

BAJAJ FINANCE LIMITED

24 September 2019

| | |
|--|---|
| THE MANAGER, BSE LIMITED DCS - CRD PHIROZE JEEJEBHOY TOWERS DALAL STREET, <u>MUMBAI - 400 001</u> | THE MANAGER, LISTING DEPARTMENT NATIONAL STOCK EXCHANGE OF INDIA LTD EXCHANGE PLAZA, C-1. BLOCK G, BANDRA - KURLA COMPLEX, BANDRA (EAST) <u>MUMBAI - 400 051</u> |
| SCRIP CODE: 500034 | SCRIP CODE: BAJFINANCE – EQ |

Dear Sir/Madam,

Sub: Compliance under Regulation 47 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015)

Pursuant to Regulation 47 and Regulation 30 of the SEBI Listing Regulations, 2015, we submit herewith postal ballot notice dated 17 September 2019 along with postal ballot form and a copy of the advertisement published on 24 September 2019 in Financial express - all editions (English) and Kesari - Pune edition (Marathi).

The aforesaid documents are also available on the website of the Company i.e., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots>

Kindly take the above information on record.

Thanking you,
Yours faithfully,
For **BAJAJ FINANCE LIMITED**

R. VIJAY
COMPANY SECRETARY
Email ID: investor.service@bajajfinserv.in

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 AND SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED

Dear Members,

Notice is hereby given that approval of the Members of Bajaj Finance Limited (the "Company") is sought for the following resolution through voting by postal ballot in accordance with Sections 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standards – 2 on general meetings (the "SS2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws and regulations.

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 applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (hereinafter referred to as the "Companies Act") and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof, the relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as "SEBI ICDR Regulations") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred to as "SEBI Listing Regulations"), and the uniform listing agreements entered with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Stock Exchanges where the equity shares of the Company of face value of ₹2 each are listed and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members be and is hereby accorded to the Board to create, offer, issue 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) Equity Shares of face value of ₹2 each of the Company or other Eligible Securities defined under Regulation 171(a) of SEBI ICDR Regulations (hereinafter after referred to as "Equity Shares" or other "Eligible Securities", respectively), to Qualified Institutional Buyers ("QIBs"), as defined in SEBI ICDR Regulations, through a Qualified Institutions Placement ("QIP"), pursuant to and in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, whether or not such QIBs are Members of the Company, on the basis of the placement document(s) and/or other letter or circular, at such time or times in one or more tranche or tranches, for cash, at such price or prices as the Board may deem fit including discount of up to 5 per cent on the floor price calculated as per Regulation 176 of SEBI ICDR Regulations, such that the total amount to be raised through issue of Equity Shares or other Eligible Securities or in any combination thereof shall not exceed ₹8,500 crore (Rupees Eight Thousand Five Hundred crore only), 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 authorised to invest in Equity Shares or other Eligible 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 in consultation with the book running lead managers 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 placement document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion in consultation with the book running lead managers including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares other Eligible Securities shall be made to the exclusion of others, in such manner and where necessary in consultation with the book running lead managers and/or other advisors or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares or other Eligible Securities to be issued and allotted, fixing of record date or book closure, if required, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws.

RESOLVED FURTHER THAT in case of issue and allotment of Equity Shares or other Eligible Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (i) the allotment of the Equity Shares or other Eligible Securities, shall be completed within 365 days from the date of the special resolution of the Members of the Company;
- (ii) the Equity Shares issued shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise 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) the Equity Shares or other Eligible Securities to be created, offered and issued shall be subject to the provisions of Memorandum and Articles of Association of the Company;
- (iv) no partly paid-up Equity Shares or other Eligible Securities shall be issued/allotted;
- (v) in case of allotment of Equity Shares, 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 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 and in case of allotment of eligible convertible securities, either the date of the meeting in which the Board of the Company decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board;
- (vi) it shall be at such price which is not less than the price determined in accordance Regulation 176(1) provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Equity Shares at a discount of not more than 5 per cent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- (vii) no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- (viii) it 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
- (ix) any subsequent QIP shall not be issued until the expiry of six months from the date of the prior QIP made pursuant to this special resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforementioned Equity Shares or other Eligible Securities may have such features or 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 or period of conversion of Eligible Securities during the duration of the Eligible 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 Equity Shares or other Eligible Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or other Eligible Securities, the Board thereof 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, determining terms and conditions for issuance of Equity Shares or other Eligible Securities including the number of such Equity Shares or other Eligible Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, timing for issuance of such Equity Shares or other Eligible 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, marketing, listing, trading and entering into and executing arrangements with book running lead managers, lead managers, legal advisors, depository, custodian, registrar, 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 agreement(s) including but not limited to placement document 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 Equity Shares or other Eligible 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."

By order of the Board of Directors
For Bajaj Finance Limited



R. Vijay
Company Secretary
Membership No. ACS 18244

Place : Pune
Date : 17 September 2019

NOTES:

1. Statement pertaining to the said resolution setting out the facts, as required under Section 102(1) of the Companies Act, 2013, for the above item of business is annexed to this Notice.
2. In compliance with the provisions of Sections 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, SS-2 and Regulation 44 of the SEBI Listing Regulation, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by Karvy Fintech Private Limited ('Karvy') to enable them to cast their votes electronically instead of dispatching the postal ballot form. Members desiring to opt for remote e-voting as per the facility arranged by the Company are requested to read the notes to this Notice and instructions covered in postal ballot form.

3. Members have the option to either to vote through the e-voting process or through the postal ballot form.
4. The voting rights of the Members (through postal ballot or e-voting) shall be reckoned on the equity shares held by them as on 13 September 2019 (End of Day), being the 'cut-off date' fixed for this purpose.
5. The Notice is being sent to all the Members, by post and electronically by e-mail to those Members who have registered their e-mail ids with the Company, whose names appear in the Register of Members or in the Register of Beneficiary position maintained by the depositories as on the cut-off date. Voting rights shall be in proportion to the paid-up value of the shares registered in the names of the Members as on the cut-off date.
6. The special resolution shall be declared as passed if the number of votes cast in favour of the special resolution are not less than three times the number of votes cast against the special resolution.
7. The Board of Directors, at its meeting held on 17 September 2019, has appointed Shri Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572), as Scrutiniser to receive and scrutinise the e-voting as well as the postal ballot forms received from the Members and for conducting the postal ballot process in a fair and transparent manner.
8. The postal ballot notice is being uploaded on the Company's website viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and of Karvy viz., <https://evoting.karvy.com>
9. 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 and type the URL: <https://evoting.karvy.com> in the address bar.
 - 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 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 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 'BFL_EVENT No.'
 - xii. Members can cast their vote online from 24 September 2019 (9.00 a.m.) till 23 October 2019 (5.00 p.m.). Voting beyond the said date shall not be allowed and 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 which can be downloaded from the Company's website viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and also on the website of Karvy viz., <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 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 Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad – 500 032, such that it reaches by 23 October 2019. Postal ballot forms received from the Members after 23 October 2019 (5.00 p.m.) 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 and initial password is provided at the bottom of the postal ballot form.
 - iii. Please follow steps from Sl. No.(ii) 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 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.
10. 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, 25 October 2019, 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 viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> as well as on the website of Karvy viz., <https://evoting.karvy.com> and will also be communicated to the stock exchanges. The results will be published in the newspapers for information of the Members. Subject to receipt of requisite number of votes, the resolution in the Notice shall be deemed to be passed on 23 October 2019 i.e. last day of the voting period.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND DISCLOSURES UNDER RULE 14 OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014

Issue of securities to Qualified Institutional Buyers

As a part of the growth strategy and to augment the long-term resources of the Company for meeting funding requirements of its business activities and general corporate and other purposes, the Board of Directors of the Company ("Board"), at its Meeting held on 17 September 2019, approved the issue of Equity Shares or other Eligible Securities as defined under Regulation 171(a) of SEBI ICDR Regulations, to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations ("QIBs") for an amount upto ₹8,500 crore (Rupees Eight Thousand Five Hundred crore only) for cash in one or more tranches, through a Qualified Institutional Placement ("QIP"), under the SEBI ICDR Regulations. The issue/allotment of Equity Shares or Eligible Securities may be consummated in one or more tranches at such time or times and at such price, whether at a discount or premium to market price and on such terms and conditions as the Board (hereinafter referred to as the "Board" which term shall deemed to include any Committee(s) constituted/to be constituted by 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, book running lead managers 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 proposed QIP may result in the issuance of Equity Shares or Eligible Securities to investors who may not be Members of the Company. Therefore, consent of the Members is being sought by passing a special resolution as set out in the Notice, pursuant to applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares or Eligible Securities that may be issued to the QIBs in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

The Board in accordance with applicable law and in consultation with book running lead managers, may offer a discount of not more than 5 per cent or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the 'Relevant Date').

The 'Relevant Date', in case of allotment of Equity Shares will be the date when the Board decides to open the QIP for subscription and in case of allotment of eligible convertible securities, either the date of the Meeting in which the Board or decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares.

The allotment of Equity Shares or other Eligible Securities shall be completed within 365 days from the date of resolution passed by the Members.

The Equity Shares shall rank pari passu in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s).

The Eligible Securities or Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Pursuant to Sections 42, 62 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 Members is required to be obtained by way of a special resolution.

Accordingly, the Board of Directors recommends passing of the special resolution set out in the Notice.

None of the promoters or Directors will participate either in the offer or separately in furtherance of the objects.

None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution, except to the extent of their shareholding in the Company.

By order of the Board of Directors
For Bajaj Finance Limited



Place : Pune
Date : 17 September 2019

R. Vijay
Company Secretary
Membership No. ACS 18244

BAJAJ FINANCE LIMITED

(CIN: L65910MH1987PLC042961)

Registered 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

Serial No. _____

- (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 13 September 2019 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 17 September 2019 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 overleaf)

ELECTRONIC VOTING PARTICULARS

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

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

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 Fintech 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./ DPID 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. Votes cast on an invalid postal ballot form shall not be considered. A postal ballot form shall be considered invalid in the following instances:
 - a. A form other than one issued by the Company has been used;
 - b. Postal ballot form is unsigned;
 - c. Signature on the postal ballot form doesn't match the specimen signatures with the Company/ depository participant;
 - d. It is not possible to determine without any doubt the assent or dissent of the member;
 - e. Neither assent nor dissent is mentioned;
 - f. Voting rights of the members are frozen pursuant to order of any competent authority;
 - g. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - h. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - i. Member has made any amendment to the resolution or imposed any condition while exercising his vote.
8. Duly completed postal ballot form should reach the Scrutiniser not later than **23 October 2019** 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.
9. The voting rights of the members shall be reckoned on the equity shares held by them as on **13 September 2019** (End of Day) being the cut-off date.
10. 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.
11. A member need not cast all his/her/its votes in the same manner.
12. The Scrutiniser's decision on the validity of a postal ballot form and the votes cast will be final and binding.
13. 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., **23 October 2019** by **5.00 p.m.**
14. The result of the postal ballot will be hosted on the website of the Company <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and on the website of Karvy www.evoting.karvy.com and shall also be communicated to the stock exchanges and will be published in the newspapers for information of the members.
15. **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 LIMITED

Postal Ballot Notice and Voting Information

NOTICE is hereby given that the Company has proposed a resolution for approval of 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 Monday, 23 September 2019 to the members whose names appeared in the register of members/register of beneficial owners as on Friday, 13 September 2019 (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 Fintech 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, 13 September 2019 (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 commence from Tuesday, 24 September 2019 (9:00 a.m.) to Wednesday, 23 October 2019 (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 process, at Unit: Bajaj Finance Limited, C/o Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 not later than Wednesday, 23 October 2019 by 5:00 p.m. 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 viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and on Karvy's website viz., <https://evoting.karvy.com>

Results of the voting will be announced on Friday, 25 October 2019, around 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 viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and on Karvy's website viz., <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) Mohd. Mohsin Uddin Senior Manager Karvy Fintech 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) Uma Shende Senior Lead Bajaj Finance Limited, 3rd Floor, Panchshil Tech Park, Viman Nagar, Pune - 411 014 Email ID: uma.shende@bajajfinserv.in Tel: 020 30186403 |
|--|---|

Please keep your most updated email ID registered with the company/your depository participant to receive timely communications.

For Bajaj Finance Limited

Place: Pune
Date: 23 September 2019

R. Vijay
Company Secretary

CIN: L65910MH1987PLC042961

Regd. Office: Akurdi, Pune- 411 035 | **Tel:** 020 30186403 | **Fax:** 020 30186364
Email ID: investor.service@bajajfinserv.in | **Website:** www.bajajfinserv.in/finance

बजाज फायनान्स लिमिटेड

टपाल मतदान सूचना आणि मतदानाची माहिती

ह्याद्वारे सूचना देण्यात येत आहे की टपाल मतदानद्वारे सभासदांच्या मंजुरीसाठी एक ठराव प्रस्तावित केला आहे. ज्या सभासदांची नावे शुक्रवार, १३ सप्टेंबर २०१९ रोजी (दिवसाअखेरीस) सभासदांच्या नोंदवहीमध्ये/लाभार्थी मालकांच्या नोंदवहीमध्ये आहेत, त्यांना (१) ईमेलद्वारे त्यांच्या नोंदणीकृत ईमेल आयडीवर आणि (२) जेथे ईमेल आयडी नोंदणीकृत नाही त्यांना वास्तविक प्रत, विहित प्रकारे, सोमवार, २३ सप्टेंबर २०१९ रोजी टपाल मतपत्रिकेसह, पुर्वोक्त ठरावाच्या संबंधात, टपाल मतदानाची सूचना पाठविण्याची प्रक्रिया कंपनीने पूर्ण केली आहे.

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

सभासदांचा मतदानाचा हक्क (टपाल मतदानाद्वारे किंवा दूरस्थ ई-मतदानाद्वारे) 'कट-ऑफ तारीख' म्हणून ठरवलेल्या, शुक्रवार, १३ सप्टेंबर २०१९ (दिवसाअखेरीस) त्यांनी धारण केलेल्या समभागांच्या प्रणाणात विचारात घेण्यात येईल. कट-ऑफ तारखेला सभासद नसणाऱ्या कोणत्याही व्यक्तीने ही सूचना केवळ माहितीच्या हेतूसाठी विचारात घ्यावी.

मतदानाचा कालावधी हा मंगळवार, २४ सप्टेंबर २०१९ (सकाळी ९:००) ते बुधवार, २३ ऑक्टोबर २०१९ (संध्याकाळी ५:००) ह्यादरम्यान असेल, त्यानंतर दूरस्थ ई-मतदानाला अनुमती असणार नाही. टपाल मतपत्रिकेद्वारे मतदान करण्याच्या बाबतीत, यथेचितरीत्या पूर्ण केलेली टपाल मतपत्रिका, टपाल मतदान पार पाडण्यासाठी नियुक्त करण्यात आलेल्या परिनिरीक्षक श्री. श्यामप्रसाद डी. लिमये यांच्याकडे, बजाज फायनान्स लिमिटेड, C/o कार्बी फिनटेक प्रायव्हेट लिमिटेड, कार्बी सेलेनियम टॉवर बी, प्लॉट नं. ३१-३२, गच्चीबावली, फायनान्सिअल डिस्ट्रिक्ट, नानकरामगुडा, हैद्राबाद - ५०००३२ ह्या पत्त्यावर बुधवार, २३ ऑक्टोबर २०१९ संध्याकाळी ५:०० पर्यंत पोहोचाल्या हवी. बुधवार, २३ ऑक्टोबर २०१९ संध्याकाळी ५:०० नंतर मिळालेल्या टपाल मतपत्रिका अवैध मानल्या जातील.

टपाल मतपत्रिका प्राप्त न झालेले सभासद हे कंपनीकडे/कार्बीकडे 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-general-meeting-and-postal-ballots> ह्या संकेतस्थळावर आणि कार्बीच्या <https://evoting.karvy.com> ह्या संकेतस्थळावर उपलब्ध आहे.

मतदानाचा निकाल हे परिनिरीक्षकांच्या अहवालासह कंपनीच्या <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> ह्या संकेतस्थळावर आणि कार्बीच्या <https://evoting.karvy.com> ह्या संकेतस्थळावर प्रदर्शित करून कंपनीच्या आकुर्डी, पुणे - ४११०३५ येथील नोंदणीकृत कार्यालयमध्ये शुक्रवार, २५ ऑक्टोबर २०१९, सुमारे दुपारी ४:०० वाजता घोषित करण्यात येईल तसेच स्टॉक एक्सचेंजेसना कळविण्यात येईल.

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

- | | |
|--|--|
| <p>१) मोहम्मद मोहसिनुद्दिन वरिष्ठ व्यवस्थापक कार्बी फिनटेक प्रायव्हेट लिमिटेड, कार्बी सेलेनियम टॉवर बी, प्लॉट नं. ३१-३२, गच्चीबावली, फायनान्सिअल डिस्ट्रिक्ट, नानकरामगुडा, हैद्राबाद - ५०००३२ ईमेल आयडी: mohsin-mohd@karvy.com दूरध्वनी: ०४० ६७१६१५६२</p> | <p>२) उमा शेंडे वरिष्ठ व्यवस्थापक बजाज फायनान्स लिमिटेड, ३रा मजला, पंचशिल टेक पार्क, विमान नगर, पुणे - ४११०१४ ईमेल आयडी: uma.shende@bajajfinserv.in दूरध्वनी: ०२० ३०९८६४०३</p> |
|--|--|

कंपनीकडून वेळेवर संप्रेषण प्राप्त करण्यासाठी कंपनी/तुमच्या डिपॉझिटरी पार्टिसिपन्टकडे सर्वात अद्यावावत ईमेल आयडी नोंदवावा.

बजाज फायनान्स लिमिटेडसाठी

स्थळ: पुणे
दिनांक: २३ सप्टेंबर २०१९

आर. विजय
कंपनी सचिव

कंपनी नोंदणी क्रमांक: एल६५९१०एमएच१९८७पीएलसी०४२९६१

नोंदणीकृत कार्यालय: आकुर्डी, पुणे - ४११०३५ | दूरध्वनी क्र.: ०२० ३०९८६४०३ | फॅक्स: ०२० ३०९८६३६४
ईमेल आयडी: investor.service@bajajfinserv.in | संकेतस्थळ: www.bajajfinserv.in/finance