

BAJAJ FINANCE LIMITED

17 March 2020

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

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 15 February 2020 forwarding a copy of our postal ballot notice and notice published in newspaper.

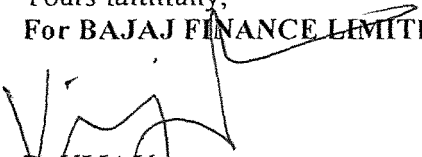
We wish to inform you that Shri Shyamprasad D Limaye, Practising Company Secretary, Scrutiniser appointed for conducting the postal ballot process, has submitted his report to the Chairman of the Company and the result of the postal ballot has been announced by the Chairman today, i.e. on 17 March 2020. The Scrutiniser’s report is placed on the Company’s website and on the website of KFin Technologies Private Limited.

As per the Scrutiniser’s report, all the four resolutions have 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



Encl.: As above

Shyamprasad D. Limaye
B.Com. LL.B. F.C.S
Company Secretary

Flat No.303, Parag-Wahini C.H.S Ltd,
126 Dahanukar Colony, Lane No. 4
Kothrud, Pune: 411038.
Tel.: (O) 25389985 (R) 25230773
email:shyamprasad.limaye@gmail.com

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

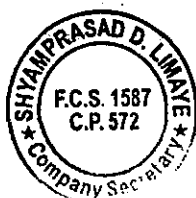
To,
The Chairman,
Bajaj Finance Limited,
CIN: L65910MH1987PLC042961,
Akurdi, Pune 411035.

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 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the postal ballot notice dated 29th January 2020 ("the resolutions").
2. The notice dated 29th January 2020 seeking approval of members of the Company along with statement setting out material facts under Section 102(1) of the Companies Act, 2013 was sent to the members in respect of the resolutions to be passed, through postal ballot. The Company had also provided remote e-voting facility to the members to vote on the resolution through the electronic voting platform provided by KFin Technologies Private Limited ("KFin").
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 resolutions 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 resolutions and "invalid" and "abstained" votes, based on the postal ballot forms received and the reports generated from the e-voting platform provided by KFin.
4. Further to the above, I submit my report as under:-
 - i. The Company has completed on Friday, 14th February 2020:
 - 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, 31st January 2020 (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, 31st January 2020 (End of Day) through email at their registered email ID.
 - c) The remote e-voting period remained open from Saturday, 15th February 2020 (9:00 A.M.) to Sunday, 15th March 2020 (5:00 P.M).



- ii. The members whose names appeared in the register of members as on the "cut-off" date i.e. Friday, 31st January 2020 (End of Day) were entitled to vote on the resolutions as set out in the notice of the Company.
- iii. The remote e-voting facility was blocked on Sunday, 15th March 2020 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.
- iv. 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.
- v. All postal ballot forms received up to Sunday, 15th March 2020, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after Sunday, 15th March 2020 were not considered. All votes cast on e-voting platform provided by KFin up to 5.00 p.m. on Sunday, 15th March 2020 were considered for my scrutiny.
- vi. The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vii. Particulars of all the postal ballot forms received from the members by Sunday, 15th March 2020 are manually entered on the system provided by KFin.
- viii. A total of 1208 envelopes containing postal ballot forms were returned undelivered. These envelopes are not opened and are kept separately.
- ix. 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 resolutions 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 KFin viz., <https://evoting.karvy.com> and my report is based on such reports generated.



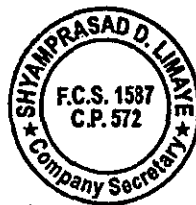
Resolution No. 1**Special Resolution - Amend the Articles of Association for insertion of new Article 94A.**

Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total*	
1	Total Ballots received	432	1,242	1,674	2,67,047	48,95,60,062	48,98,27,109	
2	Less : Invalid votes	44	0	44	11,292	0	11,292	
3	Net Valid Votes**	388	1,242	1,630	2,55,755	48,95,60,062	48,98,15,817	100.00
4	Votes with Assent	332	1,114	1,446	2,37,911	47,53,99,427	47,56,37,338	97.11
5	Votes with Dissent	8	109	117	193	11568347	1,15,68,540	2.36
6	Abstained Votes	48	24	72	17,651	25,92,288	26,09,939	0.53

Notes:

* Total Votes excludes Less Voted shares

** Net valid votes through e-voting includes cases where the shareholders have divided the valid votes into favour and against for the resolution. Hence, there is a mismatch in the number of shareholders with valid votes and total no. of shareholders with assent, dissent and abstained.



Resolution No. 2

Special Resolution - Approval to fix the Foreign Portfolio Investors' (FPIs) investment limits at 49% of paid up equity share capital of the Company.

2	Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
			Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total*	
1		Total Ballots received	432	1,242	1,674	2,67,056	48,95,60,062	48,98,27,118	
2		Less : Invalid votes	44	0	44	11,292	0	11,292	
3		Net Valid Votes**	388	1,242	1,630	2,55,764	48,95,60,062	48,98,15,826	100.00
4		Votes with Assent	363	807	1,170	2,37,966	41,29,53,806	41,31,91,772	84.36
5		Votes with Dissent	10	430	440	7724	4,73,28,964	4,73,36,688	9.66
6		Abstained Votes	15	6	21	10,074	2,92,77,292	2,92,87,366	5.98

Notes:

* Total Votes excludes Less Voted shares

** Net valid votes through e-voting includes cases where the shareholders have divided the valid votes into favour and against for the resolution. Hence, there is a mismatch in the number of shareholders with valid votes and total no. of shareholders with assent, dissent and abstained.



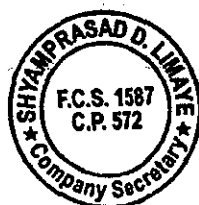
Resolution No. 3**Special Resolution - Increase in the borrowing powers of the Board to Rs. 160,000 crore**

3	Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares		% of total valid votes	
			Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting		Total*
1		Total Ballots received	432	1,242	1,674	2,67,056	48,95,60,062	48,98,27,118	
2		Less : Invalid votes	44	-	44	11,292	-	11,292	
3		Net Valid Votes**	388	1,242	1,630	2,55,764	48,95,60,062	48,98,15,826	100.00
4		Votes with Assent	364	1,182	1,546	2,49,300	48,69,33,302	48,71,82,602	99.46
5		Votes with Dissent	10	58	68	1,015	26,26,651	26,27,666	0.53
6		Abstained Votes	14	4	18	5,449	109	5,558	0.01

Notes:

* Total Votes excludes Less Voted shares

** Net valid votes through e-voting includes cases where the shareholders have divided the valid votes into favour and against for the resolution. Hence, there is a mismatch in the number of shareholders with valid votes and total no. of shareholders with assent, dissent and abstained.



Resolution No. 4

Special Resolution - Creation of charge on the properties including whole or substantially the whole of Company's undertaking upto maximum amount of Rs. 160,000 crore

Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total*	
1	Total Ballots received	432	1,242	1,674	2,67,056	48,95,60,062	48,98,27,118	
2	Less : Invalid votes	44	0	44	11,292	0	11,292	
3	Net Valid Votes**	388	1,242	1,630	2,55,764	48,95,60,062	48,98,15,826	100.00
4	Votes with Assent	353	1,181	1,534	2,44,440	48,68,64,288	48,71,08,728	99.45
5	Votes with Dissent	18	58	76	1,110	26,26,665	26,27,775	0.54
6	Abstained Votes	17	6	23	10,214	69,109	79,323	0.01

Notes:

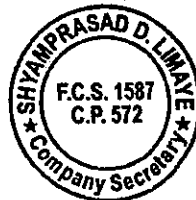
* Total Votes excludes Less Voted shares

** Net valid votes through e-voting includes cases where the shareholders have divided the valid votes into favour and against for the resolution. Hence, there is a mismatch in the number of shareholders with valid votes and total no. of shareholders with assent, dissent and abstained.

Thanking You,

Yours faithfully,

Limaye
 Shyamprasad Limaye
 Company Secretary
 Membership No. FCS 1587 CP 572
 Place: Pune
 Date: Tuesday, 17th March 2020
 UDIN : F001587A000612747

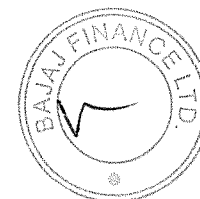


Based on the foregoing, I hereby declare that the Resolutions 1 to 4 above, have been passed with the requisite majority.

For Bajaj Finance Limited

Rahul Kumar Bajaj
 Rahul Kumar Bajaj
 Chairman
 Date: Tuesday, 17th March 2020

Resolution no. 1								
Resolution required: (Ordinary/ Special)	SPECIAL - Amendment to Articles of Association							
are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337852745	337852745	100.0000	337852745	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	121262337	97812244	80.6617	96044628	1767616	98.1928	1.8072
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	142573987	51302785	35.9833	41502054	9800731	80.8962	19.1038
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		238104	0.1670	237911	193	99.9189	0.0811
Total		601689069	487205878	80.9730	475637338	11568540	97.6255	2.3745



Resolution no. 2

Resolution required: (Ordinary/ Special)	SPECIAL - Fix the Foreign Portfolio Investors' (FPIs) holdings/ investments limits at 49 percent of the paid-up equity share capital in the Company							
are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337852745	337852745	100.0000	337852745	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	121262337	69975081	57.7055	47913894	22061187	68.4727	31.5273
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	142573987	52454944	36.7914	27187167	25267777	51.8295	48.1705
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		245690	0.1723	237966	7724	96.8562	3.1438
Total		601689069	460528460	76.5393	413191772	47336688	89.7212	10.2788



Resolution no. 3								
Resolution required: (Ordinary/ Special)		SPECIAL - Increase in the borrowing powers of the Board to Rs. 160,000 crore						
are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337852745	337852745	100.0000	337852745	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	121262337	99252264	81.8492	99247827	4437	99.9955	0.0045
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	142573987	52454944	36.7914	49832730	2622214	95.0010	4.9990
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		250315	0.1756	249300	1015	99.5945	0.4055
Total		601689069	489810268	81.4059	487182602	2627666	99.4635	0.5365



Resolution no. 4

Resolution required: (Ordinary/ Special)	SPECIAL - Creation of charge on the properties including whole or substantially the whole of Company's undertaking upto maximum amount of Rs. 160,000 crore							
are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	337852745	337852745	100.0000	337852745	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	121262337	99192264	81.7997	99187827	4437	99.9955	0.0045
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	142573987	52445944	36.7851	49823716	2622228	95.0001	4.9999
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		245550	0.1722	244440	1110	99.5479	0.4521
Total		601689069	489736503	81.3936	487108728	2627775	99.4634	0.5366

