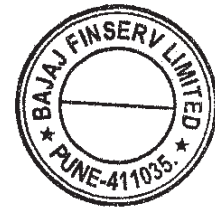


BAJAJ FINSERV LIMITED

Sl.No.	Description		Particulars	
A	Date of AGM		July 16,2014	
B	Book Closure Date		July 5, 2014 to July 16, 2014 (both days inclusive)	
C	Total Number of Shareholders as on record date		47785	
	Total Number of Shareholders as on Book Closure date		47515	
D	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	Present in person	Present through Proxy	Total
	Promoter and Promoter Group	10	50	60
	Public	54	72	126
	Total	64	122	186
E	No. of shareholders attended the meeting through Video Conferencing-NIL No Video conferencing facility was made available			



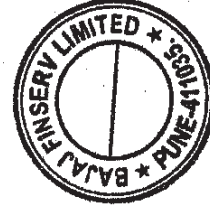
Bajaj Finserv Limited

Agenda-wise

The Mode of voting for all resolutions was E-voting (which included Physical Ballot forms sent in advance).

Resolution 1 : Adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31,2014, the reports of the Board of Directors and Auditors thereon.(Ordinary Resolution)

	No. of shares held as on 30 May 2014	No. of Votes Cast	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	93,703,259	93,703,259	100.00	93,703,259	0	100.00	0.00
Public – Institutional holders	24,886,197	8,078,532	32.46	8,078,532	0	100.00	0.00
Public-Others ²	40,532,896	11,759,671	29.01	11,759,671	3	100.00	0.00
Total	159,122,352	113,541,465	71.35	113,541,462	3	100.00	0.00

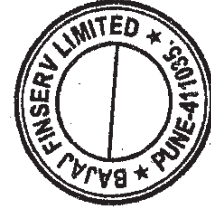


Resolution 2 : Declaration of Dividend on Equity Shares (Ordinary Resolution)

	No. of shares held as on 30 May 2014	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter/Public							
Promoter and Promoter Group	93,703,259	93,703,259	100.00	93,703,259	0	100.00	0.00
Public – Institutional holders	24,886,197	8,078,532	32.46	8,078,532	0	100.00	0.00
Public-Others ²	40,532,896	11,759,674	29.01	11,759,673	1	100.00	0.00
Total	159,122,352	113,541,465	71.35	113,541,464	1	100.00	0.00

Resolution 3 : Appointment of Shri Rahul Bajaj, Director retiring by rotation (Ordinary Resolution)

	No. of shares held ¹	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter/Public							
Promoter and Promoter Group	93,703,259	93,703,259	100.00	93,703,259	0	100.00	0.00
Public – Institutional holders	24,886,197	8,078,532	32.46	8,078,532	0	100.00	0.00
Public-Others ²	40,532,896	11,759,674	29.01	11,759,671	3	100.00	0.00
Total	159,122,352	113,541,465	71.35	113,541,462	3	100.00	0.00

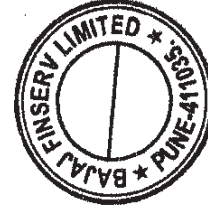


Resolution 4 : Appointment of Auditors and fixing their Remuneration (Ordinary Resolution)

	No. of shares held as on 30 May 2014	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter/Public							
Promoter and Promoter Group	93,703,259	93,703,259	100.00	93,703,259	0	100.00	0.00
Public - Institutional holders	24,886,197	8,078,532	32.46	8,078,532	0	100.00	0.00
Public-Others ²	40,532,896	11,759,674	29.01	11,759,674	3	100.00	0.00
Total	159,122,352	113,541,465	71.35	113,541,462	3	100.00	0.00

Resolution 5 : Appointment of Dr. Gita Piramal as an Independent director (Ordinary Resolution)

	No. of shares held as on 30 May 2014	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter/Public							
Promoter and Promoter Group	93,703,259	93,703,259	100.00	93,703,259	0	100.00	0.00
Public - Institutional holders	24,886,197	8,078,532	32.46	8,078,532	0	100.00	0.00
Public-Others ²	40,532,896	11,759,674	29.01	11,759,674	3	100.00	0.00
Total	159,122,352	113,541,465	71.35	113,541,462	3	100.00	0.00

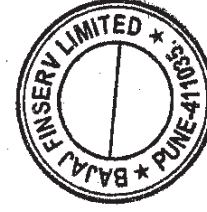


Resolution 6 : Appointment of S H Khan as an Independent director (Ordinary Resolution)

	No. of shares held as on 30 May 2014	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
Promoter/Public	(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	93,703,259	93,703,259	100.00	93,703,259	0	100.00	0.00
Public – Institutional holders	24,886,197	8,078,532	32.46	8,078,532	0	100.00	0.00
Public-Others ²	40,532,896	11,759,674	29.01	11,759,674	3	100.00	0.00
Total	159,122,352	113,541,465	71.35	113,541,462	3	100.00	0.00

Resolution 7 : Appointment of Nanoo Parmani as an Independent director (Ordinary Resolution)

	No. of shares held as on 30 May 2014	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
Promoter/Public	(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	93,703,259	93,703,259	100.00	93,703,259	0	100.00	0.00
Public – Institutional holders	24,886,197	8,078,532	32.46	8,078,532	0	100.00	0.00
Public-Others ²	40,532,896	11,759,674	29.01	11,759,674	3	100.00	0.00
Total	159,122,352	113,541,465	71.35	113,541,462	3	100.00	0.00



Resolution 8 : Appointment of Naresh Chandra as an Independent director (Ordinary Resolution)

	No. of shares held as on 30 May 2014	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
Promoter/Public	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	93,703,259	93,703,259	100.00	93,703,259	-	100.00	0.00
Public – Institutional holders	24,886,197	8,078,532	32.46	6,902,360	1,176,172	85.44	14.56
Public-Others ²	40,532,896	11,759,674	29.01	11,759,671	3	100.00	0.00
Total	159,122,352	113,541,465	71.35	112,965,290	1,176,175	98.96	1.04

Resolution 9 : Appointment of D J Balaji Rao as an Independent director (Ordinary Resolution)

	No. of shares held as on 30 May 2014	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
Promoter/Public	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	93,703,259	93,703,259	100.00	93,703,259	0	100.00	0.00
Public – Institutional holders	24,886,197	8,078,532	32.46	8,078,532	0	100.00	0.00
Public-Others ²	40,532,896	11,759,674	29.01	11,759,671	3	100.00	0.00
Total	159,122,352	113,541,465	71.35	113,541,462	3	100.00	0.00

Note: All the aforesaid resolutions were passed with requisite majority.



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

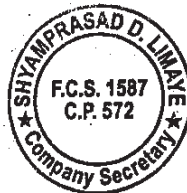
32, Navketan Society,
Kothrud, Pune: 411 038.
Tel.: (O) 25 43 03 88 (R) 25230773
E-mail: shyamprasad.limaye@gmail.com

Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,
(Management and Administration) Rules, 2014]

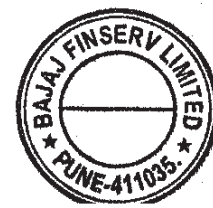
To
The Chairman,
Bajaj Finserv Limited,
Bajaj Auto Ltd. Complex, Mumbai-Pune Road,
Akurdi, Pune 411035.

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 scrutinizer for the purpose of Scrutinizing the e-voting process along with Ballot forms, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 7th Annual General Meeting (AGM) of the members of the Company, held on 16 July, 2014 at Registered office : Bajaj Auto Ltd. Complex, Mumbai-Pune road, Akurdi, Pune 411035.
2. The notice dated 14th May, 2014 convening the 7th Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 16th July, 2014
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 electronic means on the resolutions contained in the Notice to the 7th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company and Ballot forms received.
4. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Thursday 10th July, 2014(9:00 A.M) to Saturday 12th July, 2014 (6:00 P.M)
 - ii. The members of the Company as on the "cut-off" date i.e. Friday 30th May, 2014 were entitled to vote on the resolutions as set out in the notice of the 7th Annual General Meeting (AGM) of the Company.
 - iii. The votes cast were unblocked on Sunday 13th July, 2014 in the presence of 2 witnesses, Mr. Shubhankar S. Limaye and Mr. Chaitanya V. Pol who are not in the employment of the Company.



Sonal R. Tiwari

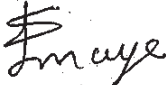


Shyamprasad D. Limaye

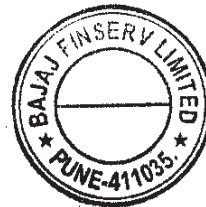
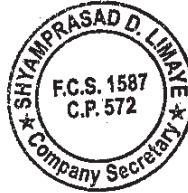
Company Secretary

- iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com/> and based on such reports generated, and combined with Ballot forms received, the result of the e-voting and Ballot forms is annexed.

Thanking You,
Yours faithfully,



Shyamprasad Limaye
Practicing Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 15/07/2014



Results of E-Voting

Resolution	Resolution Description		No. of Shares Shareholders voted		No. of Shares for which voted				% Paid Up Capital			% of Total Valid Votes	
	Electronic	Ballot Form	In favour	Against	In favour	Invalid/ Abstain	In favour	Against	Invalid/ Abstain	In favour	Against		
1	169	10	113541462	3	0	0	71.35%	0.00%	0.00%	100.00%	0.00%		
2	169	10	113541464	1	0	0	71.35%	0.00%	0.00%	100.00%	0.00%		
3	169	10	113541462	3	0	0	71.35%	0.00%	0.00%	100.00%	0.00%		
4	169	10	113541462	3	0	0	71.35%	0.00%	0.00%	100.00%	0.00%		
5	169	10	113541462	3	0	0	71.35%	0.00%	0.00%	100.00%	0.00%		
6	169	10	113541462	3	0	0	71.35%	0.00%	0.00%	100.00%	0.00%		
7	169	10	113541462	3	0	0	71.35%	0.00%	0.00%	100.00%	0.00%		
8	169	10	112365290	1176175	0	0	70.62%	0.74%	0.00%	98.96%	1.04%		
9	169	10	113541462	3	0	0	71.35%	0.00%	0.00%	100.00%	0.00%		

For aye

