

# BAJAJ FINANCE LIMITED

15 February 2020

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

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 29 January 2020 along with postal ballot form and a copy of the advertisement published on 15 February 2020 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](mailto:investor.service@bajajfinserv.in)

Encl.: As above

# BAJAJ FINANCE LIMITED

(CIN: L65910MH1987PLC042961)

Registered office: Akurdi, Pune - 411 035

Email ID: [investor.service@bajajfinserv.in](mailto:investor.service@bajajfinserv.in)

Website: [www.bajajfinserv.in/corporate-bajaj-finance](http://www.bajajfinserv.in/corporate-bajaj-finance)

Phone: (020) 7157 6403 Fax: (020) 7157 6364

## POSTAL BALLOT NOTICE

PURSUANT TO SECTION 110 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 resolutions through voting by postal ballot in accordance with Sections 110 and 108 of the Companies Act, 2013, as amended, (the "**Act**") read with the Companies (Management and Administration) Rules, 2014, as amended, (the "**Rules**") Secretarial Standard – 2 on general meetings (the "**SS2**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") 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, Practicing Company Secretary (FCS No. 1587, CP No. 572), as Scrutiniser 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 an 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 pre-paid self-addressed business reply envelope so as to reach the Scrutiniser not later than i.e. 5:00 p.m. on 15 March 2020. Postal Ballot Forms received after this day will be treated as if no response has been received from the member. Pursuant to Section 108 of the Act read with Rule 20 of the said Rules and Regulation 44 of the Listing Regulations, the Company is also providing remote 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 carefully read the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutiniser 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 e-voting) shall be declared by the Chairman or any other person authorised by him on 17 March 2020 at around 4.00 p.m. at the Registered Office of the Company at Akurdi, Pune - 411 035 and will also be placed on the Company's website: <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and on the website of KFin Technologies Private Limited: <https://evoting.karvy.com>. The results will be simultaneously communicated to the Stock Exchanges.

### Item No. 1

#### Amend the Articles of Association for insertion of new Article 94A

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, as amended, and rules made thereunder or any other law for the time being in force (including any statutory modifications or re-enactment(s) thereof for the time being in force) and as approved and recommended by the Board of Directors, the Articles of Association of the Company be and is hereby amended for incorporating provisions regarding "Chairman Emeritus" by inserting a new Article 94A i.e. "Chairman Emeritus" after the existing Article 94 of the Articles of Association of the Company as under:

#### **"Chairman Emeritus**

- 94A. (i) The Board shall be entitled to appoint any person, who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
- (ii) The Chairman Emeritus shall hold office as a life position or until he resigns or as may be decided mutually between him and the Board.

- (iii) The Chairman Emeritus may attend any meeting of the Board or Committee thereof as an invitee, but shall not have any right to vote thereat or shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (iv) The Chairman Emeritus shall not be deemed to be a Director for any purposes of the Act or any other statute or Rules made thereunder or these Articles including for the purpose of determining the maximum number of directors which the Company can appoint.
- (v) Subject to the applicable law, the Board may decide to make any payment in any manner and provide with such amenities and facilities for any services rendered by the Chairman Emeritus to 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.”

#### **Item No. 2**

##### **Approval to fix the Foreign Portfolio Investors’(FPIs) investment limits:**

To consider and, if thought fit, to pass the following resolution as a special resolution:

“**RESOLVED THAT** in supersession of the special resolution passed by the members through postal ballot on 31 January 2007 and 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(s), variation(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions if any, and to the extent required of appropriate regulatory/statutory authorities including but not limited to the 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 holdings/investments does not exceed 49 per cent 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.”

#### **Item No. 3**

##### **Increase in the borrowing powers of the Company:**

To consider and, if thought fit, to pass the following resolution as a special resolution:

“**RESOLVED THAT** in supersession of the special resolution passed by the members through postal ballot on 8 March 2019, and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the ‘Board’) to borrow, from time to time, such sum or sums of monies as it may deem requisite for the purpose of the business of the Company, *inter alia*, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds/commercial papers or other debt instruments, with or without security, whether in India or outside India, and through acceptance of fixed deposits and inter-corporate deposits (whether in Indian Rupees or in foreign currency), on such terms and conditions as the Board, at its sole discretion, may deem fit, notwithstanding that the monies so borrowed together with monies already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which monies may be borrowed by the Board shall not exceed a sum of ₹160,000 crore (Rupees One lakh sixty thousand crore only) at any point of time.

**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.”

#### **Item No. 4**

##### **Creation of charge/security on the Company’s assets with respect to borrowing:**

To consider and, if thought fit, to pass the following resolution as a special resolution:

“**RESOLVED THAT** in supersession of the special resolution passed by the members through postal ballot on 8 March 2019, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to creation by the Board of Directors

(the 'Board') from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the bank(s), financial institution(s), and/or other lender(s), fixed deposit trustee, debenture trustee, security trustee as may be agreed to by the Board, for the purpose of securing repayment of any loans/financial assistance or debentures or bonds or commercial papers or other instruments issued to the public and/or on private placement basis and/or in any other manner (whether in Rupees or in foreign currency), subject to a maximum amount of ₹160,000 crore (Rupees One lakh sixty thousand crore only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the said mortgages, charges, liens, hypothecation and/or other securities and to do and perform all such acts, deeds, matters or things as may be necessary, proper, expedient or desirable to give effect to this resolution."

By order of the Board of Directors  
For Bajaj Finance Limited

Place : Pune  
Date : 29 January 2020

R. Vijay  
Company Secretary  
Membership No. ACS 18244

#### NOTES:

1. Statement pertaining to the resolutions setting out all material facts, concerning the items and the reason thereof, as required under Section 102(1) of the Companies Act, 2013, as amended, (the "**Act**") for the above items of business is annexed to this Notice.
2. In compliance with the provisions of Section 110 and Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended, (the "**Rules**") Secretarial Standard-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "**Listing Regulations**") 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 ("**KFin**") 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.
3. Members have an option to either to vote through the remote e-voting process or through the postal ballot form.
4. The voting rights of the members shall be reckoned on the equity shares held by them as on Friday, 31 January 2020 (End of Day), being the 'cut-off date' fixed for this purpose.
5. 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 Scrutiniser. 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. Relevant documents referred to in this Postal Ballot Notice are available for inspection by the members at the Company's Registered Office as well as Corporate Office on all working days i.e., Monday to Saturday (except second Saturday and holidays) from 10.00 a.m. to 12.30 p.m. from the date of dispatch of this Postal Ballot Notice upto last day of voting.
7. A member cannot exercise his right to vote through Proxy on a Postal Ballot.
8. 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.
9. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / their Depository Participant(s) for sending future communication(s) in electronic mode.
10. The Postal Ballot Notice along with the Postal Ballot Form is being uploaded on the Company's website viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and of KFin viz., <https://evoting.karvy.com>
11. 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 KFin (erstwhile Karvy Fintech Private Limited) 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 will be 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(s).
  - 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](mailto: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 15 February 2020 (9.00 a.m.) till 15 March 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
  - 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 KFin 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 KFin 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 carefully read the instructions provided in the postal ballot form and return the same, duly completed alongwith assent ('FOR') or dissent ('AGAINST'), in the enclosed pre-paid self-addressed business reply envelope to the Scrutiniser, Shri Shyamprasad D Limaye, Practicing Company Secretary, Unit: Bajaj Finance 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 15 March 2020 (5.00 p.m.). Postal Ballot Forms received from the members after 15 March 2020 (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 thereof 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, such 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.
12. 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 by 17 March 2020 on or 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 KFin 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 resolutions in the Notice shall be deemed to be passed on 15 March 2020 i.e. last day of the voting period.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT

### Item No. 1

The existing Articles of Association of the Company (the "Articles") do not contain provisions regarding "Chairman Emeritus".

The Board, with a view to insert provisions in the Articles regarding Chairman Emeritus, at its meeting held on 29 January 2020, approved amendment to the existing Articles by insertion of new Article 94A after the existing Article 94 as given in the resolution.

Pursuant to the provisions of Section 14 of the Act, approval of members of the company by a special resolution is required for any amendment/modification to the Articles of Association of the company. Accordingly, the approval of the members is being sought for amendment of Articles.

Through the amendment, it is proposed to insert provisions in the existing Articles relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as "Chairman Emeritus" on such terms approved by the Board subject to the provisions of the Articles, as amended.

A copy of the Articles containing the proposed amendment, is available for inspection by the members at the Registered Office as well as Corporate Office of the Company on all working days i.e., from Monday to Saturday (except second Saturdays and holidays) from 10.00 a.m. to 12.30 p.m. from the date of dispatch of the notice, up to the last date of voting i.e., 15 March 2020 and will also be available on the website of the Company.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the special resolution as set out in item no. 1 of this Notice.

### Item No. 2

As per the erstwhile Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the aggregate shareholding of Foreign Portfolio Investors (FPIs) including any other direct and indirect foreign equity investments in an Indian company were capped at 24 per cent of paid-up equity capital and any increase beyond the said 24 per cent was subject to approval of board and members by way of a special resolution. Accordingly, the Board of Directors of the Company, at their meeting held on 15 November 2006, approved raising the above limit to 30 per cent which was thereafter approved by the members by means of the Postal Ballot on 31 January 2007.

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 [which had replaced the erstwhile Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000] 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 (the "New Rules").

As per the New Rules, the existing FPI limit with effect from 1 April 2020, will be the sectoral cap i.e. 100 per cent in case of the Company. A company may, however, with approval of its board and members (by means of a special resolution) decrease the said limit to 24 per cent or 49 per cent or 74 per cent as it may choose on or before 31 March 2020.

Accordingly, as approved by the Board of Directors of the Company at their Meeting held on 29 January 2020, considering the existing aggregate FPI shareholding in the Company at about 23 per cent, the shareholders are requested to consider approving limit for aggregate FPI holdings to 49 per cent of the paid-up equity capital of the Company at any point in time on fully diluted basis.

None of the Directors or key managerial personnel or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in this resolution except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the special resolution as set out in item no. 2 of this Notice.

#### **Item Nos. 3 & 4**

Vide special resolutions dated 8 March 2019 passed by postal ballot, the members of the Company had accorded their consent to the Board of Directors to borrow money(ies) for the purposes of the Company's Business not exceeding ₹130,000 crore (including the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 ('the Act') and creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to a limit of ₹130,000 crore in terms of Section 180(1)(a) of the Act.

Considering the future business plan of the Company and to meet funding requirements for its business, the Board of Directors may need to resort to further borrowings from time to time, *inter alia*, by way of loans/financial assistance from various bank(s)/financial institution(s) and other lender(s), issue of debentures/bonds/commercial paper or other debt instruments and through acceptance of fixed deposits and inter-corporate deposits. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of such bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee/ fixed deposits trustee.

Accordingly, it is proposed to seek approval of the members of the Company for enhancing the limits of borrowing and creation of charge/security on the Company's assets with respect to borrowing from the existing ₹130,000 crore to ₹160,000 crore.

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

The Board recommends passing of the special resolutions as set out in item nos. 3 and 4 of this Notice.

By order of the Board of Directors  
For Bajaj Finance Limited

Place : Pune  
Date : 29 January 2020

R. Vijay  
Company Secretary  
Membership No. ACS 18244





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# BAJAJ FINANCE LIMITED

(CIN: L65910MH1987PLC042961)

Registered office: Akurdi, Pune - 411 035, Phone: (020) 7157 6403 Fax: (020) 7157 6364  
Email ID: investor.service@bajajfinserv.in Website: www.bajajfinserv.in/corporate-bajaj-finance

## POSTAL BALLOT FORM

Serial No. \_\_\_\_\_

(1) Name(s) of the 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

(5) I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the items of business stated in the Notice of the Company dated 29 January 2020 by sending my/our assent or dissent the said resolution(s) by placing the (✓) 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.	Amendment to Articles of Association			
2.	Fix the Foreign Portfolio Investors' (FPIs) holdings/ investments limits at 49 per cent of the paid-up equity share capital in the Company			
3.	Increase in the borrowing powers of the Board to ₹ 160,000 Crore			
4.	Creation of charge on the properties including whole or substantially the whole of Company's undertaking upto a maximum amount of ₹ 160,000 Crore			

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.  
Facility to exercise vote(s) by means of Postal Ballot, including remote e-voting, will be available during the following period:

Commencement of Voting	End of Voting
15 February 2020 at 9.00 a.m.	15 March 2020 at 5.00 p.m.

# BAJAJ FINANCE LIMITED

(CIN: L65910MH1987PLC042961)

Registered office: Akurdi, Pune - 411 035, Phone: (020) 7157 6403 Fax: (020) 7157 6364  
Email ID: investor.service@bajajfinserv.in Website: www.bajajfinserv.in/corporate-bajaj-finance

## POSTAL BALLOT FORM

Serial No. \_\_\_\_\_

(1) Name(s) of the 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

(5) I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the items of business stated in the Notice of the Company dated 29 January 2020 by sending my/our assent or dissent the said resolution(s) by placing the (✓) 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.	Amendment to Articles of Association			
2.	Fix the Foreign Portfolio Investors' (FPIs) holdings/ investments limits at 49 per cent of the paid-up equity share capital in the Company			
3.	Increase in the borrowing powers of the Board to ₹ 160,000 Crore			
4.	Creation of charge on the properties including whole or substantially the whole of Company's undertaking upto a maximum amount of ₹ 160,000 Crore			

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.  
Facility to exercise vote(s) by means of Postal Ballot, including remote e-voting, will be available during the following period:

Commencement of Voting	End of Voting
15 February 2020 at 9.00 a.m.	15 March 2020 at 5.00 p.m.

## 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 along with assent ('FOR') or dissent ('AGAINST') and return the same, in the enclosed pre-paid self-addressed business reply envelope to Shri Shyamprasad D Limaye, Practicing 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. KFin Technologies Private Limited ('KFin') / 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, 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 Scrutiniser not later than **15 March 2020 by 5.00 p.m.** Postal ballot form received after this date will be treated as if reply from the members has not been received.  
Additionally, please note that the Postal Ballot Form shall be considered as invalid if:
  - a) It is not possible to determine without any doubt the assent or dissent of the member;
  - b) Neither assent or dissent is mentioned;
  - c) Any competent authority has given directions in writing to the Company to freeze the voting rights of the members;
  - d) If is defaced or mutilated in such a way that it's identity as genuine form cannot be established;  
or
  - e) 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 Scrutiniser.
13. A member need not cast all his/her/its votes in the same manner.
14. The Scrutiniser's decision on the validity of a postal ballot form and the votes cast thereof 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 Scrutiniser not later than the last date of receipt of postal ballot form i.e. **15 March 2020 by 5.00 p.m.**
16. The result of the postal ballot will be hosted on the website of the Company viz., [www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots](http://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots) and on the website of KFin viz., <https://evoting.karvy.com> and shall also be communicated to the stock exchanges and will be published in the newspapers for information of the members.
17. 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.
18. 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.

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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 Scrutiniser.
13. A member need not cast all his/her/its votes in the same manner.
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15. A member may request for 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. **15 March 2020 by 5.00 p.m.**
16. The result of the postal ballot will be hosted on the website of the Company viz., [www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots](http://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots) and on the website of KFin viz., <https://evoting.karvy.com> and shall also be communicated to the stock exchanges and will be published in the newspapers for information of the members.
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18. 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.

# BAJAJ FINANCE LIMITED

## Postal Ballot Notice and Voting Information

NOTICE is hereby given that the Company has proposed resolutions for approval of members by postal ballot. The Company has completed dispatch of the postal ballot notice, in respect of the aforesaid resolutions, alongwith postal ballot form on Friday, 14 February 2020 to the members whose names appeared in the register of members/register of beneficial owners as on Friday, 31 January 2020 (End of Day), (i) through email on their registered email ID and (ii) through physical copy to the members who have not registered their email ID, through the 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 KFin Technologies Private Limited ('KFin').

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, 31 January 2020 (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 Saturday, 15 February 2020 (9:00 a.m.) to Sunday, 15 March 2020 (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 KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 not later than Sunday, 15 March 2020 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/KFin and obtain duplicate postal ballot form.

Postal ballot notice and the postal ballot form are available on the Company's website viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and on KFin's website viz., <https://evoting.karvy.com>

Results of the voting will be announced on Tuesday, 17 March 2020, at 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 KFin'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<br>Senior Manager<br>KFin Technologies Private Limited,<br>Selenium Tower B, Plot 31-32,<br>Gachibowli, Financial District,<br>Nanakramguda, Hyderabad - 500 032<br>Email ID: <a href="mailto:mohsin.mohd@kfintech.com">mohsin.mohd@kfintech.com</a><br>Tel: 040 67161562 | (ii) Uma Shende<br>Senior Lead<br>Bajaj Finance Limited,<br>3rd Floor, Panchshil Tech Park,<br>Viman Nagar, Pune - 411 014<br>Email ID: <a href="mailto:uma.shende@bajajfinserv.in">uma.shende@bajajfinserv.in</a><br>Tel: 020 71576188 |
|--|---|

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: 14 February 2020

**R. Vijay**  
**Company Secretary**

CIN: L65910MH1987PLC042961

Regd. Office: Akurdi, Pune - 411 035 | Tel: 020 71576403 | Fax: 020 71576364

Email ID: [investor.service@bajajfinserv.in](mailto:investor.service@bajajfinserv.in) | Website: [www.bajajfinserv.in/corporate-bajaj-finance](http://www.bajajfinserv.in/corporate-bajaj-finance)

# बजाज फायनान्स लिमिटेड

## टपाल मतदान सूचना आणि मतदानाची माहिती

ह्याद्वारे सूचना देण्यात येत आहे की टपाल मतदानाद्वारे सभासदांच्या मंजूरीसाठी चार ठराव प्रस्तावित केले आहेत. ज्या सभासदांची नावे शुक्रवार, ३१ जानेवारी २०२० 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, शुक्रवार, १४ फेब्रुवारी २०२० रोजी टपाल मतपत्रिकेसह, पुर्वोक्त ठरावांच्या संबंधात, टपाल मतदानाची सूचना पाठविण्याची प्रक्रिया कंपनीने पूर्ण केली आहे.

केफिन टेक्नोलॉजिज् प्रायव्हेट लिमिटेडद्वारे ('केफिन') 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, ३१ जानेवारी २०२० रोजी (दिवसाअखेरीस) सभासदांनी धारण केलेल्या समभागांच्या प्रमाणात विचारात घेण्यात येईल. कट-ऑफ तारखेला सभासद नसणाऱ्या कोणत्याही व्यक्तीने ही सूचना केवळ माहितीच्या हेतूसाठी विचारात घ्यावी.

मतदानाचा कालावधी हा शनिवार, १५ फेब्रुवारी २०२० (सकाळी ९:००) ते रविवार, १५ मार्च २०२० (संध्याकाळी ५:००) ह्यादरम्यान असेल, त्यानंतर दूरस्थ ई-मतदानाला अनुमती असणार नाही. टपाल मतपत्रिकेद्वारे मतदान करण्याच्या बाबतीत, यथोचितरीत्या पूर्ण केलेली टपाल मतपत्रिका, टपाल मतदान पार पाडण्यासाठी नियुक्त करण्यात आलेल्या परिनिरीक्षक श्री. श्यामप्रसाद डी. लिमये यांच्याकडे, बजाज फायनान्स लिमिटेड, C/O केफिन टेक्नोलॉजिज् प्रायव्हेट लिमिटेड, सेलेनियम टॉवर बी, प्लॉट नं. ३१-३२, गच्चीबावली, फायनान्शियल डिस्ट्रिक्ट, नानकरामगुडा, हैद्राबाद - ५०० ०३२ ह्या पत्त्यावर रविवार, १५ मार्च २०२० (संध्याकाळी ५:००) पर्यंत पोहोचायला हवी. रविवार, १५ मार्च २०२० (संध्याकाळी ५:००) नंतर मिळालेल्या टपाल मतपत्रिका अवैध मानल्या जातील.

टपाल मतपत्रिका प्राप्त न झालेले सभासद हे कंपनीकडे/केफिनकडे अर्ज करू शकतील आणि टपाल मतपत्रिकेची दुसरी प्रत प्राप्त करू शकतील.

टपाल मतपत्रिकेसह टपाल मतदानाची सूचना कंपनीच्या <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> ह्या संकेतस्थळावर आणि के फिन च्या <https://evoting.karvy.com> ह्या संकेतस्थळावर उपलब्ध आहे.

मतदानाचा निकाल परिनिरीक्षकांच्या अहवालासह कंपनीच्या <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> ह्या संकेतस्थळावर आणि केफिन च्या <https://evoting.karvy.com> ह्या संकेतस्थळावर प्रदर्शित करून कंपनीच्या आकुर्डी, पुणे - ४११ ०३५ येथील नोंदणीकृत कार्यालयमध्ये मंगळवार, १७ मार्च २०२०, सुमारे दुपारी ४:०० वाजता घोषित करण्यात येईल तसेच स्टॉक एक्स्चेंजसना कळविण्यात येईल.

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

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| <p>१) मोहम्मद मोहसिनूद्दिन<br/>वरिष्ठ व्यवस्थापक<br/>केफिन टेक्नोलॉजिज् प्रायव्हेट लिमिटेड,<br/>सेलेनियम टॉवर बी, प्लॉट नं. ३१-३२,<br/>गच्चीबावली, फायनान्शियल डिस्ट्रिक्ट,<br/>नानकरामगुडा, हैद्राबाद - ५०० ०३२<br/>ईमेल आयडी: <a href="mailto:mohsin.mohd@kfintech.com">mohsin.mohd@kfintech.com</a><br/>दूरध्वनी: ०४० ६७९६१५६२</p> | <p>२) उमा शेंडे<br/>वरिष्ठ व्यवस्थापक<br/>बजाज फायनान्स लिमिटेड,<br/>३रा मजला, पंचशिल टेक पार्क,<br/>विमान नगर, पुणे - ४११ ०१४<br/>ईमेल आयडी: <a href="mailto:uma.shende@bajajfinserv.in">uma.shende@bajajfinserv.in</a><br/>दूरध्वनी: ०२० ७९५७६९८८</p> |
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कंपनीकडून वेळेवर संप्रेषण प्राप्त करण्यासाठी कंपनी/तुमच्या डिपॉझिटररी पार्टिसिपन्टकडे सर्वात अद्यायावत ईमेल आयडी नोंदवावा.

रथळ: पुणे  
दिनांक: १४ फेब्रुवारी २०२०

बजाज फायनान्स लिमिटेडसाठी  
आर. विजय  
कंपनी सचिव

कंपनी नोंदणी क्रमांक: एल६५९१०एमएच१९८७पीएलसी०४२९६१

नोंदणीकृत कार्यालय: आकुर्डी, पुणे - ४११०३५ | दूरध्वनी क्र.: ०२० ७९५७६४०३ | फॅक्स: ०२० ७९५७६३६४

ईमेल आयडी: [investor.service@bajajfinserv.in](mailto:investor.service@bajajfinserv.in) | संकेतस्थळ: [www.bajajfinserv.in/corporate-bajaj-finance](http://www.bajajfinserv.in/corporate-bajaj-finance)