BAJAJ FINANCE LIMITED

SEC/2016/390 30 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**

Sub: Submission of Postal Ballot Notice and Newspaper Advertisement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

The Board of Directors of the Company has, at its meeting held on 26 July 2016, approved a postal ballot notice for passing of the resolutions, as stated in the said notice, by shareholders.

The Company has completed the despatch of the postal ballot notice and postal ballot form to its members on 29 July 2016 and has issued an advertisement to that effect in English and Marathi newspaper dated 30 July 2016 for the information of its members.

Pursuant to Regulation 30 of the SEBI Listing Regulations, 2015, please find enclosed herewith the postal ballot notice dated 26 July 2016 and copy of the newspaper advertisement for your record.

Thanking you,

Yours faithfully,
For **BAJAJ FINANCE LIMITED**

BAJAJ FINANCE LTD. PUNE

ANANT DAMLE
COMPANY SECRETARY

Encl.: As above

CERTIFIED TRUE COPY
For Bajaj Finance Limited

Anant Damle
Company Secretary

BAJAJ FINANCE LTD. PUNE

BAJAJ FINANCE LIMITED
(CIN: L65910MH1987PLC042961)
Registered office: Akurdi, Pune - 411 035
Email ID: investor.service@bajajfinserv.in
Website: www.bajajfinserv.in/finance
Phone: (020) 3018 6403 Fax: (020) 3018 6364

POSTAL BALLOT NOTICE
PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

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 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

1. Sub-division of equity shares

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to section 61 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to such permissions, sanctions and approvals as may be required in this respect, approval of the members be and is hereby given for sub-dividing each equity share of the Company having face value of ₹ 10/- into 5 (Five) equity shares having face value of ₹ 2/- each fully paid-up on such date as may be fixed by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly constituted by the Board) for this purpose ('record date').

RESOLVED FURTHER THAT upon sub-division of the equity shares, the share certificates in respect of the existing equity shares of face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date and the Company may without requiring the surrender of the existing share certificates directly issue and despatch the new share certificates of the Company, in lieu of such existing issued share certificates and in case of equity shares held in dematerialised form, the sub-divided equity shares shall be credited to the beneficiary accounts of the members with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT the sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to sub-division of shares, to the stock options which have been granted to the employees of the Company under its Employee Stock Option Scheme, 2009 pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised and unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the record date shall be proportionately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to sub-division of shares, to the 925,000 warrants issued by the Company to Bajaj Finserv Limited pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, such that the exercise price in respect of the outstanding warrants and number thereof as on the record date shall be proportionately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

2. Increase in authorised share capital

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the members be and is hereby given for increasing the authorised share capital of the Company from ₹ 750,000,000/- (Rupees Seventy Five Crore) divided into 75,000,000 equity shares of face value of ₹ 10/- each to ₹ 1,500,000,000/- (Rupees One Hundred and Fifty Crore) divided into 750,000,000 equity shares of face value of ₹ 2/- each.

RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Company be and is hereby substituted by the following:

> The authorised share capital of the Company is ₹ 1,500,000,000/- (Rupees One Hundred and Fifty Crore) divided into 750,000,000 equity shares of ₹ 2/- (Rupees Two) each. The Company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions permitted by Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

3. Issue of bonus equity shares

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to section 63 and other applicable provisions of the Companies Act, 2013 read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), relevant provisions of Memorandum of Association and Articles of Association of the Company, regulations and guidelines issued by the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, and subject to such permissions, sanctions and approvals as may be required in this respect, approval of the members be and is hereby given for capitalisation of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly constituted by the Board), for the purpose of issuance of fully paid-up bonus equity shares of face value of ₹2/- (Rupees Two) each ('bonus shares') to the members of the Company in the proportion of 1 (One) bonus share for every 1 (One) equity share of face value of ₹ 2/- (Rupees Two) (i.e. as adjusted for sub-division of equity share) held as on such date as may be fixed by the Board for this purpose ('record date').

RESOLVED FURTHER THAT in case of equity shares held in physical form no allotment letters shall be issued to the allottees of the bonus shares and that the new certificates in respect of the bonus shares shall be issued and despatched to the allottees thereof and in case of equity shares held in dematerialised form, the bonus shares shall be credited to the beneficiary accounts of the members with their respective depository participants.

RESOLVED FURTHER THAT the issue and allotment of bonus shares to non-resident members of the Company will be subject to approval of the Reserve Bank of India and any other regulatory authority, as may be required.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments, due to the issue of bonus shares, to the stock options which have been granted under Employee Stock Option Scheme, 2009 of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised and unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the record date shall be proportionately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments, due to the issue of bonus shares, to the 925,000 warrants issued by the Company to Bajaj Finserv Limited pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, such that the exercise price in respect of the outstanding warrants and number thereof as on the record date shall be proportionately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

By order of the Board of Directors
For Bajaj Finance Limited

Anant Damle
Company Secretary

Place : Pune
Date : 26 July 2016

NOTES:

1. An explanatory statement pursuant to section 102(1) of the Companies Act, 2013 for the above items of business is annexed hereto.
2. The Board of Directors at its meeting held on 26 July 2016 has appointed Shri Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572), as Scrutiniser to receive and scrutinise the postal ballot forms received from the members and for conducting the postal ballot process including e-voting process in a fair and transparent manner.
3. The voting rights of the members (through postal ballot or e-voting) shall be reckoned on the equity shares held by them as on **22 July 2016** (End of Day), being the 'cut-off date' fixed for this purpose.

BAJAJ FINANCE LTD. PUNE

4. In compliance with the provisions of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members holding shares as on the cut-off date, i.e. 22 July 2016 (End of Day), to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by Karvy Computershare Private Limited ('Karvy').

5. The instructions for remote e-voting/voting through postal ballot are as under:

A. For members who receive Notice of postal ballot through email:

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

ii. Launch internet browser by typing the 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) 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.

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 image (PDF/JPG Format) of certified true copy of 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 at cssdlimaye@gmail.com and 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 30 July 2016 (9.00 a.m.) till 28 August 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 https://evoting.karvy.com or call Karvy on 1800 345 4001 (toll free).

xiv. Members may alternatively cast their votes using the postal ballot form available on the Company's website www.bajajfinserv.in/finance and also on the website of Karvy https://evoting.karvy.com Please refer instructions provided in the postal ballot form.

B. For members who receive the Notice of postal ballot in physical form:

i. Members holding shares either in dematerialised or physical form who are in receipt of Notice in physical form, may cast their votes using the postal ballot form enclosed to this Notice. Please read carefully instructions provided in the postal ballot form and return the same, duly completed alongwith assent ('FOR') or dissent ('AGAINST'), in the enclosed pre-paid self-addressed business reply envelope to the Scrutiniser, Shri Shyamprasad D Limaye, Practising Company Secretary, Unit: Bajaj Finance Limited, C/o Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31–32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, so as to reach by 28 August 2016. Postal ballot forms received from the members after 28 August 2016 will be strictly treated as if no reply has been received from the member(s). Incomplete, unsigned, defaced or mutilated postal ballot form will be rejected and the Scrutiniser's decision on the validity of a postal ballot form and the votes cast will be final and binding.

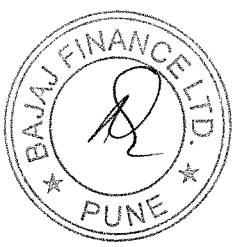
ii. Members may alternatively opt for remote e-voting, for which the User ID & initial password is provided at the bottom of the postal ballot form.

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

C. General instructions:

i. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.

ii. Once the vote on a resolution is cast by the member, the member shall not be allowed to change the vote subsequently. A member can not vote both by postal ballot and remote e-voting and if he votes both by postal ballot and remote e-voting, his vote by postal ballot shall be treated as invalid.



6. The Scrutiniser shall, after conclusion of the voting period, unlock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutiniser's consolidated report of the votes cast in favour or against, if any, (through remote e-voting and postal ballot) and submit the same to the Chairman of the Company. Results of the voting will be announced on Tuesday, 30 August 2016, at about 4.00 p.m. at the registered office of the Company at Akurdi, Pune - 411 035 by placing the same alongwith the Scrutiniser's report on the Company's website www.bajajfinserv.in/finance The same shall also be placed on the website of Karvy https://evoting.karvy.com and shall also be communicated to the stock exchanges. The results will be published in the newspapers for the information of the members. Subject to receipt of requisite number of votes, the resolutions in the Notice shall be deemed to be passed on 28 August 2016 i.e. last day of the voting period.

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

Item no.1:

In order to improve the liquidity of the Company's shares on the stock market and also make them affordable to the small investors, it is proposed to sub-divide equity shares of the Company of face value of ₹ 10/- each into equity shares of face value of ₹ 2/- each.

The aforesaid proposal is subject to approval of the members.

The sub-division of shares requires appropriate adjustments to the stock options granted under the Employee Stock Option Scheme, 2009 and 925,000 warrants issued by the Company to Bajaj Finserv Limited under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The Board of Directors recommends passing of the ordinary resolution set out in item no. 1 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.

Item no. 2:

In view of the proposed sub-division of equity shares and issue of bonus shares and to take care of the future equity funding requirements, it is proposed to increase the authorised capital of the Company and amend the capital clause of Memorandum of Association (MoA) of the Company from the present ₹ 750,000,000/- divided into 75,000,000 equity shares of face value of ₹ 10/- each to ₹ 1,500,000,000/- divided into 750,000,000 equity shares of face value of ₹ 2/- each.

The aforesaid proposal is subject to approval of the members.

A copy of the MoA incorporating the proposed amendment will be kept open for inspection by 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 on holidays, upto the last date of the voting period.

The Board of Directors recommends passing of the ordinary resolution set out in item no. 2 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.

Item no. 3:

Considering the significant growth in the business of the Company over the recent years and the strong financial position of the Company, it is proposed to reward the members of the Company by issue of fully paid-up bonus equity shares in the proportion of 1 (One) bonus share for every 1 (One) equity share of face value of ₹ 2/- each (i.e. as adjusted for sub-division of equity share).

The aforesaid proposal is subject to approval of the members.

The issue of bonus shares requires appropriate adjustments to the stock options granted under the Employee Stock Option Scheme, 2009 and 925,000 warrants issued by the Company to Bajaj Finserv Limited under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The Board of Directors recommends passing of the ordinary resolution set out in item no. 3 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

Place : Pune
Date : 26 July 2016

BAJAJ FINANCE LTD. PUNE

Loksatta, Pune – 30 July 2016

बजाज फायनान्स लिमिटेड

टपाल मतदान सूचना आणि ई-मतदान माहिती

ह्याद्वारे सूचना देण्यात येत आहे की कंपनीने टपाल मतदानाद्वारे सभासदांच्या मंजुरीसाठी तीन ठराव प्रस्तावित केले आहेत. ज्या सभासदांची नावे २२ जुलै २०१६ रोजी (दिवसाअखेरीस) सभासदांच्या नोंदवहीमध्ये/लाभार्थी मालकांच्या नोंदवहीमध्ये आढळून आली आहेत, त्यांना (१) ईमेलद्वारे त्यांच्या नोंदणीकृत ईमेल आयडीवर आणि (२) जेथे ईमेल आयडी नोंदणीकृत नाही तेथे विहित प्रकारे, २९ जुलै २०१६ रोजी टपाल मतपत्रिकेसह, पुर्वोक्त ठरावांच्या संबंधात, टपाल मतदानाची सूचना पाठविण्याची प्रक्रिया कंपनीने पूर्ण केली आहे.

कंपनी कार्वी कॉम्प्युटरशेअर प्रायव्हेट लिमिटेडद्वारे ('कार्वी') प्रदान करण्यात आलेल्या ई-मतदान व्यासपीठावर इलेक्ट्रॉनिक मतदान प्रणालीद्वारे ('दूरस्थ ई-मतदान') मतदानाचा हक्क बजावण्याची सुविधा देखील सभासदांना प्रदान करीत आहे.

सभासदांचा मतदानाचा हक्क (टपाल मतदानाद्वारे किंवा दूरस्थ ई-मतदानाद्वारे) 'कट-ऑफ तारीख' म्हणून ठरवलेल्या, २२ जुलै २०१६ रोजी (दिवसाअखेरीस) सभासदांनी धारण केलेल्या समभागांच्या प्रमाणात विचारात घेण्यात येईल. कट-ऑफ तारखेला सभासद नसणाऱ्या कोणत्याही व्यक्तीने ही सूचना केवळ माहितीच्या हेतूसाठी विचारात घ्यावी.

मतदानाचा कालावधी हा ३० जुलै २०१६ (सकाळी ९:००) ते २८ ऑगस्ट २०१६ (संध्याकाळी ५:००) ह्यादरम्यान असेल, त्यानंतर दूरस्थ ई-मतदानाला अनुमती असणार नाही. टपाल मतपत्रिकेद्वारे मतदान करण्याच्या बाबतीत, यथोचितरीत्या पूर्ण केलेली टपाल मतपत्रिका टपाल मतदान पार पाडण्यासाठी नियुक्त करण्यात आलेल्या परिनिरीक्षक श्री. श्यामप्रसाद डी. लिमये यांच्याकडे, बजाज फायनान्स लिमिटेड, C/o कार्वी कॉम्प्युटरशेअर प्रायव्हेट लिमिटेड, कार्वी सेलेनियम टॉवर बी, प्लॉट नं. ३१-३२, गच्चीबावली, फायनान्शिअल डिस्ट्रिक्ट, नानक्रामगुडा, हैद्राबाद - ५०० ०३२ ह्या पत्त्यावर २८ ऑगस्ट २०१६ पर्यंत पोहोचायला हवी. २८ ऑगस्ट २०१६ नंतर मिळालेल्या टपाल मतपत्रिका अवैध मानल्या जातील.

टपाल मतपत्रिका प्राप्त न झालेले सभासद हे कंपनीकडे/कार्वीकडे अर्ज करू शकतील आणि टपाल मतपत्रिकेची दुसरी प्रत प्राप्त करू शकतील.

टपाल मतपत्रिकेसह टपाल मतदानाची सूचना ही कंपनीच्या www.bajajfinserv.in/finance ह्या संकेतस्थळावर आणि कार्वीच्या https://evoting.karvy.com ह्या संकेतस्थळावर उपलब्ध आहे.

मतदानाचे निकाल हे परिनिरीक्षकांच्या अहवालासह कंपनीच्या www.bajajfinserv.in/finance ह्या संकेतस्थळावर आणि कार्वीच्या https://evoting.karvy.com ह्या संकेतस्थळावर प्रदर्शित करून कंपनीच्या आकुर्डी, पुणे-४११ ०३५ येथील नोंदणीकृत कार्यालयामध्ये मंगळवार, ३० ऑगस्ट २०१६ रोजी, सुमारे दुपारी ४:०० वाजता घोषित करण्यात येतील तसेच स्टॉक एक्स्चेंजेसना कळविण्यात येतील.

टपाल मतदानाद्वारे/दूरस्थ ई-मतदानाद्वारे मतदान करण्याच्या संबंधात कोणतीही शंका/तक्रार असल्यास, सभासद पुढील व्यक्तींशी संपर्क साधू शकतात:

(१) श्री. अनंत दामले
कंपनी सचिव
बजाज फायनान्स लिमिटेड,
३रा मजला, पंचशिल टेक पार्क,
विमान नगर, पुणे - ४११ ०१४
ईमेल आयडी: anant.damle@bajajfinserv.in
दूरध्वनी: ०२० ३०१८६०७२

(२) श्री. मोहम्मद मोहसिनुद्दिन
वरिष्ठ व्यवस्थापक
कार्वी कॉम्प्युटरशेअर प्रायव्हेट लिमिटेड,
कार्वी सेलेनियम टॉवर बी, प्लॉट नं. ३१-३२,
गच्चीबावली, फायनान्शिअल डिस्ट्रिक्ट,
नानक्रामगुडा, हैद्राबाद - ५०० ०३२
ईमेल आयडी: mohsin.mohd@karvy.com
दूरध्वनी: ०४० ६७१६१५६२

बजाज फायनान्स लिमिटेडसाठी

स्थळ: पुणे
दिनांक: २९ जुलै २०१६

अनंत दामले
कंपनी सचिव

Financial Express, All Editions – 30 July 2016

BAJAJ FINANCE LIMITED

Postal Ballot Notice and E-voting Information

NOTICE is hereby given that the Company has proposed three resolutions for approval of members by postal ballot. The Company has completed despatch of the postal ballot notice, in respect of the aforesaid resolutions, alongwith postal ballot form on 29 July 2016 to the members whose names appeared in the register of members/register of beneficial owners as on 22 July 2016 (End of Day), (i) through email at their registered email ID and (ii) wherever the email ID is not registered through prescribed mode.

The Company is also providing facility to the members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by Karvy Computershare Private Limited ('Karvy').

The voting rights of the members (through postal ballot or remote e-voting) shall be reckoned with respect to the equity shares held by them as on 22 July 2016 (End of Day), being the 'cut-off date' fixed for this purpose. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

Voting period shall be open from 30 July 2016 (9.00 a.m.) to 28 August 2016 (5.00 p.m.) after which the remote e-voting facility shall not be allowed. In case of voting by postal ballot form, duly completed postal ballot form should reach the Scrutiniser, Shri Shyamprasad D Limaye, appointed for conducting postal ballot, at Unit: Bajaj Finance Limited, C/o Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 not later than 28 August 2016. Postal ballot forms received after this date will be treated as invalid.

Members, who have not received the postal ballot form, may apply to the Company/Karvy and obtain duplicate postal ballot form.

Postal ballot notice alongwith postal ballot form is available on the Company's website www.bajajfinserv.in/finance and on Karvy's website https://evoting.karvy.com

Results of the voting will be announced on Tuesday, 30 August 2016, at about 4.00 p.m. at the registered office of the Company at Akurdi, Pune - 411 035 by placing the same alongwith the Scrutiniser's report on the Company's website www.bajajfinserv.in/finance and on Karvy's website https://evoting.karvy.com and shall also be communicated to the stock exchanges.

In case of any query/grievance connected with voting by postal ballot/remote e-voting, the members may contact:

(i) Mr. Anant Damle,
Company Secretary,
Bajaj Finance Limited
3rd Floor, Panchshil Tech Park,
Viman Nagar,
Pune - 411 014
Email ID: anant.damle@bajajfinserv.in
Tel: 020 30186072

(ii) Mr. Mohd. Mohsin Uddin,
Senior Manager,
Karvy Computershare Private Limited,
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032
Email ID: mohsin.mohd@karvy.com
Tel: 040 67161562

For Bajaj Finance Limited

Place: Pune
Date: 29 July 2016

Anant Damle
Company Secretary

BAJAJ FINANCE LTD. PUNE