

20 November 2021

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
SCRIPT CODE:500034	SCRIP CODE: BAJFINANCE - EQ

Dear Sir/Madam,

Sub: Submission of voting result under Regulation 44 and information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”)

In continuation to our letter dated 18 October 2021, the Members of the Company on 17 November 2021 have approved the following resolutions through Postal Ballot:

- Appointment of Shri Pramit Jhaveri as an independent director for a term of five consecutive years w.e.f. 1 August 2021.
- Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 302009E) as a Joint Statutory Auditor and to fix their remuneration, w.e.f. 17 November 2021.
- Appointment of M/s. G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No.104767W) as a Joint Statutory Auditor and to fix their remuneration, w.e.f. 17 November 2021.
- Alteration of the Object Clause of the Memorandum of Association of the Company

Pursuant to Regulation 44 of the SEBI Listing Regulations, 2015, we hereby submit the results of the e-voting pursuant to the Postal Ballot, for the resolutions as specified in the Postal Ballot Notice dated 16 September 2021. The e-voting for Postal Ballot commenced on 19 October 2021 at 9.00 a.m. (IST) and concluded on 17 November 2021 at 5.00 p.m. (IST). The said resolutions were passed with the requisite majority. The resolutions are deemed to be passed on the last date of the e-voting, i.e. 17 November 2021. The Report of the Scrutiniser viz., Shri Shyamprasad D Limaye, Practising Company Secretary, is enclosed herewith as **Annexure- A**.

Further, the details of alteration to Object clause in Memorandum as required under Regulation 30 read with schedule III of SEBI Listing Regulations, 2015, is annexed herewith as **Annexure- B**.

Thanking you,

Yours faithfully,

For **BAJAJ FINANCE LIMITED**

R. VIJAY
COMPANY SECRETARY

Email ID: investor.service@bajajfinserv.in

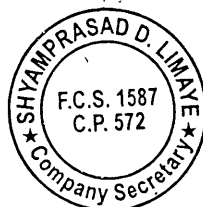
Copy to Catalyst Trusteeship Ltd., Pune (Debenture Trustees)

Scrutiniser's Report
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and Rule 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 Finserv Limited ("the Company") as a Scrutiniser for the purpose of scrutinising the e-voting for 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 16 September 2021 ("the resolutions").
2. There were no postal ballot forms in view of the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting, vide General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular 39/2020 dated 31 December 2020 and General Circular 10/2021 dated 23 June 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars")
3. The notice dated 16 September 2021, 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 via remote electronic voting ('e-voting'). The Company had provided remote e-voting facility to the members to vote on the resolutions through the electronic voting platform provided by KFin Technologies Private Limited ("KFin").
4. 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 via-remote e-voting on the resolutions for approval of the members of the Company. My responsibility as a Scrutinizer for the postal ballot via remote e-voting is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions and "abstained" votes, based on the postal ballot forms received and the reports generated from the e-voting platform provided by KFin.



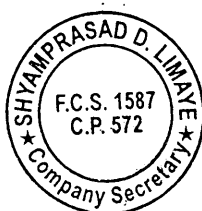
5. Further to the above, I submit my report as under:-
- i. The Company has completed dispatch of Notice, on Monday 18 October 2021:
 - a) dispatch of postal ballot notice, electronically, to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 8 October 2021, (End of Day) through their registered email ID. The Company had also made arrangements for those shareholders who had not registered their email address to get the same registered.
 - b) The e-voting period remained open from Tuesday, 19 October 2021 at 9.00 a.m. to Wednesday, 17 November 2021 at 5.00 p.m.
 - ii. The members whose names appeared in the register of members as on the "cut-off" date i.e. Friday, 8 October 2021, (End of Day) were entitled to vote on the resolutions as set out in the Postal Ballot Notice of the Company.
 - iii. The remote e-voting facility was blocked on Wednesday, 17 November 2021 immediately after the completion of voting hours.
 - iv. Thereafter considering votes through remote e-voting the result of the voting is given below. The details containing, *inter alia*, votes cast in "favor" 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 -i.e. <https://evoting.kfintech.com> and my report is based on such reports generated.

Resolution No. 1 Ordinary Resolution for Appointment of Shri Prमित Jhaveri as an independent director for a term of five consecutive years w.e.f. 1 August 2021

Sr No	Particulars of Voting	Voted through e-voting (no. of shareholders)	Voted through e-voting (No. of shares)	% of total Votes
1	Total Votes received	**2,320	*50,70,04,044	100.00%
2	Votes with Assent	2,213	50,38,98,938	99.39%
3	Votes with Dissent	53	1,97,855	0.04%
4	Abstain Votes	61	29,07,251	0.57%

*Total No of shares are net of Less voted shares.

**The mismatch of total No. of shareholders is due to voting by some shareholder in both manner assent and dissent.



Resolution No. 2 Ordinary Resolution for Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 302009E) as a Joint Statutory Auditor and to fix their remuneration

Sr No	Particulars of Voting	Voted through e-voting (no. of shareholders)	Voted through e-voting (No. of shares)	% of total Votes
1	Total Votes received	**2,320	*50,70,04,046	100.00%
2	Votes with Assent	2,218	50,61,00,589	99.82%
3	Votes with Dissent	69	6,34,812	0.13%
4	Abstain Votes	37	2,68,645	0.05%

*Total No of shares are net of Less voted shares.

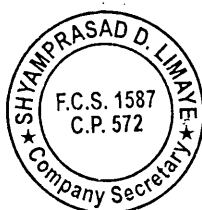
**The mismatch of total No. of shareholders is due to voting by some shareholder in both manner assent and dissent.

Resolution No. 3 Ordinary Resolution for Appointment of M/s. G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No.104767W) as a Joint Statutory Auditor and to fix their remuneration

Sr No	Particulars of Voting	Voted through e-voting (no. of shareholders)	Voted through e-voting (No. of shares)	% of total Votes
1	Total Votes received	**2,320	*50,70,04,046	100.00%
2	Votes with Assent	2,220	50,60,62,462	99.81%
3	Votes with Dissent	65	6,91,762	0.14%
4	Abstain Votes	38	2,49,822	0.05%

*Total No of shares are net of Less voted shares.

**The mismatch of total No. of shareholders is due to voting by some shareholder in both manner assent and dissent.



Resolution No. 4 Special Resolution for Alteration of the Object Clause of the Memorandum of Association of the Company

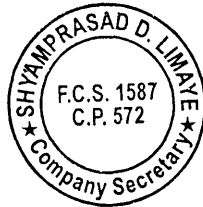
Sr No	Particulars of Voting	Voted through e-voting (no. of shareholders)	Voted through e-voting (No. of shares)	% of total Votes
1	Total Votes received	**2,320	*50,70,04,046	100.00%
2	Votes with Assent	2,235	50,67,53,379	99.95%
3	Votes with Dissent	42	1,169	0.00%
4	Abstain Votes	45	2,49,498	0.05%

*Total No of shares are net of Less voted shares.

**The mismatch of total No. of shareholders is due to voting by some shareholder in both manner assent and dissent.

Thanking You,

Yours faithfully,

Shyamprasad Limaye
 Company Secretary
 Membership No. FCS 1587 CP 572
 Place: Pune
 Date: 19th November, 2021
 UDIN : F001587C001484233

BAJAJ FINANCE LIMITED

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



Sanjivnayan Bajaj
Chairman

Date: 20 November 2021



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Primit Jhaveri as an independent director for a term of five consecutive years w.e.f. 1 August 2021				
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	338216134	338209030	99.9979	338209030	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		338216134	338209030	99.9979	338209030	0	100
Public-Institutions	E-Voting	191399691	157553463	82.3165	157357146	196317	99.8754	0.1246
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		191399691	157553463	82.3165	157357146	196317	99.8754
Public- Non Institutions	E-Voting	73978520	8334300	11.2658	8332762	1538	99.9815	0.0185
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		73978520	8334300	11.2658	8332762	1538	99.9815
Total		603594345	504096793	83.5158	503898938	197855	99.9608	0.0392
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 302009E) as a Joint Statutory Auditor and to fix their remuneration				
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	338216134	338209030	99.9979	338209030	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		338216134	338209030	99.9979	338209030	0	100
Public- Institutions	E-Voting	191399691	160191945	83.695	159558400	633545	99.6045	0.3955
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		191399691	160191945	83.695	159558400	633545	99.6045
Public- Non Institutions	E-Voting	73978520	8334426	11.266	8333159	1267	99.9848	0.0152
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		73978520	8334426	11.266	8333159	1267	99.9848
Total		603594345	506735401	83.953	506100589	634812	99.8747	0.1253
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. G M Kapadia & Co as a Joint Statutory Auditor and to fix their remuneration				
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	338216134	338209030	99.9979	338209030	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		338216134	338209030	99.9979	338209030	0	100
Public- Institutions	E-Voting	191399691	160211437	83.7052	159520928	690509	99.569	0.431
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		191399691	160211437	83.7052	159520928	690509	99.569
Public- Non Institutions	E-Voting	73978520	8333757	11.2651	8332504	1253	99.985	0.015
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		73978520	8333757	11.2651	8332504	1253	99.985
Total		603594345	506754224	83.9561	506062462	691762	99.8635	0.1365
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of the Object Clause of the Memorandum of Association of the Company				
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	338216134	338209030	99.9979	338209030	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	338216134	338209030	99.9979	338209030	0	100	0
Public- Institutions	E-Voting	191399691	160211437	83.7052	160211437	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	191399691	160211437	83.7052	160211437	0	100	0
Public- Non Institutions	E-Voting	73978520	8334081	11.2655	8332912	1169	99.986	0.014
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	73978520	8334081	11.2655	8332912	1169	99.986	0.014
Total		603594345	506754548	83.9561	506753379	1169	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Information as required under Regulation 30 - Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Alteration to Object Clause of Memorandum of Association

<p>1. Modification to Clause III A (3B)</p> <p>Existing:</p> <p><i>“To carry on the financing activities through various payment options, inter alia, credit cards, prepaid cards, stores value cards, debit cards etc. either in partnership or by self, subject to regulatory approvals, as may be required from time to time”</i></p> <p>Revised:</p> <p><i>“To carry on the financing activities through various payment options, inter alia, credit cards, prepaid cards, stores value cards, debit cards etc. either in partnership or by self, subject to regulatory approvals, as may be required from time to time including but not limited to Closed System pre-paid payment instrument, Semi-closed System pre-paid payment instrument, Open System pre-paid payment instrument, e-wallets, Co-Branded Wallets, FASTag and through any other method, mode, instrument or manner, as may be permitted from time to time.”</i></p>
<p>2. Insertion of new Clause III A (3C)</p> <p><i>“To carry on business of providing payment services including Bharat Bill Payment Operating Unit (BBPOU) (both Customer Operating Unit and Biller Operating Unit) and Payment Aggregator (Online, Offline and otherwise), and to apply for authorization from the Reserve Bank of India under the Payment and Settlement Systems (PSS) Act 2007 to set up a Bharat Bill Payment Operating Unit (BBPOU) under the Bharat Bill Payment System (BBPS) in India as well as obtain necessary certification from the Bharat Bill Payment Central Unit (BBPCU) with regards to adherence to the BBPS standards for facilitating bill payments so as to enable an integrated bill payment system that offers interoperable and accessible bill payment services to billers, customers through network of agents, allows, multiple payment modes and provides instant confirmation of payment, and act as a Payment Aggregator and to act as an authorised operating unit, working in adherence with the standards set by the BBPCU and Payment Aggregator and do all such acts and deeds as specified and / or allowed by BBPCU including on-boarding of billers and aggregators as per standards / rules, appointment of agents; carrying out due diligence (as per processes and rules set out for appointment of sub-agents); ensure confidentiality and privacy standards are in place; carry out Infrastructure development, application development, including Application Programming Interface (APIs) where required, in adherence to standards set by the BBPS; Transaction handling - Safety and security of transactions, verification of biller information, adherence to transaction flow standards / rules set by the BBPS; handling customer grievances and disputes as per set procedures and standards for billers / agents / end-customers; provide value-added services – provide Management Information System and Reporting and other services to the billers / aggregators / agents etc. and all such other activities, services, acts and deeds as specified / allowed by Reserve Bank of India (RBI) or BBPCU from time to time and to undertake any business currently existing or introduced in future by RBI / National Payments Corporation of India / Governing authority in respect of the online Payment Systems in India.”</i></p>