

Registered office:

Akurdi, Pune 411 035

Email ID: investor.service@bajajfinserv.in

Website: www.bajajfinserv.in/finance

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

Notice

Notice is hereby given that the twenty eighth annual general meeting of the members of Bajaj Finance Limited will be held on Wednesday, 22 July 2015 at 12 noon at the registered office of the Company at Akurdi, Pune - 411 035 to transact the following business:

1. To consider and adopt the audited Balance Sheet as at 31 March 2015, the Statement of Profit and Loss for the year ended 31 March 2015 and the Directors' and the Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Rajiv Bajaj (DIN 00018262), director, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of Dalal & Shah, Chartered Accountants, firm registration no. 102021W, as auditors of the Company, on a remuneration of ₹ 3,000,000 (Rupees thirty lakh only) plus taxes as applicable and out-of-pocket, travelling and living expenses, for the year 2015-16.

SPECIAL BUSINESS:

5. Issue of non-convertible debentures through private placement

To consider, and if thought fit, to pass, the following resolution, with or without modifications, as a special resolution:

"RESOLVED THAT pursuant to section 42 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any modifications or re-enactments thereof, for the time being in force), and subject to all other applicable statutory and regulatory requirements, the relevant provisions of the Memorandum and Articles of Association of the Company, the approval and/or consent of any statutory and/or regulatory authorities, if any, and the conditions as may be prescribed by any of them while granting any such approval and/or consent, as may be agreed to by the Board of Directors of the Company, (hereinafter referred to as 'Board', which term shall be deemed to include any committee constituted by the Board or any person(s) authorised by the Board in this regard), the approval of the Company be and is hereby given to the Board to make offer(s) or invitation(s) to the eligible person(s) to subscribe to the non-convertible debentures of the Company on private placement basis within the overall borrowing limits approved by the members from time to time.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to create, issue, offer, invite and allot the debentures in one or more offering(s), to eligible investor(s), as permitted by applicable statutes and regulations from time to time, by way of circulation of the private placement offer document or otherwise, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

RESOLVED FURTHER THAT the approval of the Company be and is hereby given to all offers of non-convertible debentures or invitations to subscribe to debentures during the period from the conclusion of this annual general meeting till the conclusion of the next annual general meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion may deem necessary or desirable in connection with offering, inviting, issuing and allotting the debentures, and to give effect to this resolution, including, without limitation, the following:

- (i) offer, invite, issue and allot the debentures or any or all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion.

- (ii) approve, finalise and execute any offer document including private placement offer document and to approve and finalise any term sheets in this regard.
- (iii) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, invitation, issue or allotment of securities.
- (iv) settle any issues, questions, difficulties or doubts that may arise.
- (v) finalise the basis of allotment of the securities.”

By order of the Board of Directors
For Bajaj Finance Limited

A handwritten signature in black ink, appearing to read 'Anant Damle', with a horizontal line underneath it.

Anant Damle
Company Secretary

Pune: 20 May 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 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(1) of the Companies Act, 2013 forms part of this notice.
- 4) Brief details of Rajiv Bajaj, director, who is seeking re-appointment, are annexed hereto as per requirements of the Companies Act, 2013 and clause 49 of the Listing Agreement.
- 5) Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, the current auditors of the Company, Dalal & Shah, Chartered Accountants were appointed as auditors from the conclusion of the 27th annual general meeting till the conclusion of the 30th annual general meeting. The ratification of appointment of Dalal & Shah and fixation of their remuneration for the year 2015-16 has been put up for approval of the members.
- 6) Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Saturday, 11 July 2015 to Wednesday, 22 July 2015 (both days inclusive) for the purpose of annual general meeting and payment of dividend.
- 7) Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared, at the annual general meeting, will be credited/dispatched between Monday, 27 July 2015 and Wednesday, 29 July 2015 as under:
 - a) to all those members holding shares in physical form after giving effect to all valid share transfers lodged with the Company before closing hours on Friday, 10 July 2015.
 - b) to all those beneficial owners holding shares in electronic form as per beneficial ownership data as may be made available to the Company by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the end of the day on Friday, 10 July 2015.
- 8) As per circular dated 21 March 2013, issued by Securities and Exchange Board of India, companies whose securities are listed on the stock exchanges are required to use electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared, will be paid through National Electronic Clearing Service (NECS)/Electronic Clearance Service (ECS), wherever the facility is available. Where dividend payments are made through NECS/ECS, intimations regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through NECS/ECS, the same will be paid by account payee/non-negotiable instruments with bank account details printed thereon. For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Friday, 10 July 2015, updated particulars of their bank account, to the share transfer agent of the Company i.e. Karvy Computershare Private Limited ('Karvy') along with a 'cancelled' cheque of the bank account. Beneficial owners holding shares in electronic form are requested to furnish their bank particulars to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 10 July 2015.
- 9) Members, holding shares in physical form, are requested to notify change of address, if any, to the share transfer agent i.e. Karvy on or before Friday, 10 July 2015. Beneficial owners holding shares in electronic form are requested to notify any change in address, etc. to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 10 July 2015.
- 10) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the share transfer agent i.e. Karvy.

- 11) Unclaimed dividend upto FY1995 has been transferred to the general revenue account of the Central Government. Those who have not encashed their dividend warrants, for whatever reason, for the period prior to and including FY1995, are requested to claim the amount from Registrar of Companies, Pune, PMT Building, 3rd Floor, Deccan Gymkhana, Pune 411004.

Pursuant to section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of the Investors) Rules, 2001, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer is required to be transferred by the Company to a fund called 'Investor Education and Protection Fund' (the fund) set up by the Central Government. Accordingly, unclaimed dividend for the years FY1996 to FY2007 has been transferred by the Company to the fund within the prescribed time limit. The amounts of unclaimed/unpaid dividend for the subsequent years will be transferred to the fund every year on their respective due dates.

Members are, therefore, requested to verify their records and send claims, if any, for the relevant years from FY2008 onwards at the registered office of the Company before the respective amounts become due for transfer to the fund.

The unpaid dividend amount for FY2008 will be due for transfer to the fund in September 2015. Members, who have not encashed the dividend warrants for the said year are, therefore, requested to immediately forward the same to Karvy Computershare Private Limited for payment.

- 12) Sections 101 and 136 of the Companies Act, 2013 read together with the rules made thereunder, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent i.e. Karvy.
- 13) To receive members' communications through electronic means, including Annual Reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Karvy Computershare Private Limited, at mohsin.mohd@karvy.com
- 14) Documents referred to in the notice and the explanatory statement will 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.
- 15) The following statutory registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
- a) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
 - b) Register of directors' shareholdings under Section 307 of the Companies Act, 1956 and Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the annual general meeting by any person entitled to attend the meeting.

- 16) Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 (a copy of which is placed on the website of Company www.bajajfinserv.in/finance) with the Company's share transfer agent i.e Karvy. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- 17) Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.
- 18) Members/proxies are requested to bring their copies of annual reports to the meeting.
- 19) For security reasons, no article/baggage will be allowed at the venue of the meeting.
- 20) Voting through electronic means -

In terms of section 108 of the Companies Act, 2013 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 **16 July 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 **16 July 2015**, i.e. cut-off date for the purpose.

The instructions for e-voting are as under:

A. For members who receive notice of annual 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 scrutiniser through e-mail 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: **19 July 2015 (9.00 a.m.)** till **21 July 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 alongwith 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 annual 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 alongwith the notice and submit the same in a sealed envelope to the scrutiniser, 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 21 July 2015**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutiniser 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. **16 July 2015** shall be entitled to vote through e-voting/ballot paper or at the venue of the annual general meeting. Members may participate in the annual 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 annual 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 5 June 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 alongwith 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 16 July 2015, being the cut-off date for the purpose. Members who become members of the Company after 5 June 2015 and hold shares as on 16 July 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 or can vote through ballot paper to be downloaded from the Company's website www.bajajfinserv.in/finance E-voting shall be open from **19 July 2015 (9.00 a.m.)** till **21 July 2015 (5.00 p.m.)**. The duly completed ballot form should reach the scrutiniser not later than **5.00 p.m. on 21 July 2015**.
- (iii) The Board of Directors has appointed Shyamprasad D Limaye, practising company secretary (FCS No. 1587 CP No. 572) as the scrutiniser to the e-voting process, (including voting through ballot form received from the members) and voting at the venue of the annual general meeting in a fair and transparent manner.
- (iv) The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting and votes cast through ballot paper; and thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, upon conclusion of the meeting, to the Chairman of the Company, who shall countersign the same.
- (v) The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website www.bajajfinserv.in/finance and on the website of Karvy - <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the annual general meeting of the Company.

Annexure to the notice

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE COMPANIES ACT, 2013

Rajiv Bajaj (DIN 00018262), 48, is a non-executive director on the Board. Rajiv Bajaj graduated in first class, with distinction, in Mechanical Engineering from the University of Pune in 1988, and then completed his Masters in Manufacturing Systems Engineering, with distinction, from the University of Warwick in 1990. He has since worked at the erstwhile Bajaj Auto Limited in the areas of Manufacturing and Supply Chain (1990-95), Research and Development and Engineering (1995-2000) and Marketing and Sales (2000-2005), and has been the Managing Director of Bajaj Auto Limited since April 2005. He has more than 24 years of experience in auto and financial services sector. He is son of Rahul Bajaj, Chairman and brother of Sanjiv Bajaj, Vice Chairman.

He holds directorships in the following companies:

- Bajaj Auto Limited;
- Bajaj Auto Holdings Limited;
- Bajaj Finserv Limited;
- Bajaj Holdings & Investment Limited;
- KTM PowerSports AG.

He is a member of the audit committee of Bajaj Auto Holdings Limited and of stakeholders relationship committee of Bajaj Finserv Limited.

He does not hold any shares in the Company.

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

Item No. 5 relating to issue of non-convertible debentures through private placement

As per section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer letter with a previous special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures of the company on private placement basis.

The Company, in the ordinary course of its business, is required to resort to borrowings from time to time, including by way of loans, issue of debentures/bonds or other debt instruments, on private placement basis or otherwise, and through acceptance of fixed deposits. The intermix of borrowings depends upon the market conditions, tenor and cost of funds, tenor and security available in case of loans to be disbursed to customers etc. The Company normally issues non-convertible debentures on private placement basis for meeting the medium and long term funding requirements of the Company. The debentures are issued at face value with coupon rate and/or on zero coupon basis. The rate of interest depends, inter alia, on the market rates, tenor and security.

Approval of the members is, therefore, sought by way of a special resolution for making offer(s) or invitation(s) to eligible persons to subscribe to the non-convertible debentures of the Company on private placement basis during the period from the conclusion of this annual general meeting till the conclusion of next annual general meeting, within the overall borrowing limits approved by the members from time to time.

The Board recommends passing of the special resolution set out in item no. 5 of this notice.

None of the directors, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

By order of the Board of Directors
For Bajaj Finance Limited



Anant Damle
Company Secretary

Pune: 20 May 2015