

# BAJAJ FINANCE LIMITED

SEC/2016/631

9 November 2016

The Manager, BSE Limited DCS - CRD Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001	The Manager, Listing Department National Stock Exchange of India Ltd. Exchange Plaza, C-1. Block G, Bandra - Kurla Complex, Bandra (East) Mumbai - 400 051
Scrip Code:500034	Scrip Code: BAJFINANCE - EQ

Sub: Submission of Postal Ballot Notice and Newspaper Advertisement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

The Board of Directors of the Company has, at its meeting held on 27 October 2016, approved a postal ballot notice for passing of the resolutions, as stated in the said notice, by shareholders.

The Company has completed the despatch of the postal ballot notice and postal ballot form to its members on 8 November 2016 and has issued an advertisement to that effect in English and Marathi newspaper dated 9 November 2016 for the information of its members.

Pursuant to Regulation 30 of the SEBI Listing Regulations, 2015, please find enclosed herewith the postal ballot notice dated 27 October 2016 and copy of the newspaper advertisement for your record.

Thanking you,

Yours faithfully,  
For **BAJAJ FINANCE LIMITED**

**ANANT DAMLE**  
**COMPANY SECRETARY**

Encl.: As above

# BAJAJ FINANCE LIMITED

(CIN: L65910MH1987PLC042961)

Regd. office: Akurdi, Pune - 411 035, Phone: (020) 3018 6403 Fax: (020) 3018 6364

Email ID: investor.service@bajajfinserv.in, Website: www.bajajfinserv.in/finance

## POSTAL BALLOT NOTICE

### PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given that approval of the members of Bajaj Finance Limited ('the Company') is sought for the following resolutions through voting by postal ballot in accordance with section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.

1. To consider, and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT in supersession of the special resolution passed by the members by postal ballot on 20 March 2015 and pursuant to sections 110, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (including the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount upto which moneys may be borrowed by the Board of Directors shall not exceed the sum of ₹ 75,000 crore (Rupees seventy five thousand crore only) at any one time."

2. To consider, and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT in supersession of the special resolution passed by the members by postal ballot on 20 March 2015 and pursuant to sections 110, 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, consent of the Company be and is hereby accorded to the creation by the Board of Directors from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the banks / financial institutions / other lenders / fixed deposit trustee / debenture trustee / security trustee as may be agreed to by the Board of Directors of the Company, for the purpose of securing the repayment of any loans / financial assistance (whether in Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, subject to a maximum of ₹ 75,000 crore (Rupees seventy five thousand crore only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the above mortgages, charges, liens, hypothecation and/or other securities and to do and perform all such acts, deeds, matters or things as may be necessary, proper, expedient or desirable to give effect to this resolution."

By order of the Board of Directors  
For Bajaj Finance Limited



Anant Damle  
Company Secretary

Place : Pune

Date : 27 October 2016

#### NOTES:

1. An explanatory statement pursuant to section 102(1) of the Companies Act, 2013 for the above items of business is annexed hereto.
2. The Board of Directors at its meeting held on 27 October 2016 has appointed Shri Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572), as Scrutiniser to receive and scrutinise the postal ballot forms received from the members and for conducting the postal ballot process including e-voting process in a fair and transparent manner.
3. The voting rights of the members (through postal ballot or e-voting) shall be reckoned on the equity shares held by them as on 21 October 2016 (End of Day), being the 'cut-off date' fixed for this purpose.
4. In compliance with the provisions of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members holding shares as on the cut-off date, i.e. 21 October 2016 (End of Day), to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by Karvy Computershare Private Limited ('Karvy').
5. The instructions for remote e-voting/voting through postal ballot are as under:
  - A. For members who receive Notice of postal ballot through email:**
    - i. Initial password is provided in the body of the email.
    - ii. Launch internet browser by typing the 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) held by you 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' and/or '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 image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com) and 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 9 November 2016 (9.00 a.m.) till 8 December 2016 (5.00 p.m.) after which the remote e-voting facility shall be blocked.
- xiii. In case of any queries/grievances, 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 on 18003454001 (toll free).
- xiv. Members may alternatively cast their votes using the postal ballot form available on the Company's website [www.bajajfinserv.in/finance](http://www.bajajfinserv.in/finance) and also on the website of Karvy <https://evoting.karvy.com> Please refer instructions provided in the postal ballot form.

**B. For members who receive the Notice of postal ballot in physical form:**

- i. Members holding shares either in dematerialised or physical form who are in receipt of Notice in physical form, may cast their votes using the postal ballot form enclosed to this Notice. Please read carefully instructions provided in the postal ballot form and return the same, duly completed along with assent ('FOR') or dissent ('AGAINST'), in the enclosed pre-paid self-addressed business reply envelope to the Scrutiniser, 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, so as to reach by 8 December 2016. Postal ballot forms received from the members after 8 December 2016 will be strictly treated as if no reply has been received from the member(s). Incomplete, unsigned, defaced or mutilated postal ballot form will be rejected and the Scrutiniser's decision on the validity of a postal ballot form and the votes cast will be final and binding.
- ii. Members may alternatively opt for remote e-voting, for which the User ID & initial password is provided at the bottom of the postal ballot form.
- iii. Please follow steps from Sl.No. (i) to (xiii) under heading A above to vote through remote e-voting platform.

**C. General instructions:**

- i. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- ii. Once the vote on a resolution is cast by the member, the member shall not be allowed to change the vote subsequently. A member cannot vote both by postal ballot and remote e-voting and if he votes both by postal ballot and remote e-voting, his vote by postal ballot shall be treated as invalid.

6. The Scrutiniser shall, after conclusion of the voting period, unlock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutiniser's consolidated report of the votes cast in favour or against, if any, (through remote e-voting and postal ballot) and submit the same to the Chairman of the Company. Results of the voting will be announced on Wednesday, 14 December 2016, at about 4.00 p.m. at the registered office of the Company at Akurdi, Pune-411035 by placing the same along with the Scrutiniser's report on the Company's website [www.bajajfinserv.in/finance](http://www.bajajfinserv.in/finance) The same shall also be placed on the website of Karvy <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The results will be published in the news papers for the information of the members. Subject to receipt of requisite number of votes, the resolutions in the Notice shall be deemed to be passed on 8 December 2016 i.e. last day of the voting period.

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

**Item No. 1:**

Vide special resolution dated 20 March 2015 passed by postal ballot, the members of the Company had accorded their consent to the Board of Directors to borrow moneys for the purposes of the Company not exceeding ₹ 50,000 crore (including the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in terms of section 180(1)(c) of the Companies Act, 2013.

Taking into account the future business plans of the Company, the Board of Directors may need to resort to further borrowings from time to time and hence it is proposed to revise the said limit upwards to ₹ 75,000 crore (Rupees seventy five thousand crore only). A fresh resolution is proposed authorising the Board of Directors to borrow moneys for the purposes of the Company not exceeding ₹ 75,000 crore (Rupees seventy five thousand crore only) (including the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) under section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends passing of the special resolution set out in item no. 1 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.

**Item No. 2:**

Vide special resolution dated 20 March 2015 passed by postal ballot, the members of the Company had accorded their consent to the Board of Directors for creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings upto a limit of ₹ 50,000 crore in terms of section 180(1)(a) of the Companies Act, 2013.

Considering the future business plans of the Company, the Board of Directors may need to resort to further borrowings from time to time, by way of loans / financial assistance from various banks / financial institutions and other lenders, issue of debentures / bonds or other debt instruments and through acceptance of fixed deposits. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of banks / financial institutions / other lenders / debenture trustee / fixed deposits trustee / security trustee.

Since the amount secured by such mortgages, charges, liens, hypothecation and/or other securities together with the existing mortgages, charges, liens, hypothecation and/or other securities may exceed the limit of ₹ 50,000 crore, members' approval is sought for increasing the limit upto ₹ 75,000 crore (Rupees seventy five thousand crore only) and for authorising the Board of Directors to create security by way of mortgages, charges, liens, hypothecation and /or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, on such terms and conditions as it may deem fit. For this purpose, the requisite special resolution is being proposed for consideration of the members under section 180(1)(a) of the Companies Act, 2013.

The Board of Directors recommends passing of the special resolution set out in item no. 2 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

Place : Pune  
Date : 27 October 2016

# BAJAJ FINANCE LIMITED

## Postal Ballot Notice and E-voting Information

**NOTICE** is hereby given that the Company has proposed two resolutions for approval of members by postal ballot. The Company has completed despatch of the postal ballot notice, in respect of the aforesaid resolutions, alongwith postal ballot form on 8 November 2016 to the members whose names appeared in the register of members/register of beneficial owners as on 21 October 2016 (End of Day), (i) through email at their registered email ID and (ii) wherever the email ID is not registered through prescribed mode.

The Company is also providing facility to the members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by Karvy Computershare Private Limited ('Karvy').

The voting rights of the members (through postal ballot or remote e-voting) shall be reckoned with respect to the equity shares held by them as on 21 October 2016 (End of Day), being the 'cut-off date' fixed for this purpose. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

Voting period shall be open from 9 November 2016 (9.00 a.m.) to 8 December 2016 (5.00 p.m.) after which the remote e-voting facility shall not be allowed. In case of voting by postal ballot form, duly completed postal ballot form should reach the Scrutiniser, Shri Shyamprasad D Limaye, appointed for conducting postal ballot, at Unit: Bajaj Finance Limited, C/o Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 not later than 8 December 2016. Postal ballot forms received after this date will be treated as invalid.

Members, who have not received the postal ballot form, may apply to the Company/Karvy and obtain duplicate postal ballot form.

Postal ballot notice alongwith postal ballot form is available on the Company's website [www.bajajfinserv.in/finance](http://www.bajajfinserv.in/finance) and on Karvy's website <https://evoting.karvy.com>

Results of the voting will be announced on Wednesday, 14 December 2016, at about 4.00 p.m. at the registered office of the Company at Akurdi, Pune - 411 035 by placing the same alongwith the Scrutiniser's report on the Company's website [www.bajajfinserv.in/finance](http://www.bajajfinserv.in/finance) and on Karvy's website <https://evoting.karvy.com> and shall also be communicated to the stock exchanges.

In case of any query/grievance connected with voting by postal ballot/remote e-voting, the members may contact:

(i) Mr. Anant Damle,  
Company Secretary,  
Bajaj Finance Limited  
3rd Floor, Panchshil Tech Park,  
Viman Nagar,  
Pune - 411 014  
Email ID: [anant\\_damle@bajajfinserv.in](mailto:anant_damle@bajajfinserv.in)  
Tel: 020 30186072

(ii) Mr. Mohd. Mohsin Uddin,  
Senior Manager,  
Karvy Computershare Private Limited,  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District, Nanakramguda,  
Hyderabad - 500 032  
Email ID: [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com)  
Tel: 040 67161562

**For Bajaj Finance Limited**

Place: Pune  
Date: 8 November 2016

**Anant Damle**  
**Company Secretary**

**CIN:** L65910MH1987PLC042961

**Regd. Office:** Akurdi, Pune - 411 035 | **Tel:** 020 30186403 | **Fax:** 020 30186364  
**Email ID:** [investor.service@bajajfinserv.in](mailto:investor.service@bajajfinserv.in) | **Website:** [www.bajajfinserv.in/finance](http://www.bajajfinserv.in/finance)

# बजाज फायनान्स लिमिटेड

## टपाल मतदान सूचना आणि ई-मतदान माहिती

ह्याद्वारे सूचना देण्यात येत आहे की कंपनीने टपाल मतदानाद्वारे सभासदांच्या मंजूरीसाठी दोन ठराव प्रस्तावित केले आहेत. ज्या सभासदांची नावे २१ ऑक्टोबर २०१६ रोजी (दिवसाअखेरीस) सभासदांच्या नोंदवहीमध्ये/लाभार्थी मालकांच्या नोंदवहीमध्ये आढळून आली आहेत, त्यांना (१) ईमेलद्वारे त्यांच्या नोंदणीकृत ईमेल आयडीवर आणि (२) जेथे ईमेल आयडी नोंदणीकृत नाही तेथे विहित प्रकारे, ८ नोव्हेंबर २०१६ रोजी टपाल मतपत्रिकेसह, पुर्वोक्त ठरावांच्या संबंधात, टपाल मतदानाची सूचना पाठविण्याची प्रक्रिया कंपनीने पूर्ण केली आहे.

कंपनी कार्बी कॉम्प्युटरशेअर प्रायव्हेट लिमिटेडद्वारे ('कार्बी') प्रदान करण्यात आलेल्या ई-मतदान व्यासपीठावर इलेक्ट्रॉनिक मतदान प्रणालीद्वारे ('दूरस्थ ई-मतदान') मतदानाचा हक्क बजावण्याची सुविधा देखील सभासदांना प्रदान करित आहे.

सभासदांचा मतदानाचा हक्क (टपाल मतदानाद्वारे किंवा दूरस्थ ई-मतदानाद्वारे) 'कट-ऑफ तारीख' म्हणून ठरवलेल्या, २१ ऑक्टोबर २०१६ रोजी (दिवसाअखेरीस) सभासदांनी धारण केलेल्या समभागांच्या प्रमाणात विचारात घेण्यात येईल. कट-ऑफ तारखेला सभासद नसणाऱ्या कोणत्याही व्यक्तीने ही सूचना केवळ माहितीच्या हेतूसाठी विचारात घ्यावी.

मतदानाचा कालावधी हा ९ नोव्हेंबर २०१६ (सकाळी ९:००) ते ८ डिसेंबर २०१६ (संध्याकाळी ५:००) ह्यादरम्यान असेल, त्यानंतर दूरस्थ ई-मतदानाला अनुमती असणार नाही. टपाल मतपत्रिकेद्वारे मतदान करण्याच्या बाबतीत, यथोचितरीत्या पूर्ण केलेली टपाल मतपत्रिका टपाल मतदान पार पाडण्यासाठी नियुक्त करण्यात आलेल्या परिनिरीक्षक श्री. श्यामप्रसाद डी. लिमये यांच्याकडे, बजाज फायनान्स लिमिटेड, C/O कार्बी कॉम्प्युटरशेअर प्रायव्हेट लिमिटेड, कार्बी सेलेनियम टॉवर बी, प्लॉट नं. ३१-३२, गच्चीबावली, फायनान्शिअल डिस्ट्रिक्ट, नानक्रामगुडा, हैद्राबाद - ५०० ०३२ ह्या पत्त्यावर ८ डिसेंबर २०१६ पर्यंत पोहोचायला हवी. ८ डिसेंबर २०१६ नंतर मिळालेल्या टपाल मतपत्रिका अवैध मानल्या जातील.

टपाल मतपत्रिका प्राप्त न झालेले सभासद हे कंपनीकडे/कार्बीकडे अर्ज करू शकतील आणि टपाल मतपत्रिकेची दुसरी प्रत प्राप्त करू शकतील.

टपाल मतपत्रिकेसह टपाल मतदानाची सूचना ही कंपनीच्या [www.bajajfinserv.in/finance](http://www.bajajfinserv.in/finance) ह्या संकेतस्थळावर आणि कार्बीच्या <https://evoting.karvy.com> ह्या संकेतस्थळावर उपलब्ध आहे.

मतदानाचे निकाल हे परिनिरीक्षकांच्या अहवालासह कंपनीच्या [www.bajajfinserv.in/finance](http://www.bajajfinserv.in/finance) ह्या संकेतस्थळावर आणि कार्बीच्या <https://evoting.karvy.com> ह्या संकेतस्थळावर प्रदर्शित करून कंपनीच्या आकुर्डी, पुणे-४११ ०३५ येथील नोंदणीकृत कार्यालयामध्ये बुधवार, १४ डिसेंबर २०१६ रोजी, सुमारे दुपारी ४:०० वाजता घोषित करण्यात येतील तसेच स्टॉक एक्स्चेंजेसना कळविण्यात येतील.

टपाल मतदानाद्वारे/दूरस्थ ई-मतदानाद्वारे मतदान करण्याच्या संबंधात कोणतीही शंका/तक्रार असल्यास, सभासद पुढील व्यक्तींशी संपर्क साधू शकतात:

(१) श्री. अनंत दामले

कंपनी सचिव

बजाज फायनान्स लिमिटेड,

३रा मजला, पंचशिल टेक पार्क,

विमान नगर, पुणे - ४११ ०१४

ईमेल आयडी: [anant.damle@bajajfinserv.in](mailto:anant.damle@bajajfinserv.in)

दूरध्वनी: ०२० ३०१८६०७२

(२) श्री. मोहम्मद मोहसिनुद्दिन

वरिष्ठ व्यवस्थापक

कार्बी कॉम्प्युटरशेअर प्रायव्हेट लिमिटेड,

कार्बी सेलेनियम टॉवर बी, प्लॉट नं. ३१-३२,

गच्चीबावली, फायनान्शिअल डिस्ट्रिक्ट,

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