BAJAJ FINANCE LIMITED

SEC/PB/2017/421 July 26, 2017

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

The Board of Directors of the Company has, at its meeting held on July 19, 2017, approved a postal ballot notice for passing of the resolution, as stated in the said notice, by members.

The Company has completed the despatch of the postal ballot notice and postal ballot form to its members on July 25, 2017 and has issued an advertisement to that effect in English and Marathi newspaper dated July 26, 2017 for the information of its members.

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith the postal ballot notice dated July 19, 2017 and copy of the newspaper advertisement for your record.

Thanking you,

Yours faithfully,
For **BAJAJ FINANCE LIMITED**

ANANT DAMLE
COMPANY SECRETARY

Encl.: As above

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 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given that approval of the members of Bajaj Finance Limited (the "Company") is sought via Postal Ballot/ E-voting for the following resolution in accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations.

1. Issue of Securities to Qualified Institutional Buyers:

To consider and, if thought fit, to pass the following resolution, as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and 71 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), all other applicable laws and regulations ("the Act"), the Foreign Exchange Management Act 1999, including any amendments, statutory modification(s) and/or re-enactment thereof ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, including any amendments, statutory modification(s) and/or re-enactment thereof, regulations for qualified institutions placement contained in Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India ("GoI"), Ministry of Corporate Affairs, Reserve Bank of India ("RBI"), the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges") where the Equity Shares of the Company of face value of ₹ 2 each ("Equity Shares") are listed, the Securities and Exchange Board of India ("SEBI") including the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other appropriate authority under any other applicable laws, as may be applicable and in accordance with the enabling provisions of the memorandum of association and articles of association of the Company and/or stipulated in the Listing Regulations and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the GoI, RBI, SEBI and the Stock Exchanges (hereinafter singly or collectively referred to as the ("Appropriate Authorities") as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (the"Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option for an aggregate amount upto ₹ 4,500 crore (Rupees Four Thousand Five Hundred Crore Only) through qualified institutions placement ("QIP") to qualified institutional buyers ("QIBs") as defined in SEBI ICDR Regulations, by way of issue of Equity Shares or by way of issue of any instrument or security including fully/partially convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the "Securities") or any combination of Securities with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including, resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who are authorized to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called "Investors"), to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ("Offering Circular") and on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors whereaver necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/ or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law.

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations):

i. the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board, shall be completed within 12 months from the date of the resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;

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ii. the Equity Shares issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);

iii. in the event Equity Shares are issued, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares; in the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as may be determined by the Board;

iv. any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, at its absolute discretion, issue Equity Shares at a discount of not more than 5% or such other discount as may be permitted under applicable regulations to the QIP Floor Price;

v. the allotment to each Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 5% of the post issue paid-up capital of the Company or such other limit as may be permitted under applicable law;

vi. the Eligible Securities shall not be sold for a period of 1 year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and

vii. the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not, exceed five times the net worth of the Company as per the audited Balance Sheet of the previous financial year.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose - off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing, agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorised to constitute or form a Committee or delegate all or any of its powers to any Director(s)/Committee of Directors/officers to give effect to the aforesaid resolution and to take all such steps and do such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matters and to take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable to settle any question or difficulty that may arise in regard to issue, allotment of the Securities, including but not limited to:

a) approving the draft placement document, preliminary placement document and the placement document and filing the same with any authority or persons as may be required;

b) deciding to open the issue, and approving the issue price;

c) arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of Securities by the Company;

d) opening a separate special account with a scheduled bank to receive monies in respect of the issue of Securities and opening such other bank accounts and demat accounts as may be required for the transaction;

e) making applications for listing of the Securities on one or more Stock Exchange(s) and executing, arranging and delivering relevant documents to the concerned Stock Exchange(s);

f) affixing the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above as per the procedure prescribed in the articles of association of the Company;

g) taking note of the review reports of the auditors as may be required in connection with the issue of the Securities;

h) approving the financial statements/figures of the Company (standalone and/or consolidated) as of a particular date as may be required in connection with the issue of the Securities including approving and adopting the unaudited interim condensed financial statements of the Company and intimation to the stock exchanges in this regard;

i) doing all such acts, deeds, matters and things and executing all such other documents and paying all such fees, as it may in its absolute discretion, deem necessary or desirable for the purpose of the transactions;

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j) settling all questions, difficulties or doubts that may arise in regard to the issue of the Securities as it may, in its absolute discretion, deem fit;

k) making all such necessary applications with the appropriate authorities and making the necessary regulatory filings in this regard; and

l) authorising or delegating all or any of the powers herein above conferred to any or more persons, if need be.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

By order of the Board of Directors
For Bajaj Finance Limited

Anant Damle
Company Secretary
Membership No. FCS No. 1503

Place : Pune
Date : July 19, 2017

NOTES:

1. The explanatory statement pertaining to the said resolution setting out the facts concerning the item and the reasons thereof, as required pursuant to section 102(1) of the Companies Act, 2013 for the above item of business is annexed hereto.
2. The Board of Directors at its meeting held on July 19, 2017 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 July 14, 2017 (End of Day), being the 'cut-off date' fixed for this purpose.
4. In compliance with Regulation 44(1) of the SEBI Listing Regulations and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended remote e-voting facility for its Members to enable them to cast their votes electronically instead of dispatching the Form. Members desiring to opt for remote e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the Form.
5. The postal ballot notice is also being uploaded on the Company's website viz., https://www.bajajfinserv.in/finance/investor-relations/postal-ballot.aspx and of Karvy Computershare Private Limited (Karvy) viz., https://evoting.karvy.com
6. The special resolution mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the special resolution.
7. 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 where in you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one uppercase (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 you 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 share holding 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_EVENTNo.'
      xii. Members can cast their vote online from July 26, 2017 (9.00 a.m.) till August 24, 2017 (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 on18003454001(tollfree).
      xiv. Members may alternatively cast their votes using the postal ballot form available on the Company's website i.e https://www.bajajfinserv.in/finance/investor-relations/postal-ballot.aspx and also on the website of Karvy at https://evoting.karvy.com Please refer instructions provided in the postal ballot form.

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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 along with 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 - 500032, so as to reach by August 24, 2017 by 5.00 P.M. Postal ballot forms received from the members after August 24, 2017 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 7a 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 cannot 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.

8. 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/ Vice Chairman of the Company. Results of the voting will be announced on August 28, 2017, at about 4.00 p.m. at the registered office of the Company at Akurdi, Pune-411035 by placing the same along with the Scrutiniser's report on the Company's website https://www.bajajfinserv.in/finance/investor-relations/postal-ballot.aspx The same shall also be placed on the website of Karvy at 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 resolution in the Notice shall be deemed to be passed on August 24, 2017 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 relating to issue of Securities to Qualified Institutional Buyers.

The Company requires long term funds for various purposes, viz., to meet long term working capital requirements, capital expenditure and other general corporate purposes as per its growth and business related plans from time to time and to meet the capital adequacy norms laid down by the Reserve Bank of India. For this purpose, the Company has been exploring various avenues for raising funds by way of issue of Equity Shares/convertible securities/non-convertible debentures along with detachable warrants or any other eligible securities and/or any combination thereof ("Securities") in the form of issue to Qualified Institutional Buyers ("QIBs") for an amount aggregating upto ₹ 4,500 crore (Rupees Four Thousand Five Hundred Crore Only) for cash in one or more tranches, through a QIP, under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"). The issue of Securities may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

Basis or Justification of Price: As per the provisions of Regulation 85 of Chapter VIII of the SEBI ICDR Regulations, issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The Board may offer a discount of not more than five percent on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, in accordance with applicable law.

The 'Relevant Date' for Pricing as stipulated under Regulation 85 will be the date of meeting in which the Board or any Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue.

The Board of Directors at its meeting held on July 19, 2017 has accorded its approval for raising of funds by the Company through issue of Securities, subject to shareholders' approval and such other approvals as may be required under the applicable laws.

The Equity Shares allotted would be listed on one or more Stock Exchanges in India. The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

Pursuant to Sections 23, 42, 62(1)(c), 71 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and the SEBI Listing Regulations, approval of shareholders is required to be obtained by Special Resolution for making any further issue of Equity Shares or Securities to any person(s) other than existing shareholders of the Company.

Accordingly, the Board of Directors recommends passing of the Special Resolution set out in Item No.1 of the notice. None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this Resolution.

By order of the Board of Directors
For Bajaj Finance Limited

Anant Damle
Company Secretary
Membership No. FCS No. 1503

Place : Pune
Date : July 19, 2017

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BAJAJ FINANCE LIMITED

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

POSTAL BALLOT FORM

(1) Name(s) of member(s) (including joint-holders, if any) :

(2) Registered address of the sole / first named member :

(3) Registered Folio No. / DP ID Client ID :

(4) No. of shares held (As on July 14, 2017 being the 'cut-off date') :

(5) I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the item of business stated in the Notice of the Company dated July 19, 2017 by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below :

Sr. No.	Description	No. of equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Issue of Securities to Qualified Institutional Buyers			

Place :
Date :

Signature of the member
(Refer Instruction No. 3 given below)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

Note : Please read the instructions printed overleaf carefully before exercising your vote.

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INSTRUCTIONS

1. A member entitled to vote and desiring to exercise his/her/its vote by postal ballot may duly complete the postal ballot form alongwith assent ('For') or dissent ('Against') and return the same, in the enclosed pre-paid self-addressed business reply envelope to Shri Shyamprasad D Limaye, Practising Company Secretary, (FCS No. 1587, CP No. 572), who is appointed by the Board of Directors as Scrutiniser for the postal ballot process.

2. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent by courier at the expense of the member, will also be accepted.

3. Postal ballot form should be completed and signed by the member, as per specimen signature registered with the Company's share transfer agent i.e. Karvy Computershare Private Limited ('Karvy') / depository participants and in case of joint-holding, the form should be completed and signed by the first named member failing whom, by the next named member.

4. In case of shares held by the companies, trusts, societies, etc., duly completed postal ballot form should be accompanied by a certified copy of the board/committee resolution giving requisite authority to the person, whose specimen signature is already registered with the Karvy / depository participants, to vote on the postal ballot form.

5. There will be only one postal ballot form for every Folio No./ DP ID/Client ID irrespective of the number of joint members.

6. The right of voting by postal ballot shall not be exercised by a proxy.

7. Incomplete, unsigned, defaced or mutilated postal ballot form will be rejected.

8. Postal ballot form other than the one issued by the Company will be treated as invalid.

9. Duly completed postal ballot form should reach the Scrutiniser not later than **August 24, 2017** by **5.00 P.M.** Postal ballot form received after this date will be treated as if the reply from the members has not been received.

10. Votes of the members from whom postal ballot form is received after the aforesaid stipulated date will not be accepted and counted for the purpose of passing of the special resolution referred above.

11. The voting rights of the members shall be reckoned on the equity shares held by them as on **July 14, 2017** (End of Day).

12. Members are requested not to send any other paper alongwith the postal ballot form in the pre-paid self-addressed business reply envelope. Any extraneous paper found in such envelope shall be destroyed by the Scrutiniser.

13. The Scrutiniser's decision on the validity of a postal ballot form and the votes cast will be final and binding.

14. A member may request a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutiniser not later than the last date of receipt of postal ballot form i.e. **August 24, 2017** by **5.00 P.M.**

15. The result of the postal ballot will be posted on the website of the Company at https://www.bajajfinserv.in/finance/investor-relations/postal-ballot.aspx and also on the website of Karvy at https://evoting.karvy.com. The same shall also be communicated to the stock exchanges and will be published in the newspapers for information of the members.

16. **The Company is pleased to offer remote e-voting facility as an alternate, for all the eligible members of the Company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The detailed procedure is enumerated in the notes to the postal ballot notice.**

BAJAJ FINANCE LTD. * PUNE *

Financial Express - All Editions
26 July 2017

BAJAJ FINANCE LIMITED

Postal Ballot Notice and E-voting Information

NOTICE is hereby given that the Company has proposed a resolution for approval of the members by postal ballot. The Company has completed despatch of the postal ballot notice, in respect of the aforesaid resolution, alongwith postal ballot form on Tuesday, 25 July 2017 to the members whose names appeared in the register of members/register of beneficial owners as on Friday, 14 July 2017 (End of Day), (i) through email at their registered email ID and (ii) through physical copy to the members who have not registered their email ID, 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 Friday, 14 July 2017 (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 Wednesday, 26 July 2017 (9.00 a.m.) to Thursday, 24 August 2017 (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 Thursday, 24 August 2017. 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 https://www.bajajfinserv.in/finance/investor-relations/postal-ballot.aspx and also on Karvy's website https://evoting.karvy.com

Results of the voting will be announced on Monday, 28 August 2017, 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 https://www.bajajfinserv.in/finance/investor-relations/postal-ballot.aspx 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) Shri 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

(ii) Shri 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 30186403

For Bajaj Finance Limited

Place: Pune
Date: 25 July 2017

Anant Damle
Company Secretary

BAJAJ FINANCE LTD. PUNE

Kesari – Pune Edition
26 July 2017

बजाज फायनान्स लिमिटेड

टपाल मतदान सूचना आणि ई–मतदान माहिती

ह्याद्वारे सूचना करण्यात येत आहे की टपाल मतदानाद्वारे सभासदांच्या मंजुरीसाठी एक ठराव प्रस्तावित केला आहे. ज्या सभासदांची नावे शुक्रवार, १४ जुलै २०१७ रोजी (दिवसाअखेरीस) सभासदांच्या नोंदवहीमध्ये/लाभार्थी मालकांच्या नोंदवहीमध्ये आढळून आली आहेत, त्यांना (१) ईमेलद्वारे त्यांच्या नोंदणीकृत ईमेल आयडीवर आणि (२) ज्यांचे ईमेल आयडी नोंदणीकृत नाहीत त्यांना वास्तविक प्रत, विहित प्रकारे, मंगळवार, २५ जुलै २०१७ रोजी टपाल मतदानाच्या सूचनेसह, पुर्वोक्त ठरावाच्या संबंधात, टपाल मतपत्रिका 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, शुक्रवार, १४ जुलै २०१७ 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 बुधवार, २६ जुलै २०१७ (सकाळी ९:००) ते गुरुवार, २४ ऑगस्ट २०१७ (संध्याकाळी ५:००) ह्यादरम्यान असेल, त्यानंतर दूरस्त 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 गुरुवार, २४ ऑगस्ट २०१७ पर्यंत पोहोचायला हवी. गुरूवार, २४ ऑगस्ट २०१७ 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 https://www.bajajfinserv.in/finance/investor-relations/postal-ballot.aspx ह्या संकेतस्थळावर आणि कार्वीच्या https://evoting.karvy.com ह्या संकेतस्थळावर उपलब्ध आहे.

मतदानाचा निकाल हे परिनिरीक्षकांच्या अहवालासह कंपनीच्या https://www.bajajfinserv.in/finance/investor-relations/postal-ballot.aspx ह्या संकेतस्थळावर आणि कार्वीच्या https://evoting.karvy.com ह्या संकेतस्थळावर प्रदर्शित करून कंपनीच्या आकुर्डी, पुणे – ४११ ०३५ येथील नोंदणीकृत कार्यालयामध्ये सोमवार, २८ ऑगस्ट २०१७ रोजी, सुमारे दुपारी ४:०० वाजता घोषित करण्यात येईल तसेच स्टॉक एक्स्चेंजेसना कळविण्यात येईल.

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

(१) 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

(२) 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 ३०१८६४०३

बजाज फायनान्स लिमिटेडसाठी

स्थळ: पुणे
दिनांक: २५ जुलै २०१७

अनंत दामले
कंपनी सचिव

BAJAJ FINANCE LTD. PUNE