3	11	14	37	7,54,969	7,55,006	Not applicable
4	Net valid votes	150	457	607	14,973	4,29,19,857	4,29,34,830	100.00%
5	Votes with Assent	152	465	617	14,965	4,29,18,651	4,29,33,616	99.99%
6	Votes with Dissent	-	2	2	-	12	12	0.00%
7	**Abstained Votes	1	2	3	8	1,194	1,202	0.00%



Resolution No.2: Ordinary resolution for increase in authorised share capital of the Company from Rs. 75 crore to Rs. 150 Crore and substitution of Clause V of the Memorandum of Association of the Company

Sr. No		Number of Shareholders			Number of Shares			
	Particulars of Voting	Voted through Postal Ballot forms	Voted through E-voting	Total	Voted through Postal Ballot forms	Voted through E-voting	Total	% of total valid votes
1	Total Votes received	163	468	631	15,469	4,36,74,826	4,36,90,295	Not applicable
2	Less: Invalid Votes	10	-	10	459	-	459	Not applicable
3	Less: *Less Voted	3	11	14	37	7,54,969	7,55,006	Not applicable
4	Net valid votes	150	457	607	14,973	4,29,19,857	4,29,34,830	100.00%
5	Votes with Assent	149	463	612	14,565	4,29,18,632	4,29,33,197	99.99%
6	Votes with Dissent	1	4	5	100	31	131	0.00%
7	**Abstained Votes	3	2	5	308	1,194	1,502	0.00%



Resolution No 3: Ordinary Resolution under Section 63 for issue of bonus shares in the proportion of 1 (One) bonus share for every 1 (One) equity share held.

Sr. No		Number of Shareholders			Number of Shares			
	Particulars of Voting	Voted through Postal Ballot forms	Voted through E-voting	Total	Voted through Postal Ballot forms	Voted through E-voting	Total	% of total valid votes
1	Total Votes received	163	468	631	15,469	4,36,74,826	4,36,90,295	Not applicable
2	Less: Invalid Votes	10	-	10	459	-	459	Not applicable
3	Less: * Less Voted	3	11	14	27	7,54,969	7,54,996	Not applicable
4	Net valid votes	150	457	607	14,983	4,29,19,857	4,29,34,840	100%
5	Votes with Assent	150	466	616	14,675	4,29,18,653	4,29,33,328	99.99%
6	Votes with Dissent	-	1	1	-	10	10	0.00%
7	**Abstained Votes	3	2	5	308	1,194	1,502	0.00%

* Less Voted means shareholder had casted lesser votes than his entitlement.
** Abstained Votes mean number of shares for which shareholder has not voted either in favour or against.

Thanking You,
Yours faithfully,

SHYAMPRASAD D. LIMAYE ★ Company Secretary ★ F.C.S. 1587 C.P. 572

Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 30 August 2016

Based on the foregoing, I hereby declare that the Resolutions No. 1 to 3 have been passed with the requisite majority.

For Bajaj Finance Limited

Rahul Bajaj
Chairman

BAJAJ FINANCE LTD. ★

30 August 2016

	BAJAJ FINANCE LIMITED
Date of the Postal Ballot	28 August 2016 (Date of declaration - 30 August 2016)
Total number of shareholders on record date	46,059
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	ORDINARY - Sub-division of equity shares of the Company of face value of ₹ 10 each into equity shares of face value of ₹ 2 each							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		30,893,907		30,893,907	0	100.00	Nil
	Poll		NA		NA	NA	NA	NA
	Postal Ballot		0		0	0	Nil	Nil
Promoter and Promoter Group	Total	30,893,907	30,893,907	100.00	30,893,907	0	100.00	Nil
	E-Voting		9,732,311		9,732,311	0	100.00	Nil
	Poll		NA		NA	NA	NA	NA
	Postal Ballot		0		0	0	Nil	Nil
Public- Institutions	Total	13,252,102	9,732,311	73.44	9,732,311	0	100.00	Nil
	E-Voting		2,292,445		2,292,433	12	99.99	0.00
	Poll		NA		NA	NA	NA	NA
	Postal Ballot		14,965		14,965	0	100.00	Nil
Public- Non Institutions	Total	9,726,181	2,307,410	23.72	2,307,398	12	99.99	0.00
	Total	53,872,190	42,933,628	79.70	42,933,616	12	99.99	0.00



Resolution required: (Ordinary/ Special)	ORDINARY - Increase in authorised share capital of the Company from ₹ 75 Crores to ₹ 150 Crores and substitution of Clause V of the Memorandum of Association of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		30,893,907		30,893,907	0	100.00	Nil
	Poll		NA		NA	NA	NA	NA
	Postal Ballot		0		0	0	Nil	Nil
Promoter and Promoter Group	Total	30,893,907	30,893,907	100.00	30,893,907	0	100.00	Nil
	E-Voting		9,732,311		9,732,311	0	100.00	Nil
	Poll		NA		NA	NA	NA	NA
	Postal Ballot		0		0	0	Nil	Nil
Public- Institutions	Total	13,252,102	9,732,311	73.44	9,732,311	0	100.00	Nil
	E-Voting		2,292,445		2,292,414	31	99.99	0.00
	Poll		NA		NA	NA	NA	NA
	Postal Ballot		14,665		14,565	100	99.32	0.68
Public- Non Institutions	Total	9,726,181	2,307,110	23.72	2,306,979	131	99.99	0.01
	Total	53,872,190	42,933,328	79.69	42,933,197	131	99.99	0.00



Resolution required: (Ordinary/ Special)	ORDINARY - Issue bonus shares in the proportion of 1 (One) bonus share for every 1 (One) equity share held.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		30,893,907		30,893,907	0	100.00	Nil
	Poll		NA		NA	NA	NA	NA
	Postal Ballot		0		0	0	Nil	Nil
Promoter and Promoter Group	Total	30,893,907	30,893,907	100.00	30,893,907	0	100.00	Nil
	E-Voting		9,732,311		9,732,311	0	100.00	Nil
	Poll		NA		NA	NA	NA	NA
	Postal Ballot		0		0	0	Nil	Nil
Public- Institutions	Total	13,252,102	9,732,311	73.44	9,732,311	0	100.00	Nil
	E-Voting		2,292,445		2,292,435	10	99.99	0.00
	Poll		NA		NA	NA	NA	NA
	Postal Ballot		14,675		14,675	0	100.00	Nil
Public- Non Institutions	Total	9,726,181	2,307,120	23.72	2,307,110	10	99.99	0.00
	Total	53,872,190	42,933,338	79.69	42,933,328	10	99.99	0.00

