BAJAJ FINANCE LIMITED

SEC/PB/2017/495

August 28, 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: Result of Postal Ballot and submission of voting result under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015")

Dear Sirs,

This is further to our letter no. SEC/PB/2017/421 dated July 26, 2017 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 on the resolution, as stated in the said notice.

We wish to inform you that Shri Shyamprasad D Limaye, Practising Company Secretary, 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 August 28, 2017 at the registered office of the Company. The Scrutiniser's report is placed on the Company's website.

As per the Scrutiniser's report, the resolution has 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 Regulations, 2015.

Thanking you,

Yours faithfully,
For BAJAJ FINANCE LIMITED

BAJAJ FINANCE LTD.

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 and Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolution contained in the postal ballot notice dated 19 July, 2017 ("the resolution").

2. The notice dated 19 July, 2017 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 also provided remote e-voting facility to the members to vote on the resolution 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 resolution 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 resolution 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 on Tuesday, 25 July 2017:

      a) dispatch of postal ballot notice and ballot form along with postage prepaid business reply envelope to its members whose names appeared in the register of members/ list of beneficial holders as on Friday,14 July, 2017 (End of Day) through speed post to the members who have not registered their email ID.

      b) dispatch of postal ballot notice and ballot form to its members whose names appeared in the register of members/ list of beneficial holders as on Friday,14 July, 2017 (End of Day) through email at their registered email ID.

SHYAMPRASAD D. LIMAYE

ii. The remote e-voting period remained open from Wednesday, 26 July, 2017 (9:00 A.M) to Thursday, 24 August, 2017 (5:00 P.M).

iii. The members who were on record of the Company as on the "cut-off' date i.e. Friday, 14 July, 2017, (End of Day) were entitled to vote on the resolution as set out in the notice of the Company.

iv. The remote e-voting facility was blocked on Thursday 24 August, 2017 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Ms. Ketaki S. Akshikar who are not in the employment of the Company.

v. 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.

vi. All postal ballot forms received upto Thursday, 24 August, 2017, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after Thursday, 24 August, 2017 were not considered. All votes cast on Karvy e-voting platform upto 5.00 p.m. on Thursday, 24 August, 2017 were considered for my scrutiny.

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

viii. Particulars of all the postal ballot forms received from the members by Thursday 24 August, 2017, are manually entered on the system provided by Karvy.

ix. A total of 285 envelopes containing postal ballot forms were returned undelivered. These envelopes are not opened and are kept separately.

x. 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 the resolution that was 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.



Special Resolution under section 23, 42, 62(1)(c) and 71 of the Companies Act, 2013, according consent for Issue of securities to Qualified Institutional Buyers.

		No. of Shareholders			No. of Shares			
Sr. No.	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	Net Valid Votes	347	658	1,005	418,777	443,452,264	443,871,041	100.0000
2	Votes with Assent	338	632	970	414,857	443,446,915	443,861,772	99.9979
3	Votes with Dissent	6	20	26	2,330	3,112	5,442	0.0012
4	Abstained Votes	3	6	9	1,590	2,237	3,827	0.0009

*Net Valid Votes excludes Less Voted shares

Thanking You,

Yours faithfully,

Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 28/08/2017

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

Based on the foregoing, I hereby declare that the Resolution has been passed with the requisite majority.

For Bajaj Finance Limited

Rahul Bajaj
Chairman

Date: 28/08/2017

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Securities to Qualified Institutional Buyers				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	318,583,070	318,583,070	100.0000	318,583,070	0	100.0000	Nil
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	318,583,070	318,583,070	100.0000	318,583,070	0	100.0000	Nil
Public- Institutions	E-Voting	135,332,710	103,549,295	76.5146	103,549,295	0	100.0000	Nil
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		150,000	0.1108	150,000	0	100.0000	Nil
	Total	135,332,710	103,699,295	76.6254	103,699,295	0	100.0000	Nil
Public- Non Institutions	E-Voting	95,974,310	21,317,662	22.2118	21,314,550	3,112	99.9854	0.0146
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		267,187	0.2784	264,857	2,330	99.1280	0.8720
	Total	95,974,310	21,584,849	22.4902	21,579,407	5,442	99.9748	0.0252
	Total	**549,890,090**	**443,867,214**	**80.7193**	**443,861,772**	**5,442**	**99.9988**	**0.0012**

