

# BAJAJ FINANCE LIMITED

25 October 2019

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

Dear Sirs,

**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”)**

This is further to our letter dated 24 September 2019 forwarding copy of the postal ballot notice and notice published in newspaper.

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 25 October 2019. The Scrutiniser’s report is placed on the Company’s website and on the website of Karvy Fintech Private Limited.

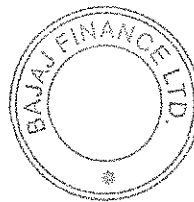
As per the Scrutiniser’s report, the resolution has been passed by the members with the requisite majority.

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**

  
**R. VIJAY**  
COMPANY SECRETARY  
Email ID: [investor.service@bajajfinserv.in](mailto:investor.service@bajajfinserv.in)



Encl.: As above



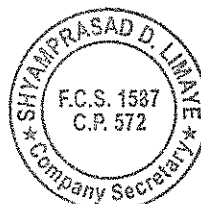
**Scrutiniser's Report**

**[Pursuant to Section 108, 110 of the Companies Act, 2013 and Rule 20, 22 of the Companies,  
(Management and Administration) Rules, 2014, as amended]**

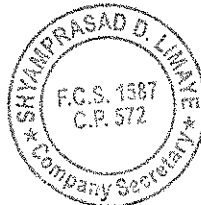
To,  
The Chairman,  
Bajaj Finance Limited,  
CIN: L65910MH1987PLC042961,  
Akurdi, Pune 411035.

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, as amended, on the resolution contained in the postal ballot notice dated 17<sup>th</sup> September, 2019 ("the resolution").
2. The notice dated 17<sup>th</sup> September, 2019 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 resolution 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 provided by Karvy Fintech 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 Monday, 23<sup>rd</sup> September, 2019:
    - 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, 13<sup>th</sup> September, 2019 (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, 13<sup>th</sup> September, 2019 (End of Day) through email at their registered email ID.



- ii. The remote e-voting period remained open from Tuesday 24<sup>th</sup> September, 2019 (9:00 A.M.) to Wednesday, 23<sup>rd</sup> October, 2019 (5:00 P.M).
- iii. The members whose names appeared in the register of members as on the 'cut-off' date i.e. Friday, 13<sup>th</sup> September, 2019 (End of Day) were entitled to vote on the resolutions as set out in the notice of the Company.
- iv. The remote e-voting facility was blocked on Wednesday, 23<sup>rd</sup> October, 2019 immediately after the completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Mayur M. Kulkarni 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 up to Wednesday, 23<sup>rd</sup> October, 2019, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after Wednesday, 23<sup>rd</sup> October, 2019 were not considered. All votes cast on Karvy e-voting platform up to 5.00 p.m. on Wednesday, 23<sup>rd</sup> October, 2019 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 Wednesday, 23<sup>rd</sup> October, 2019 are manually entered on the system provided by Karvy.
- ix. A total of 1150 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 cast in "favour "or "against" on the resolution that were 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.



**Resolution**

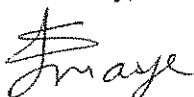
Special Resolution under section 23, 42, 62 of the Companies Act, 2013, according consent for issue of securities to Qualified Institutional Buyers not exceeding Rs. 8,500 Crore

| 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 Votes | % of total valid votes |
|---------|-------------------------------|-----------------------------------|------------------------|-------|-----------------------------------|-------------------------|--------------|------------------------|
| 1       | Total Ballot Received         | 280                               | 1,097                  | 1,377 | 1,37,212                          | 47,05,99,561            | 47,07,36,773 | -                      |
| 2       | Less: Invalid Ballots/ Shares | 11                                | -                      | 11    | 1,828                             | -                       | 1,828        | -                      |
| 3       | Net Valid Votes               | 269                               | 1,097                  | 1,366 | 1,35,384                          | 47,05,99,561            | 47,07,34,945 | 100.00                 |
| 4       | Votes with Assent             | 230                               | 1,051                  | 1,281 | 1,21,331                          | 46,89,94,118            | 46,91,15,449 | 99.66                  |
| 5       | Votes with Dissent            | 12                                | 32                     | 44    | 5,117                             | 11,75,172               | 11,80,289    | 0.25                   |
| 6       | Abstained Votes               | 27                                | 14                     | 41    | 8,936                             | 4,30,271                | 4,39,207     | 0.09                   |

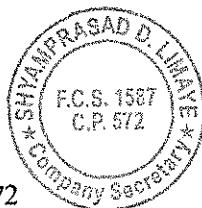
\*Total Votes excludes Less Voted shares

Thanking You,

Yours faithfully,



Shyamprasad Limaye  
Company Secretary  
Membership No. FCS 1587 CP 572



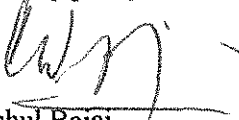
Place: Pune

Date: 24<sup>th</sup> October 2019

UDIN : F001587A000162044

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: 24<sup>th</sup> October, 2019

| 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                      | 337852745          | 337852745           | 100.0000                                | 337852745   | 0                      | 100.0000                             | 0.0000                             |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0   | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0   | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  |                    | <b>337852745</b>    | <b>337852745</b>                        | <b>100.0000</b>                                       | <b>337852745</b>       | <b>0</b>                             | <b>100.0000</b>                    |
| Public- Institutions   | E-Voting                      | 98165989           | 78249536            | 79.7115                                 | 78249536  | 0                      | 100.0000                             | 0.0000                             |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0   | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0   | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  |                    | <b>98165989</b>     | <b>78249536</b>                         | <b>79.7115</b>  | <b>78249536</b>        | <b>0</b>                             | <b>100.0000</b>                    |
| Public- Non Institutions   | E-Voting                      | 143875464          | 54067009            | 37.5790                                 | 52891837  | 1175172                | 97.8265                              | 2.1735                             |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0   | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 126448              | 0.0879                                  | 121331  | 5117                   | 95.9533                              | 4.0467                             |
|  | <b>Total</b>                  |                    | <b>143875464</b>    | <b>54193457</b>                         | <b>37.6669</b>  | <b>53013168</b>        | <b>1180289</b>                       | <b>97.8221</b>                     |
| <b>Total</b>   |                               | <b>579894198</b>   | <b>470295738</b>    | <b>81.1003</b>                          | <b>469115449</b>                                      | <b>1180289</b>         | <b>99.7490</b>                       | <b>0.2510</b>                      |

