BAJAJ FINANCE LIMITED

SEC/POSTAL BALLOT/2015/196

31 March 2015

National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sirs,

Sub: **Postal Ballot**

Further to our letter dated 20 March 2015 on the subject, kindly find enclosed herewith a copy of the proceedings held on 20 March 2015 at the Registered Office of the Company, relating to declaration of result of voting by Postal Ballot on the resolutions as set out in the Notice dated 14 January 2015.

Kindly acknowledge receipt of the letter.

Thanking you,

Yours faithfully,
For **BAJAJ FINANCE LIMITED**

BAJAJ FINANCE LTD.

ANANT DAMLE
COMPANY SECRETARY

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MINUTES OF THE PROCEEDINGS HELD ON 20 MARCH 2015 AT 3.00 P.M. AT THE REGISTERED OFFICE OF BAJAJ FINANCE LIMITED AT AKURDI, PUNE – 411 035, RELATING TO DECLARATION OF RESULT OF VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ON THE RESOLUTIONS AS SET OUT IN THE NOTICE DATED 14 JANUARY 2015

Present:

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

Shri Rahul Bajaj - Chairman stated that in terms of the resolution passed by the Board of Directors in its meeting held on 14 January 2015, the Company, had despatched on 9 February 2015, to all eligible members, a notice dated 14 January 2015 under Section 110 of the Companies Act, 2013, for obtaining the consent of the members by postal ballot / e-voting facility provided by Karvy Computershare Private Limited (Karvy) on the special resolutions proposed therein. The Chairman further stated that the last date for receipt of physical postal ballots and for e-voting was 11 March 2015. The Chairman further stated that the result of the postal ballot is to be announced on 20 March 2015.

The Chairman thereafter stated that Shri Shyamprasad D. Limaye who had been appointed as the Scrutinizer for the postal ballot process, had carried out the scrutiny of all the postal ballot forms received upto 11 March 2015 and the e-voting reports received from Karvy. He further stated that the Scrutinizer received 311 postal ballot forms, of which 36 were invalid, and 184 shareholders voted through e-voting facility. He added that Shri Shyamprasad D. Limaye had submitted his report dated 18 March 2015 to him and that he, as the Chairman, has accepted the said report.

The Chairman declared the result of postal ballot on the special resolutions as contained in the notice dated 14 January 2015 as follows:

Special resolution no.1:

"RESOLVED THAT in supersession of the special resolution passed by the members by postal ballot on 13 March 2014 and pursuant to Sections 110, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, consent of the company be and is hereby accorded to the board of directors of the company to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the company notwithstanding that moneys to be borrowed together with moneys already borrowed by the company (including the temporary loans obtained / to be obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the company and its free reserves, provided that the total amount upto which moneys may be borrowed by the board of directors shall not exceed the sum of ₹ 50,000 crore (Rupees Fifty Thousand crore only) at any one time."

BAJAJ FINANCE LTD

The Chairman announced that as per the Scrutinizer's report, 37,877,927 votes (95.41% of total valid votes) were cast in favour of this resolution and 1,822,051 votes (4.59% of total valid votes) were cast against the resolution and hence the said special resolution set out in the notice dated 14 January 2015 was approved by the members with the requisite majority.

Special resolution no.2:

"RESOLVED THAT in supersession of the special resolution passed by the members by postal ballot on 13 March 2014 and pursuant to Sections 110, 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, consent of the company be and is hereby accorded to the creation by the board of directors from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the company, on such terms and conditions as the board at its sole discretion may deem fit, of the company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the company's undertaking or undertakings, in favour of the banks / financial institutions /other lenders / fixed deposit trustee/ debenture trustee / security trustee as may be agreed to by the board of directors of the company, for the purpose of securing the repayment of any loans / financial assistance (whether in Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, subject to a maximum of ₹ 50,000 crore (Rupees Fifty Thousand crore only).

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the above mortgages, charges, liens, hypothecation and/or other securities and to do and perform all such acts, deeds, matters or things as may be necessary, proper, expedient or desirable to give effect to this resolution."

The Chairman announced that as per the Scrutinizer's report, 37,870,087 votes (95.39% of total valid votes) were cast in favour of this resolution and 18,22,069 votes (4.59% of total valid votes) were cast against the resolution and hence the said special resolution set out in the notice dated 14 January 2015 was approved by the members with the requisite majority.

Special resolution No.3:

"RESOLVED that pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 and applicable rules thereunder, if any, approval be and is hereby accorded for substituting the Articles of Association of the company with a new set of Articles of Association as specified in the explanatory statement to this resolution.



RESOLVED FURTHER that the board of directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

The Chairman announced that as per the Scrutinizer's report, 39,659,556 votes (99.90% of total valid votes) were cast in favour of this resolution and 32,600 votes (0.08% of total valid votes) were cast against the resolution and hence the said special resolution set out in the notice dated 14 January 2015 was approved by the members with the requisite majority.

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