

BAJAJ FINANCE LIMITED

To,

Date: June 04, 2015

BSE Limited : Scrip Code : 500034
P.J. Towers, Dalal Street
Mumbai 400 001

✓ National Stock Exchange of India Limited : Scrip Code : BAJFINANCE -EQ
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Sub: Qualified Institutions Placement of equity shares of face value Rs. 10 each ("the Equity Shares") by Bajaj Finance Limited (the "Company") under the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations") and Section 42 of the Companies Act, 2013 (including the rules made thereunder) ("the QIP") – Outcome of Special Committee Meeting

Dear Sir/ Madam,

We wish to inform you that subsequent to the approval accorded by the Board of Directors of the Company, at its meeting held on April 21, 2015 and the approval of the shareholders of the Company by way of a special resolution dated May 20, 2015 for the QIP, the Special Committee of the Company today, i.e., June 04, 2015 has, inter alia,:

1. Approved Preliminary Placement Document for QIP up to an aggregate amount of Rs. 14,000 million
2. Authorized the opening of the QIP on June 04, 2015
3. Took on record the 'Relevant date' for QIP as June 04, 2015 and Floor price of Rs. 4,407.34 (Rupees Four Thousand Four Hundred and Seven and Thirty Four Paise per equity share of face value of Rs 10/- each).

A copy of the said resolution is attached herewith.

We request you to take the above on record and the same be treated as compliance under the applicable clauses(s) of the Listing Agreement.

Thanking you,

Yours faithfully,

For BAJAJ FINANCE LIMITED

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PANKAJ THADANI
CHIEF COMPLIANCE OFFICER



BAJAJ FINANCE LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SPECIAL COMMITTEE OF DIRECTORS OF BAJAJ FINANCE LIMITED AT ITS MEETING HELD TODAY i.e. 04 JUNE 2015

"RESOLVED THAT pursuant to the authority delegated by the Board of Directors through its resolution dated 21 April 2015 and the approval of the shareholders of the Company by way of their resolution dated 20 May 2015, the QIP of the equity shares of the Company of face value of ₹ 10 each (the "Equity Shares"), for an aggregate amount not exceeding ₹ 14,000 million (including premium) to qualified institutional buyers (the "QIBs") by the Company in terms of Chapter VIII of the SEBI Regulations and Section 42 of the Companies Act, 2013 and the rules made thereunder, be and is hereby considered and noted.

"RESOLVED FURTHER THAT, subject to the determination of the floor price for the QIP, the Preliminary Placement Document for the QIP, a copy of which was placed before the Special Committee duly initialed by the Chairman for the purpose of identification, be and is hereby approved for filing with the recognised stock exchanges where the Equity Shares of the Company are listed.

"RESOLVED FURTHER THAT Shri Nanoo Pamnani, Vice Chairman, Shri Sanjiv Bajaj, Vice Chairman and Shri Rajeev Jain, Managing Director, be and are hereby severally authorised to make any changes to the Preliminary Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments or corrections in the Preliminary Placement Document as may be necessary or desirable.

"RESOLVED FURTHER THAT the final version of the Preliminary Placement Document be signed by all the Directors and the Company Secretary on behalf of the Company.

"RESOLVED FURTHER THAT Shri Sanjiv Bajaj, Vice Chairman, Shri Rajeev Jain, Managing Director, Shri Rajesh Viswanathan, Chief Financial Officer, Shri Pankaj Thadani, Chief Compliance Officer and Shri Anant Damle, Company Secretary be and are hereby authorised (jointly by any two) to sign on behalf of the Company all documents that they deem fit in connection with the QIP, including but not limited to placement agreement with the Book Running Lead Managers engaged for the QIP, however that the escrow agreement with the escrow agent appointed for the purposes of the QIP ("Escrow Agreement") be signed severally by Shri Sanjiv Bajaj, Vice Chairman, Shri Rajeev Jain, Managing Director, Shri Rajesh Viswanathan, Chief Financial Officer, Shri Pankaj Thadani, Chief Compliance Officer and Shri Anant Damle, Company Secretary.

"RESOLVED FURTHER THAT pursuant to the Escrow Agreement, an escrow account in the name and style of Bajaj Finance Limited- QIP Escrow Account be opened with the escrow agent specified in the Escrow Agreement, and Shri Sanjiv Bajaj, Vice Chairman, Shri Rajeev Jain, Managing Director, Shri Rajesh Viswanathan, Chief Financial Officer, Shri Pankaj Thadani, Chief Compliance Officer and Shri Anant Damle, Company Secretary be and are hereby severally authorised to operate the said escrow account.



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"RESOLVED FURTHER THAT a copy of these resolutions and the Preliminary Placement Document be forwarded to, or filed with the concerned authorities, as may be required.

"RESOLVED FURTHER THAT the bid-cum-application form, as per the copy placed before the Special Committee and initialed by the Chairman for the purpose of identification, be and is hereby approved and that serially numbered bid-cum-application form, together with serially numbered Preliminary Placement Document, be sent to the eligible QIBs inviting bids for the subscription of Equity Shares pursuant to the QIP.

"RESOLVED FURTHER THAT Shri Rajeev Jain, Managing Director, Shri Rajesh Viswanathan, Chief Financial Officer and Shri Anant Damle, Company Secretary be and are hereby severally authorised to deliver on behalf of the Company the application form and any modification(s) or amendment(s) thereto, if any.

"RESOLVED FURTHER THAT the QIP be and is hereby opened today, pursuant to Chapter VIII of the SEBI Regulations.

"RESOLVED FURTHER THAT Shri Rajeev Jain, Managing Director, Shri Rajesh Viswanathan, Chief Financial Officer, Shri Pankaj Thadani, Chief Compliance Officer and Shri Anant Damle, Company Secretary be are hereby authorised (jointly by any two) to take all steps as may be deemed necessary to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by BSE Limited and National Stock Exchange of India Limited, Securities and Exchange Board of India or any other governmental or regulatory authority in connection with the QIP."



FOR BAJAJ FINANCE LIMITED

PANKAJ THADANI
CHIEF COMPLIANCE OFFICER

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"RESOLVED THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the QIP in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") shall be the date of this resolution i.e. 04 June 2015.

"RESOLVED FURTHER THAT pursuant to provisions of Regulation 85 of the SEBI Regulations, the Special Committee hereby takes on record the Floor Price of ₹ 4,407.34 (per Equity Share of ₹ 10/- each face value at premium of ₹ 4,397.34 per Equity Share) for the QIP.

"RESOLVED FURTHER THAT in accordance with Regulation 85(1) of the SEBI Regulations, the approvals given by the Board of Directors of the Company by its resolution dated 21 April 2015 and by the shareholders of the Company by a special resolution dated 20 May, 2015, the Special Committee may offer a discount of not more than 5% to the Floor Price at the time of determination of the issue price for the QIP."

FOR BAJAJ FINANCE LIMITED



Pankaj Thadani

**PANKAJ THADANI
CHIEF COMPLIANCE OFFICER**