

13 February 2020

To Corporate Relations Department. BSE Limited 1 st Floor, New Trading Ring, Rotunda Building, P J Tower, Dalal Street, Mumbai 400 001	To Corporate Listing Department. National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), MUMBAI 400 051
BSE Code: 532978	NSE Code: BAJAJFINSV

Sub: Submission of Postal Ballot Notice & Postal Ballot Form- Regulation 30

Dear Sir/Madam,

The Board of Directors at its meeting held on 29 January 2020 had, *inter-alia*, approved the Postal Ballot Notice for seeking approval of members of the Company on Resolutions as set out in the said Notice.

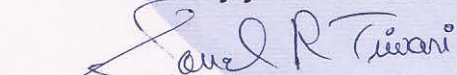
Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice, together with Explanatory Statement and Postal Ballot Form sent to the members of the Company whose names appeared on the Register of Members/ List of Beneficial Owners as on Friday, 31 January 2020 i.e. Cut-off date.

Kindly take the above on record.

Thanking you,

Yours truly,

For Bajaj Finserv Limited


Sonal R Tiwari
Company Secretary



Bajaj Finserv Limited

Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road,
Viman Nagar, Pune - 411 014, Maharashtra, India
Registered Office: Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India

Tel: +91 20 30405700
Fax: +91 20 30405792

www.bajajfinserv.in
Corporate ID No: L65923PN2007PLC130075

BAJAJ FINSERV LIMITED

(CIN: L65923PN2007PLC130075)

Registered office: Akurdi, Pune - 411 035

Phone: (020) 6610 7458

Email ID: investors@bajajfinserv.in

Website: www.bajajfinserv.in

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 Finserv Limited (the 'Company') is sought for the following resolutions 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 (SS-2), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws and regulations.

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

The Company has appointed Shri Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572), as Scrutinizer for conducting the Postal Ballot including remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through remote e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, i.e. 5:00 p.m. on 14 March 2020. Postal Ballot Forms received after this day will be treated as 'invalid'. Pursuant to Section 108 of the Act read with Rule 20 of the said Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of Postal Ballots (including e-voting) and the results of voting by means of Postal Ballot (including voting through electronic means) shall be declared by the Chairman or any other person authorised by him on or before 16 March 2020, at the Registered Office of the Company and also by placing the same on the Company's website: <https://www.bajajfinserv.in/miscellaneous> and on the website of KFin Technologies Private Limited: <https://evoting.karvy.com> The results will simultaneously be communicated to the Stock Exchanges.

1. Approval to adopt new set of Articles of Association for the Company

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

"RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder or any other law for the time being in force (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as approved and recommended by the Board of Directors, the new set of Articles of Association of the Company along with the additional provisions regarding Chairman Emeritus be and is hereby approved and adopted in total exclusion, substitution and supersession of the existing Articles of Association of the Company.

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

2. Approval to fix the Foreign Portfolio Investors' (FPIs) investment limit

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

"RESOLVED that pursuant to the provisions of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and all other applicable Acts, Rules, Regulations, Provisions, Circulars and Guidelines (including any amendment, variation, statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the such approvals, permissions and sanctions, if any, to the extent required of appropriate regulatory/statutory authorities including but not limited to Reserve Bank of India or Securities and Exchange Board of India, consent of the Company be and is hereby accorded for investment in the Equity Shares of the Company by and/or on behalf of Foreign Portfolio Investors (FPIs), either through the primary or secondary markets, under the Portfolio Investment Scheme or any other scheme, such that the aggregate foreign portfolio investments does not exceed 24 percent of the paid-up equity share capital at any point in time on a fully diluted basis or such other limit as may be prescribed by any regulatory authority or under any law for the time being in force.

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

**By order of the Board of Directors
For Bajaj Finserv Limited**

Place : Pune
Date : 29 January 2020

**Sonal R Tiwari
Company Secretary**

NOTES:

1. Statement pertaining to the said resolutions setting out material facts, concerning the items and the reason thereof, 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 Section 110 and Section 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 Obligations and Disclosure Requirements) Regulations, 2015, 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 KFin Technologies Private Limited ('KFintech') 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 facilities arranged by the Company are requested to read the notes to this Notice and instructions covered in Postal Ballot Form.
3. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered as invalid.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the close of business hours on 31 January 2020.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 31 January 2020 ('**Cut-off date**'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
6. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with the Company/Registrar and Transfer Agent of the Company (in case of physical shareholding)/with their Depository Participants (in case of dematerialised shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to Members whose e-mail addresses are not registered, by permitted mode along with postage pre-paid Business Reply Envelope addressed to the Scrutinizer.
7. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the Members at the Company's registered office during normal business hours on all working days from the date of dispatch of this Postal Ballot Notice.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid Business Reply Envelope to the Scrutinizer, Shri Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572), so that it reaches the Scrutinizer not later than 5.00 p.m. (IST) on 14 March 2020. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on 14 March 2020, it will be considered as invalid.
9. The e-voting period commences on 14 February 2020 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on 14 March 2020. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the Cut-off date, i.e., 31 January 2020, may cast their votes electronically. The e-voting module shall be disabled by KFintech thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
10. A Member cannot exercise his right to vote through Proxy on a Postal Ballot.
11. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e., 14 March 2020.
12. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
13. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. The Postal Ballot Notice has been uploaded on the Company's website viz., <https://www.bajajfinserv.in/miscellaneous> and of KFintech viz., <https://evoting.karvy.com>

16. The instructions for remote e-voting/voting through Postal Ballot Form 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 KFinTech 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 Finserv 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 Scrutinizer 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 'BFS_EVENT No.'
- xii. Members can cast their vote online from 14 February 2020 9.00 a.m. (IST) till 14 March 2020 5.00 p.m. (IST). 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) and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFinTech 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/miscellaneous> and also on the website of KFinTech 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 of Postal Ballot 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 Scrutinizer, Shri Shyamprasad D Limaye, Practising Company Secretary, Unit: Bajaj Finserv Limited, C/o KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, such that it reaches by 14 March 2020. Postal Ballot Forms received from the Members after 14 March 2020 5.00 p.m. (IST) will be strictly treated as invalid. Incomplete, unsigned, defaced or mutilated Postal Ballot Form will be rejected and the Scrutinizer'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.(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 Form 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.
12. The Scrutinizer shall, after conclusion of the voting period and completion of the scrutiny, submit his consolidated report to the Company. The result of voting by means of Postal Ballot (including voting through electronic means) shall be declared by the Chairman or any other person authorised by him on or before 16 March 2020 at the Registered Office of the Company and also by placing the same on the Company's website viz., <https://www.bajajfinserv.in/miscellaneous> as well as on the website of KFintech viz., <https://evoting.karvy.com> and the results will simultaneously be communicated to the Stock Exchanges.

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

The existing Articles of Association ('Articles') of the Company are based on the provisions of the erstwhile Companies Act, 1956 and the same do not contain provisions regarding Chairman Emeritus.

In light of the provisions of the new Companies Act, 2013 ('the Act'), while amending the Articles, the Articles of the Company are required to be as per the form specified in Table F in Schedule I to the Act. The provisions contained in the new Articles, apart from the provisions regarding Chairman Emeritus, are proposed to be kept in line with model articles contained in Table F of the Act and accordingly, the Board at its meeting held on 29 January 2020 has accorded its consent to adopt new set of Articles.

Pursuant to the provisions of Section 14 of the Act, approval of shareholders of the Company by special resolution is required for adoption of the new Articles to replace the existing Articles and accordingly, the approval of the shareholders is being sought for the adoption of the new Articles.

A copy of the proposed new Articles to be adopted is available for inspection by the Members at the registered office of the Company during normal business hours on all working days from the date of dispatch of this Notice, up to the last date of voting i.e., 14 March 2020 and is also available on the website of the Company at <https://www.bajajfinserv.in/miscellaneous>.

None of the Directors or key managerial personnel or their relatives are concerned or interested, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

The Board commends the special resolution set out in item no. 1 of the Notice for approval by shareholders.

Item No. 2

As per the erstwhile Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the aggregate shareholding of Foreign Portfolio Investors (FPIs) including any other direct and indirect foreign investments in an Indian company were capped at 24% of paid-up equity share capital & any increase beyond 24% was subject to approval of Board and shareholders by way of a special resolution.

The Ministry of Finance (Department of Economic Affairs), vide its notification dated 17 October 2019, superseded the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018 with the introduction of Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ('new rules').

As per the said new rules, the existing FPI limit with effect from 1 April 2020, will be the sectoral cap i.e., 100 per cent for the Company. The Company may, however, with approval of the Board and the shareholders (by means of a special resolution) decrease the said limit to 24%, 49% or 74% as it may choose before 31 March 2020.

Accordingly, as approved by the Board of Directors of the Company at its meeting held on 29 January 2020, considering the existing aggregate FPI shareholding in the Company at 9%, the shareholders are requested to consider approving limit for aggregate FPI shareholdings to 24% of the paid-up equity share capital of the Company instead of 100% at any point of time on fully diluted basis.

None of the Directors or key managerial personnel or their relatives are, concerned or interested, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

The Board commends the special resolution set out in item no. 2 of the Notice for approval by shareholders.

**By order of the Board of Directors
For Bajaj Finserv Limited**

Place : Pune
Date : 29 January 2020

**Sonal R Tiwari
Company Secretary**

BAJAJ FINSERV LIMITED

CIN: L65923PN2007PLC130075
Registered office: Akurdi, Pune - 411 035 Phone: (020) 6610 7458
Email ID: investors@bajajfinserv.in Website: www.bajajfinserv.in

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) Folio No. / DP ID /Client ID No.

(4) No. of share(s) held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot/e-voting for the item of businesses stated in the Postal Ballot Notice of the Company dated 29 January 2020 by sending my/our assent or dissent the said resolution by placing the (✓) mark at the appropriate box below:

Sr. No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Approval for adoption of new Articles of Association			
2.	Fixing the aggregate limit for Foreign Portfolio Investors			

Place Date

Signature of the member (refer instruction no. 3 given overleaf)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event No.)	USER ID	PASSWORD

BAJAJ FINSERV LIMITED

CIN: L65923PN2007PLC130075
Registered office: Akurdi, Pune - 411 035 Phone: (020) 6610 7458
Email ID: investors@bajajfinserv.in Website: www.bajajfinserv.in

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) Folio No. / DP ID /Client ID No.

(4) No. of share(s) held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot/e-voting for the item of businesses stated in the Postal Ballot Notice of the Company dated 29 January 2020 by sending my/our assent or dissent the said resolution by placing the (✓) mark at the appropriate box below:

Sr. No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Approval for adoption of new Articles of Association			
2.	Fixing the aggregate limit for Foreign Portfolio Investors			

Place Date

Signature of the member (refer instruction no. 3 given overleaf)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event No.)	USER ID	PASSWORD

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 Scrutinizer 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. KFin Technologies Private Limited ('KFintech') / 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 true copy of the board resolution / authority letter giving requisite authority to the person, whose specimen signature is already registered with KFintech / depository participants, to vote through 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 cannot 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 Scrutinizer not later than 14 March 2020 by 5.00 p.m. Postal Ballot Form received after this date will be treated as invalid.

Additionally, please note that the Postal Ballot Form shall be considered as invalid if;

- a) A form other than the one issued by the Company has been used;
 - b) It is not possible to determine without any doubt the assent or dissent of the member;
 - c) Neither assent or dissent is mentioned;
 - d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the members;
 - e) If is defaced or mutilated in such a way that it's identity as genuine form cannot be established;
or
 - f) The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
10. Votes of the Members from whom no Postal Ballot Form is received or is received after the aforesaid stipulated date will not be accepted and counted for the purpose of passing of the special resolutions referred above.
 11. The voting rights of the Members shall be reckoned on the equity shares held by them as on 31 January 2020 (End of Day).
 12. Members are requested not to send any other paper alongwith the Postal Ballot Form in the prepaid self-addressed business reply envelope. Any extraneous paper found in such envelope shall be destroyed by the Scrutinizer.
 13. A Member need not cast all his/her/its votes in the same manner.
 14. The Scrutinizer's decision on the validity of a Postal Ballot Form and the votes cast will be final and binding.
 15. A Member may request for duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e. 14 March 2020 by 5.00 p.m.
 16. The result of the postal ballot will be hosted on the website of the Company viz., <https://www.bajajfinserv.in/miscellaneous> and on the website of KFintech viz., <https://evoting.karvy.com> and shall also be communicated to the stock exchanges for information of the Members.
 17. A Member can opt for only one mode of Voting, i.e., either through e-Voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Postal Ballot Form shall be treated as invalid.

The Company is pleased to offer remote e-voting facility as an alternate, to all the eligible Members of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the notes to the postal ballot notice.

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 Scrutinizer 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. KFin Technologies Private Limited ('KFintech') / 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 true copy of the board resolution / authority letter giving requisite authority to the person, whose specimen signature is already registered with KFintech / depository participants, to vote through 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 cannot 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 Scrutinizer not later than 14 March 2020 by 5.00 p.m. Postal Ballot Form received after this date will be treated as invalid.

Additionally, please note that the Postal Ballot Form shall be considered as invalid if;

- a) A form other than the one issued by the Company has been used;
 - b) It is not possible to determine without any doubt the assent or dissent of the member;
 - c) Neither assent or dissent is mentioned;
 - d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the members;
 - e) If is defaced or mutilated in such a way that it's identity as genuine form cannot be established;
or
 - f) The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
10. Votes of the Members from whom no Postal Ballot Form is received or is received after the aforesaid stipulated date will not be accepted and counted for the purpose of passing of the special resolutions referred above.
 11. The voting rights of the Members shall be reckoned on the equity shares held by them as on 31 January 2020 (End of Day).
 12. Members are requested not to send any other paper alongwith the Postal Ballot Form in the prepaid self-addressed business reply envelope. Any extraneous paper found in such envelope shall be destroyed by the Scrutinizer.
 13. A Member need not cast all his/her/its votes in the same manner.
 14. The Scrutinizer's decision on the validity of a Postal Ballot Form and the votes cast will be final and binding.
 15. A Member may request for duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e. 14 March 2020 by 5.00 p.m.
 16. The result of the postal ballot will be hosted on the website of the Company viz., <https://www.bajajfinserv.in/miscellaneous> and on the website of KFintech viz., <https://evoting.karvy.com> and shall also be communicated to the stock exchanges for information of the Members.
 17. A Member can opt for only one mode of Voting, i.e., either through e-Voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Postal Ballot Form shall be treated as invalid.

The Company is pleased to offer remote e-voting facility as an alternate, to all the eligible Members of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the notes to the postal ballot notice.