

# BAJAJ FINANCE LIMITED

SEC/EGM/2015/323

27 April 2015

**BSE LIMITED**  
PHIROZE JEEJEEBHOY TOWERS  
DALAL STREET,  
MUMBAI - 400 001

Dear Sirs,

Ref: **Stock Code: 500034**

**Sub: Resolutions to be passed in Extra ordinary General Meeting**

This is to inform you that the shareholders of the Company will consider approval of the following resolutions at the extra ordinary general meeting of the Company to be held on 20 May 2015:

1. Issue of Securities for an aggregate amount upto ₹ 1400 crores through Qualified Institutions Placement ("QIP") in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 to Qualified Institutional Buyers.
2. Preferential issue of warrants upto 9,25,000 warrants convertible into equivalent number of equity shares to Bajaj Finserv Limited, the promoter in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
3. Appointment of Rajeev Jain as Director Liable to retire by rotation.
4. Approval for appointment of Rajeev Jain as Managing Director.

Six Copies of Extra ordinary General Meeting Notice / Ballot Form dispatched to the shareholders of the Company are enclosed for your information and record please.

Kindly acknowledge receipt of the same.

Thanking you,


Yours faithfully,  
For BAJAJ FINANCE LIMITED

  
ANANT DAMLE  
COMPANY SECRETARY



Encl.: As above

CERTIFIED TRUE COPY  
For Bajaj Finance Limited

  
Anant Damle  
Company Secretary

## BAJAJ FINANCE LIMITED

(CIN:L65910MH1987PLC042961)

Registered office: Akurdi, Pune - 411 035

Phone: (020) 30186403, Fax: (020) 30186364

Email ID: investor.service@bajajfinserv.in

Website: www.bajajfinserv.in/finance

### NOTICE

Notice is hereby given that an extra ordinary general meeting of the shareholders of Bajaj Finance Limited will be held on Wednesday, 20 May 2015 at 12 noon at the registered office of the Company at Akurdi, Pune-411035 to transact the following business:

#### 1. Issue of Securities to Qualified Institutional Buyers

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 read together with the rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), all other applicable laws and regulations, the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment thereof ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India), Regulations, 2000, including any amendments, statutory modification(s) and/ or re-enactment thereof, regulations for Qualified Institutions Placement contained in Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI Regulations"), and such other statutes, clarifications, the rules, regulations, circulars, notifications as may be applicable, as amended from time to time issued by the Government of India ("GoI"), Reserve Bank of India ("RBI"), the Stock Exchanges, the Securities and Exchange Board of India ("SEBI") including the SEBI Regulations and other applicable laws, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company of face value of ₹ 10 each ("Equity Shares") are listed ("Listing Agreements"), and any other appropriate authority, as may be applicable and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association and/ or stipulated in the Listing Agreements and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/ or sanction(s) of the GoI, RBI, SEBI and any other relevant statutory/ governmental authorities (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/ or sanction and agreed to by the Board of Directors of the Company (the "Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, issue, offer and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, for an aggregate amount upto ₹ 1400 crores (Rupees Fourteen Hundred crores) through Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") as defined in the SEBI Regulations, by way of an issue of Equity Shares or by way of an issue of any instrument or security including convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares or any other Eligible Securities as defined under the SEBI Regulations (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the "Securities") or any combination of Securities with or without premium, to be subscribed to in Indian and/ or any foreign currency(ies) by resident or non-resident/foreign investors (whether institutions and/ or incorporated bodies and/ or trusts or otherwise)/ Foreign Portfolio Investors/ Mutual Funds/ Pension Funds/ Venture Capital Funds/ Banks and such other persons or entities as covered under Regulation 2(1)(zd) of the SEBI Regulations, whether or not such investors are shareholders of the Company, to all or any of them, jointly or severally through an offer/placement document and/ or other letter or circular ("Offering Circular") and on private placement basis, from time to time as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issue, record date, and at a price not less than the price calculated as per the pricing formula prescribed in the SEBI Regulations on the 'Relevant Date' and as may be permitted by the Appropriate Authorities, together with any amendments and modifications thereto, but without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT the Securities proposed to be issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the provisions of Chapter VIII of the SEBI Regulations.

RESOLVED FURTHER THAT a minimum of 10% of the Securities issued pursuant to this resolution shall be allotted to Mutual Funds and if no Mutual Fund subscribes to the said minimum percentage or any part thereof, then such minimum portion or part thereof may be allotted to other QIBs or otherwise.



RESOLVED FURTHER THAT the 'Relevant Date' for determining the pricing of the Securities as per the provisions of Chapter VIII of the SEBI Regulations is the date of the meeting in which the Board decides to open the proposed issue or such date, if any, as may be notified by SEBI or the RBI or any Appropriate Authority from time to time.

RESOLVED FURTHER THAT as per the provisions of Regulation 85 of Chapter VIII of the SEBI Regulations, issue of Securities shall be made at a price not less than:

the average of the weekly high and low of the closing prices of the Equity Shares of the Company quoted on the Stock Exchange during the two weeks preceding the 'Relevant Date'.

RESOLVED FURTHER THAT the Board may offer a discount of not more than five percent on the price so calculated for the qualified institutions placement.

RESOLVED FURTHER THAT price determined for qualified institutions placement shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) of Chapter VIII of the SEBI Regulations, if required.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted, either through the Qualified Institutions Placement or on conversion of the Securities issued and allotted through the Qualified Institutions Placement shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects including payment of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of the aforesaid Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may at its discretion, deem necessary or desirable for such purpose, including without limitation, determining the form and manner of the issue, the number of Equity Shares and/or other Securities to be allotted, the issue price, premium/discount to the prevailing market price, the face value and any other terms and conditions of the issue, including any amendments or modifications thereto, the class of investors to whom the Securities are to be allotted, appointment of merchant banker(s), lead manager(s) in accordance with the SEBI Regulations, financial and/or legal advisor(s), banker(s) and any other advisor(s), professional(s) and intermediaries as may be required and the payment of such fees, commission and other expenses to such intermediaries on such terms as it deems fit and entering into or execution of all such agreement(s) /arrangement(s) /MoUs/ placement agreement(s) /any other agreement(s) or document(s) with any such agencies/ the listing of the Securities, as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make all filings including the requisite listing application/offer document / registration statement or any draft(s) thereof or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges, the RBI, the SEBI, the Foreign Investment Promotion Board, the Registrar of Companies and other intermediaries, authorities or institutions in India and/or abroad as may be required for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the above resolution and the Common Seal of the Company be affixed wherever necessary as per the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the Appropriate Authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing, depository and custodian arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/ offer(s) or allotment(s) or otherwise and utilisation of the issue proceeds and/ or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the shareholders to the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorised to constitute or form a Committee or delegate all or any of its powers to any Director(s) / Committee of Directors / officers to give effect to the aforesaid resolution and to take all such steps and do such acts, deeds, and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matters and to take such actions and give such directions as they may consider as necessary or desirable, and to obtain any approvals, permissions, sanctions which may be necessary or desirable to settle any question or difficulty that may arise in regard to issue and allotment of the Securities, including but not limited to:

- (a) approving the draft placement document, preliminary placement document and the placement document and filing the same with any authority or persons as may be required;
- (b) deciding to open the issue, approving the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- (c) arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of Securities by the Company;



- (d) opening a separate special account with a scheduled bank to receive monies in respect of the issue of Securities of the Company and opening such other bank accounts and demat accounts as may be required for the transaction;
- (e) making applications for listing of the Securities of the Company on one or more Stock Exchange(s) and executing and delivering or arranging the delivery of the Listing Agreement(s) or equivalent documentation to the concerned Stock Exchange(s);
- (f) affixing the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above as per the procedure prescribed in the Articles of Association of the Company;
- (g) doing all such acts, deeds, matters and things and executing all such other documents and paying all such fees, as it may in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- (h) making all such necessary applications with the Appropriate Authorities and making the necessary regulatory filings in this regard; and
- (i) authorising or delegating all or any of the powers herein above conferred to any or more persons, if need be.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

## 2. Preferential Issue of Warrants

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made thereunder including any amendments, statutory modification(s) or re-enactment thereof for the time being in force, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including any amendments, statutory modification(s) or re-enactment thereof, regulations for Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendments, statutory modification(s) or re-enactment thereof ("SEBI Regulations") and any such statutes, clarifications, the rules, regulations, circulars, notifications, as may be applicable, as amended from time to time, issued by Government of India ("GoI"), the Reserve Bank of India ("RBI"), the Stock Exchanges, the Securities and Exchange Board of India ("SEBI") including the SEBI Regulations and other applicable laws, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of face value of ₹ 10 each of the Company ("Equity Shares") are listed ("Listing Agreements"), and any other appropriate authority, as may be applicable and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association and/ or stipulated in the Listing Agreements and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/or sanction(s) of the GoI, RBI, SEBI, any other relevant statutory/ governmental authorities (hereinafter singly or collectively referred to as the 'Appropriate Authorities'), as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (the "Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution) which the Board be and is hereby authorised to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot upto 9,25,000 (Nine Lakh Twenty Five Thousand) warrants, entitling the warrant holder(s) from time to time to apply for equivalent numbers of Equity Shares of the Company in one or more tranches ("Equity Warrants"), to the promoter, Bajaj Finserv Limited, on Preferential Issue Basis, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, at a price not less than the higher of the following :-

- a) The average of the weekly high and low of the volume weighted average price of the Company's Equity Shares quoted on a recognised stock exchange during the twenty six weeks preceding the 'Relevant date', or
- b) The average of the weekly high and low of the volume weighted average price of the Company's Equity Shares quoted on a recognised stock exchange during the two weeks preceding the 'Relevant date'

The 'Relevant Date' for this purpose being Monday, 20 April 2015, which is thirty days prior to the date of the extra ordinary general meeting.

RESOLVED FURTHER THAT on exercise of the option by the Equity Warrant holders, each Equity Warrant holder will be entitled to receive one Equity Share against one Equity Warrant held.

RESOLVED FURTHER THAT price determined for Preferential Issue shall be subject to appropriate adjustments as per the provisions of Regulation 76B of Chapter VII of the SEBI Regulations.

RESOLVED FURTHER THAT the resultant Equity Shares to be issued and allotted upon exercise of right attached to the warrants in accordance with the term of the offer(s) shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects, including payment of dividend and be listed on the Stock Exchanges, where the Equity Shares of the Company are listed.



RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- i) The Equity Shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Equity Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.
- ii) An Equity Warrant subscription price equivalent to 25% of the issue price of the Equity Warrants will be payable at the time of subscription to the Equity Warrants, as prescribed by Regulation 77 of the SEBI Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. An Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Warrants shall be payable by the Equity Warrant holder(s) at the time of exercising the Equity Warrants.
- iii) The issue of the Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Equity Warrant holder(s) does/do not exercise the Equity Warrants within 18 months from the date of allotment of the Equity Warrants, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) The Equity Warrants issued and allotted will be transferable within the Promoter Group subject to provisions of the SEBI Regulations and subject to receipt of such other approvals as may be necessary.
- vi) The Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of SEBI Regulations relating to preferential issues.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants/ Equity Shares issued upon exercise of option attached thereto and listing thereof with the Stock Exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the said warrants/ Equity shares issued upon exercise of option attached thereto, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authorities of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

### **3. Appointment of Rajeev Jain as a Director liable to retire by rotation**

To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 152, 160(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder, Rajeev Jain (DIN 01550158) who was appointed by the Board of Directors of the Company as an Additional Director and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### **4. Approval of appointment of Rajeev Jain as Managing Director under the Companies Act, 2013**

To consider and if thought fit, to pass, the following resolution, with or without modification(s), as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and applicable rules thereunder (including any amendment thereto or re-enactment thereof for the time being in force) approval be and is hereby given to the appointment of Rajeev Jain (DIN 01550158) as the Managing Director of the Company for a period of 5 (five) years commencing from 1 April 2015 till 31 March 2020 on the terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out in the explanatory statement relating to this resolution and in the agreement entered into between the Company and Rajeev Jain, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Rajeev Jain.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation made by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc., within such prescribed limit or ceiling and the said agreement between the Company and Rajeev Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the shareholders of the Company in general meeting.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

By order of the Board of Directors  
For Bajaj Finance Limited



Anant Damle  
Company Secretary

Place : Pune  
Date : 21 April 2015

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- 3) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this notice.
- 4) Documents referred to in the notice and the explanatory statement shall be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.
- 5) Corporate members are requested to send in advance duly certified copy of board resolution / power of attorney authorising their representative to attend the extra ordinary general meeting.
- 6) For security reasons, no article/baggage will be allowed at the venue of the meeting.
- 7) **Voting through electronic means –**

In terms of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, ("the Rules") and clause 35B of the Listing Agreement, the Company is providing facility to exercise votes through electronic voting system, to members holding shares as on **13 May 2015** (End of Day) being the cut-off date ("Cut-off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by Karvy Computershare Private Limited (Karvy).

The e-voting rights of the members/beneficiary owners shall be reckoned on the Equity Shares held by them as on **13 May 2015**, i.e. cut-off date for the purpose.

The instructions for e-voting are as under:

**A. For members who receive notice of extra ordinary general meeting through e-mail:**

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser by typing the following URL: <https://evoting.karvy.com>
- 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 Karvy 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 are 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) as held by the member 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 / 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.
- xi. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com). They 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 "Corporate Name\_EVENT No."
- xii. Members can cast their vote online from: **17 May 2015 (9.00 a.m.) till 19 May 2015 (5.00 p.m.)**
- xiii. In case of any queries, 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 Karvy Computershare Private Limited on 1800 345 4001 (toll free).
- xiv. Members may alternatively cast their votes using the Ballot Form sent along with this notice and also available on the website of the Company. Please refer instructions under heading C below for more details.

**B. For members who receive the notice of extra ordinary general meeting in physical form:**

- i. Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may cast their votes using the ballot form enclosed to this notice. Please refer instructions under heading C below for more details.

Members may alternatively opt for e-voting, for which the User ID & Initial password is provided at the bottom of the ballot form.

- ii. Please follow steps from Sl. No. (ii) to (xiii) under heading A above to vote through e-voting platform.

**C. For members who wish to vote using ballot form:**

Pursuant to clause 35B of the Listing Agreement, members may fill in the ballot form sent along with the notice and submit the same in a sealed envelope to the scrutinizer, Shyamprasad D. Limaye, Practising Company Secretary, Unit: Bajaj Finance Limited, C/o. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 so as to reach **by 5.00 p.m. on 19 May 2015**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.

In the event a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

**D. General Instructions:**

- (i) Members holding shares as on the cut-off date i.e. 13 May 2015 shall be entitled to vote through e-voting / ballot paper or at the venue of the extra ordinary general meeting through e-voting or ballot paper. Members may participate in the extra ordinary general meeting even after exercising right to vote through e-voting / ballot form as above but shall not be allowed to vote again at the meeting.
- (ii) The notice of extra ordinary general meeting is being sent (by email where email ID is available and in physical in other cases) to the members holding shares of the Company as on 17 April 2015. User ID and password for e-voting is sent in the email where notice is sent by email and is printed on the ballot form sent along with notice where notice is sent in physical form. Pursuant to Rule 20(4)(vii) of the Companies (Management and Administration) Rules, 2014, the voting rights shall be reckoned on the basis of number of equity shares held by the members as on 13 May 2015, being the cut-off date for the purpose. Shareholders who become members of the Company after 17 April 2015 and hold shares as on 13 May 2015 may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com) or can vote through ballot paper to be downloaded from the Company's website [www.bajajfinserv.in/finance](http://www.bajajfinserv.in/finance). E-voting shall be open from 17 May 2015 (9.00 a.m.) till 19 May 2015 (5.00 p.m.). The duly completed ballot form should reach the scrutinizer not later than 5.00 p.m. on 19 May 2015.
- (iii) The Board of Directors has appointed Shyamprasad D. Limaye, Practising Company Secretary (FCS No. 1587 CP No.572) as the scrutinizer to scrutinize the e-voting process, (including voting through ballot form received from the members) and voting at the venue of the extra ordinary general meeting in a fair and transparent manner.



- (iv) The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- (v) The scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website: [www.bajajfinserv.in/finance](http://www.bajajfinserv.in/finance) and on the website of Karvy-<https://evoting.karvy.com>, and shall also be communicated to the Stock Exchanges. The resolution shall be deemed to be passed at the extra ordinary general meeting of the Company scheduled to be held on Wednesday, 20 May 2015.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all the material facts relating to the businesses under Item Nos. 1 to 4 of the accompanying notice dated 21 April 2015.

##### **Item No. 1 relating to QIP Issue**

The Company requires long term funds for various purposes, viz., to meet long term working capital requirements, capital expenditure and other general corporate purposes as per its growth and business related plans from time to time and to meet the capital adequacy norms laid down by the Reserve Bank of India. For this purpose, the Company has been exploring various avenues for raising funds by way of issue of Equity Shares/ convertible securities / non-convertible debentures alongwith detachable warrants and / or any combination thereof in the form of issue to Qualified Institutional Buyers ("QIBs") for an amount aggregating upto ₹ 1400 crores (Rupees Fourteen Hundred crores) for cash in one or more tranches, through Qualified Institutions Placement ("QIP") basis to QIBs, under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI Regulations").

As per the provisions of Regulation 85 of Chapter VIII of the SEBI Regulations, issue of Securities shall be made at a price not less than:

the average of the weekly high and low of the closing prices of the Equity Shares of the Company quoted on the Stock Exchange during the two weeks preceding the 'Relevant Date'.

The 'Relevant Date' for the purpose of Regulation 85 means the date of meeting in which the Board or any Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue.

Further pursuant to the provisions of Chapter VIII of the SEBI Regulations, the aggregate of the proposed Qualified Institutions Placement and all previous Qualified Institutions Placement made by the Company in the same financial year shall not exceed 5 times the net worth of the Company as per the audited Balance Sheet of the previous financial year.

The Board of Directors at its meeting held on 21 April 2015, has accorded its approval for raising of funds by the Company through issue of Equity Shares and / or other Securities, subject to shareholders' approval and such other approvals as may be required under the applicable laws.

Pursuant to Section 42 and Section 62 of the Companies Act, 2013 as amended, and applicable rules thereunder, the SEBI Regulations and the Listing Agreement with the Stock Exchanges, approval of shareholders is required to be obtained by Special Resolution for making any further issue of Equity Shares or Securities to any person(s) other than existing shareholders of the Company.

Accordingly, the Board of Directors recommends passing of the Special Resolution set out in Item No. 1 of the notice.

None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution.

##### **Item No. 2 relating to Preferential Issue**

As a part of future growth strategy and to augment the long term resources of the Company for meeting its funding requirements of its business activities and as a reflection of the confidence that the promoters have in the future of the Company, it is proposed to issue, on a preferential basis to the promoter, Bajaj Finserv Limited, in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI Regulations"), up to 9,25,000 (Nine Lakh Twenty Five Thousand) warrants entitling the warrant holder(s) to apply for an equivalent number of fully paid Equity Shares of the Company.

The issue of Equity Shares arising out of the exercise of option attached to the warrants will be at a price not less than, the higher of the following:-

- a) The average of the weekly high and low of the volume weighted average price of the Company's Equity Shares quoted on a recognised Stock Exchange during the twenty six weeks preceding the 'Relevant Date'; or
- b) The average of the weekly high and low of the volume weighted average price of the Company's Equity Shares quoted on a recognised Stock Exchange during the two weeks preceding the 'Relevant Date'.

The 'Relevant Date' for determining the issue price of the Equity Shares, which will be allotted against the warrants shall be Monday, 20 April 2015, being the date which is thirty days prior to the date of this extra ordinary general meeting.





The warrant holder shall be entitled to apply for and be allotted, in one or more tranches, one Equity Share of the face value of ₹ 10 each of the Company per warrant, at any time after the date of allotment of the warrants, but on or before the expiry of 18 months from the date of allotment of such warrants. An amount equivalent to at least 25% of the price of the warrants shall be paid on the date of allotment of warrants. Upon exercise of the right to apply for the Equity Shares, the warrant holder will be liable to make the payment of the entire balance amount towards the issue price. The Board or Committee thereof only upon receipt of the entire payment towards issue price, shall allot one fully paid Equity Share per warrant. If the entitlement against the warrants to apply for Equity Shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited.

The entire pre-preferential shareholding of the proposed allottee shall be under lock-in from the Relevant Date for a period of six months from the date of trading approval of the Equity Shares issued pursuant to the exercise of Equity Warrants, pursuant to provisions of SEBI Regulations or for such other period as may be prescribed under applicable provisions of the SEBI Regulations and/or other applicable laws, from time to time.

The Equity Shares issued upon exercise of option attached to the warrants shall be subject to lock-in for a period of 3 years from the date of trading approval granted by the stock exchanges for the aforesaid Equity Shares.

The specific disclosures, which are required to be given in terms of Regulation 73 of the SEBI Regulations are as under:-

**a) Objects of the preferential issue:**

As a part of the future growth strategy and to augment the long term resources of the Company for meeting the funding requirements of its business activities and as a reflection of the confidence that the promoters have in the future of the Company, it is proposed to issue upto 9,25,000 (Nine Lakh Twenty Five Thousand) warrants to the promoter, Bajaj Finserv Limited, on a preferential basis.

**b) Proposal of Promoters / Directors / Key Management Personnel to subscribe to the offer:**

Letter of Intent from Bajaj Finserv Limited proposing to subscribe to the offer has been received. None of the other promoters, Directors / Key Management Personnel of the Company would be subscribing to the preferential issue of warrants, authorised by this resolution.

**c) Shareholding Pattern before and after the preferential issue:**

The shareholding pattern giving pre-issue position (as on 17 April 2015) considering full allotment of Equity Shares arising out of the warrants to be issued to Bajaj Finserv Limited as above is given below:

		Pre-issue shareholding		Post-issue shareholding	
		No. of shares	%	No. of shares	%
<b>A</b>	<b>PROMOTERS GROUP</b>				
	Promoters & Promoter Group	3,08,93,907	61.61	3,18,18,907	62.30
<b>B</b>	<b>NON-PROMOTER GROUP</b>				
	Institutional Investors	95,94,342	19.13	95,94,342	18.79
	Non-Institutional Investors	96,59,010	19.26	96,59,010	18.91
	Total	5,01,47,259	100.00	5,10,72,259	100.00

Notes :

The aforesaid Shareholding Pattern is based on the following assumptions:

- The above table has been prepared on the basis of shareholding pattern as on 17 April 2015.
  - The promoter, Bajaj Finserv Limited, would exercise option attached to all the warrants covered under the resolution referred to in Item no.2 of the notice.
  - The shares which may be allotted pursuant to the ESOP Scheme 2009 have not been considered.
  - The shareholding reflected in the table above is without considering the dilution in the shareholding pursuant to the QIP Issue, if consummated prior to the Preferential Issue.
- d) Proposed time within which allotment shall be completed:**
- The Board proposes to allot the warrants within a period of fifteen days from the date of passing this resolution / date of approval by any regulatory authorities.
- e) Identities of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post-preferential issue Capital that may be held by them, and change in control, if any:**

Name of the proposed allottees	Percentage of post issue capital*
Bajaj Finserv Limited	62.23



\*Note: The above figure is indicative and based on the following assumptions:

- a) The promoter, Bajaj Finserv Limited, would exercise option attached to all the warrants covered under the resolution referred to in Item no. 2 of the notice.
- b) The shares which may be allotted pursuant to the ESOP Scheme 2009 have not been considered.

The aforesaid allotment of shares will not result in any change in the control over the Company.

**f) Undertaking for re-computation of Price**

The Company undertakes that it shall re-compute the price of the warrants / Equity shares issued upon exercise of option attached thereto in terms of the provisions of the SEBI Regulations, where it is required to do so.

The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the warrants / Equity shares issued upon such exercise of option shall continue to be locked-in till the time such amount is paid by the allottee.

**g) Sale/ Transfer of equity shares**

The proposed allottee has confirmed to the Company that they have not sold / transferred any Equity Shares of the Company during the period of six months prior to the Relevant Date.

The Auditors' certificate certifying that the proposed issue of the warrants would be in accordance with SEBI Regulations will be placed before the extra ordinary general meeting.

Pursuant to Section 42 and Section 62 of the Companies Act, 2013 as amended, and applicable rules thereunder, the SEBI Regulations and the Listing Agreement with the Stock Exchanges, approval of shareholders is required to be obtained by Special Resolution for making any further issue of Equity Shares or Securities to any person(s) other than existing Equity shareholders of the Company.

Accordingly, the Board of Directors recommends the passing of the Special Resolution set out in item No.2 of the notice.

Rahul Bajaj, Chairman, Sanjiv Bajaj, Vice-Chairman, Madhur Bajaj and Rajiv Bajaj, being the Directors, belonging to the Promoter/promoter Group may be deemed to be concerned or interested in the Special Resolution to the extent of warrants that may be subscribed by Bajaj Finserv Limited and also to the extent of their shareholding in the Company and in Bajaj Finserv Limited, if any.

Nanoo Pamnani, Vice-Chairman, D J Balaji Rao and Gita Piramal, Directors, being Directors of Bajaj Finserv Limited may be deemed to be concerned or interested in the Special Resolution.

Except as aforesaid, none of the other Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution.

**Items No.3 and 4 of the Notice:**

Pursuant to Section 161(1) of the Companies Act, 2013 ("Act") and as recommended by the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 23 March 2015 has appointed Rajeev Jain as an Additional Director of the Company w.e.f 1 April 2015.

Further, pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Act read with Schedule V to the said Act, and upon recommendation by the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board of Directors at the meeting held on 23 March 2015, has appointed Rajeev Jain, as the Managing Director of the Company under the Companies Act, 2013 for a period of five years w.e.f. 1 April 2015 up to 31 March 2020 on the terms of the remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within ceiling/s laid down in the Companies Act, 2013 or any statutory amendments or relaxation thereof.

Rajeev Jain shall carry out such duties as may be entrusted to him, subject to the supervision and control of the Board of Directors.

The Company has entered into an agreement with Rajeev Jain laying down, inter alia, the terms of remuneration and the powers and authorities delegated to him.

An abstract of the terms of appointment and remuneration of Rajeev Jain is set out herein-below:

1. Period of Agreement : 5 years with effect from 1 April 2015, provided that the Agreement may be terminated by either side by giving three months' notice or salary in lieu thereof. However, acceptance of notice pay in lieu of notice will be at the sole discretion of the Company.
2. Salary: ₹ 8,41,992 per month, plus allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, etc., amounting to ₹ 18,62,358 per month with such annual increments / increases as may be decided by the Board of Directors from time to time, during the remainder of the tenure.
3. Perquisites:
  - i) Company's contribution to provident fund as per rules
  - ii) Gratuity as per the Company rules
  - iii) Leave with full pay as per the rules of the Company, with encashment of unavailed leave being permitted



- iv) Reimbursement of medical expenses incurred by himself and his family as per the rules of the Company
  - v) Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy and Liability Insurance Policy and contribution to Employee Deposit Linked Insurance Scheme as per the rules of the Company
  - vi) Free use of Company's two cars fully maintained by the Company for official as well as for private purpose OR car allowance in lieu of two company cars
  - vii) Reimbursement of entertainment expenses incurred in the course of business of the Company
  - viii) Membership of one club, fees for which will be paid by the Company
  - ix) Telephone and other communication facilities as per rules of the Company
  - x) Subject to any statutory ceiling/s, the Managing Director may be given any other allowances, performance pay, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
4. Valuation of perquisites : Perquisites / allowances shall be valued as per Income-Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
5. Stock Options: Stock options as per the scheme framed by the Company.
6. Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the central government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.
7. Computation of ceiling: The following shall not be included in the computation of perquisites for the purposes of the ceiling:
- a) Contribution to provident fund referred to in para 3 (i) above.
  - b) Gratuity payable as per para 3 (ii), to the extent of half a month's salary for each completed year of service.
  - c) Encashment of leave at the end of the tenure as per para 3 (iii) above.
8. The terms and conditions of the said appointment and / or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit within the maximum amount payable to the Managing Director in accordance with the provisions of the Companies Act, 2013 or any amendments made therein or with the approval of the Central Government, if required.

**Information about the appointee:**

Rajeev Jain, 44, is a management graduate and has 22 years of experience in consumer lending industry. Rajeev has been associated with Bajaj Finance Limited over seven years. W.e.f. 1 April 2008, Rajeev Jain has been Manager of the Company under the Companies Act, 1956 designated as Chief Executive Officer. He has been instrumental in transforming the Company from captive two-wheeler finance company to one of the most diversified NBFs in the country today. Under his leadership, the Company's Asset under management (AUM) grew from ₹ 2,065 Crore in FY07 to ₹ 30,822 Crore as on December 2014, while Profit after Tax (PAT) grew from ₹ 48 Crore in FY07 to ₹ 719 Crore in FY 14.

In his previous assignments, Rajeev Jain has worked with GE, American Express and AIG. He has vast experience of managing diverse consumer lending businesses viz. auto loans, durables loans, personal loans and credit cards.

Besides being on the Board of the Company, he holds directorship in Bajaj Housing Finance Limited (Formerly Bajaj Financial Solutions Limited).

He is not a member of any committee of the Board.

He does not hold any shares in the Company.

It is proposed to appoint Rajeev Jain as a Director liable to retire by rotation, the resolution for which is being proposed at item no.3 of the notice. The Company has, as required by Section 160 of the Companies Act, 2013, received notice in writing, along with deposit of ₹ 100,000 regarding candidature of Rajeev Jain for the office of the Director. The appointment and remuneration of Rajeev Jain as Managing Director are subject to the approval of the shareholders in general meeting. This item is being proposed at item no.4 of the notice as a Special Resolution in view of the relevant provisions of Schedule V to the Companies Act, 2013 requiring a Special Resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

The remuneration proposed is in line with the current trend in the industry.

The Board commends the resolutions set out in items nos. 3 and 4 of this notice for approval of the shareholders.

Other than Rajeev Jain, none of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution.

By order of the Board of Directors  
For Bajaj Finance Limited



*Anant Damle*

Anant Damle  
Company Secretary

Place : Pune  
Date : 21 April 2015

# BAJAJ FINANCE LIMITED

(CIN:L65910MH1987PLC042961)

Registered office: Akurdi, Pune - 411 035

Phone: (020) 30186403, Fax: (020) 30186364

Email ID: investor.service@bajajfinserv.in

Website: www.bajajfinserv.in/finance

## PROXY FORM

### Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65910MH1987PLC042961  
Name of the Company : BAJAJ FINANCE LIMITED  
Registered Office : Akurdi, Pune - 411035  
Name of the member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
FolioNo/ClientID/DPID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

(1) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him

(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him

(3) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extraordinary general meeting of the Company, to be held on Wednesday, 20 May 2015 at 12 noon at the registered office of the Company at Akurdi, Pune - 411035 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Issue of securities to Qualified Institutional Buyers
2. Preferential Issue of Warrants
3. Appointment of Rajeev Jain as a Director liable to retire by rotation
4. Approval of appointment of Rajeev Jain as Managing Director under the Companies Act, 2013

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015



Signature of shareholder



Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

**BAJAJ FINANCE LIMITED**

(CIN: L65910MH1987PLC042961)

Registered office:

Akurdi, Pune 411 035

Email ID : investor.service@bajajfinserv.in

Website: www.bajajfinserv.in/finance

Phone: (020) 30186403; Fax: (020) 30186364

**BALLOT FORM**

(In lieu of E-voting)

CERTIFIED TRUE COPY  
For Bajaj Finance Limited  
Anant Damle  
Company Secretary

Sr.No.

1. Name  
Registered Address  
of the sole/first named shareholder

PIN

2. Name(s) of the joint shareholder(s), if any
3. Registered Folio/DPID & Client ID No.
4. No. of shares held  
(As on 17 April 2015 being the cut-off date for dispatch of  
Notice of EGM)

I/We hereby exercise my/our vote in respect of the resolution(s) to be passed for the business stated in the notice of extra ordinary general meeting (EGM) of the Company scheduled on 20 May 2015, by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Issue of securities to Qualified Institutional Buyers			
2	Preferential Issue of Warrants			
3	Appointment of Rajeev Jain as a Director liable to retire by rotation			
4	Approval of appointment of Rajeev Jain as Managing Director under the Companies Act, 2013			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of shareholder

NOTE: Kindly read the instructions printed overleaf before filling the form. Only valid ballot forms received by the scrutinizer by 5.00 p.m. on 19 May 2015 shall be considered.

**E-VOTING**

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E-voting Event No.)

USER ID

PASSWORD

Please follow steps for e-voting procedure as given in the notice of EGM by logging on to - <https://evoting.karvy.com>

## INSTRUCTIONS

1. Members may fill up the ballot form printed overleaf and submit the same in a sealed envelope to the scrutinizer, Shri Shyamprasad D. Limaye, practising company secretary, Unit: Bajaj Finance Limited, C/o Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 or to his email-ID [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com), so as to reach by 5.00 p.m. on 19 May 2015. Ballot forms received thereafter will be strictly treated as not received.
2. The Company will not be responsible if the envelope containing the ballot form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.
5. The right of voting by ballot form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Karvy Computershare Private Limited). Members are requested to keep the same updated.
7. **The voting rights shall be reckoned on the basis of number of equity shares held by the members as on 13 May 2015 [cut-off date for the purpose as per Rule 20(4)(vii) of the Companies (Management and Administration) Rules, 2014].**
8. There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint holders.
9. In case of joint holders, the ballot form should be signed by the first named member and in his/her absence by the next named member. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such ballot form from other joint holders.
10. Where the ballot form has been signed by an authorized representative of the body corporate/trust/society, etc. a certified copy of the relevant authorisation/board resolution to vote should accompany the ballot form.
11. Instructions for e-voting procedure are available in the notice of extra ordinary general meeting which is also placed on the website of the Company.

