

BAJAJ FINANCE LIMITED

SEC/Postal Ballot/2016/463

14 December 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: Result of Postal Ballot and submission of voting result under Reg. 44 of the SEBI Listing Regulations, 2015

Dear Sirs,

This is further to our letter no. SEC/2016/631 dated 9 November 2016 forwarding copy of the postal ballot notice.

The postal ballot was conducted by the Company pursuant to Section 110 of the Companies Act, 2013 for obtaining approval of members on the resolutions, as stated in the said notice.

We wish to inform you that Shri Shyamprasad D Limaye, Scrutiniser appointed for conducting the postal ballot process has submitted his report to the Chairman of the Company and the result of the postal ballot has been announced by the Chairman today, i.e. on 14 December 2016 at the registered office of the Company.

As per the Scrutiniser's report, both the resolutions have been passed by the members with the requisite majority.

We enclose herewith a copy of the Scrutiniser's report and a statement containing details of voting results in the prescribed format pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For **BAJAJ FINANCE LIMITED**



ANANT DAMLE
COMPANY SECRETARY



Encl.: as above

Shyamprasad D. Limaye

B.Com. LL.B. F.C.S

Company Secretary

Flat No.303, Parag-Wahini C.H.S Ltd,
126 Dahanukar Colony, Lane No. 4
Kothrud, Pune: 411038.
Tel.: (O) 25389985 (R) 25230773
email:shyamprasad.limaye@gmail.com

Scrutiniser's Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies,
(Management and Administration) Rules, 2014]

To,
The Chairman,
Bajaj Finance Limited,
CIN: L65910MH1987PLC042961,
Akurdi, Pune 411035.

Dear Sir,

1. I, Shyamprasad D Limaye, a Company Secretary in practice, have been appointed by the Board of Directors of Bajaj Finance Limited ("the Company") as a scrutiniser for the purpose of scrutinising the postal ballot forms and e-voting and ascertaining the requisite majority on voting carried out as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the postal ballot notice dated 27 October, 2016 ("the resolutions").
2. The notice dated 27 October, 2016 seeking approval of members of the Company along with statement setting out material facts under Section 102(1) of the Companies Act, 2013 was sent to the members in respect of the resolutions to be passed through postal ballot. The Company had also provided remote e-voting facility to the members to vote on the resolutions through the electronic voting platform of Karvy Computershare Private Limited ("Karvy").
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot / remote e-voting on the resolutions contained in the said postal ballot notice for approval of the members of the Company. My responsibility as a Scrutiniser for the postal ballot forms and remote e-voting is restricted to make a Scrutiniser's report of the votes, cast "in favour" or "against" the resolutions and "abstained" votes, based on the postal ballot forms received and the reports generated from the e-voting platform provided by Karvy.
4. Further to the above, I submit my report as under:-
 - i. The Company has completed dispatch of postal ballot forms by speed post on 8 November 2016 along with postage prepaid business reply envelope to its members whose names appear on the register of members/ list of beneficial holders as on 21 October, 2016
 - ii. The remote e-voting period remained open from Wednesday 09 November, 2016 (9:00 A.M) to Thursday 08 December, 2016 (5:00 P.M).



- iii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 21 October, 2016, (End of Day) were entitled to vote on the resolutions as set out in the notice of the Company.
- iv. The remote e-voting facility was blocked on Thursday 08 December, 2016 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mrs. Manasi Sathe who are not in the employment of the Company.
- v. Particulars of all the postal ballot forms received were entered into a register maintained for the purpose.
- vi. The postal ballot forms were kept under my safe custody in sealed and tamper proof envelopes before commencing the scrutiny of such postal ballot forms.
- vii. All postal ballot forms received upto Thursday 08 December, 2016, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after Thursday 08 December, 2016 were not considered. All votes cast on Karvy e-voting platform upto 5.00 p.m. on Thursday 08 December, 2016 were considered for my scrutiny. The e-voting was blocked immediately thereafter.
- viii. The postal ballot forms which are incomplete and/or which are otherwise found defective have been treated as invalid and kept separately.
- ix. Particulars of all the postal ballot forms received from the members by Thursday 08 December, 2016 are manually entered on the system provided by Karvy.
- x. A total of 1764 envelopes containing postal ballot forms were returned undelivered. These envelopes are not opened and are kept separately.
- xi. Thereafter considering votes through remote e-voting and votes cast through postal ballot forms, the combined result of the voting is given below. The details containing, inter alia, votes put "in favour "or "against" on each of the resolutions that were put to vote, and votes abstained from voting, were generated from the e-voting website of Karvy - i.e. <https://evoting.karvy.com/> and my report is based on such reports generated.



Resolution No. 1

Special Resolution under section 180(1)(c) of the Companies Act, 2013, according consent for increase in the borrowing powers of the Board of directors upto Rs. 75,000 Crores.

Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total net valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
1	Net Valid Votes	300	465	765	5,24,831	40,23,85,524	40,29,10,355	100.00
2	Votes with assent	280	266	546	5,03,497	37,85,18,556	37,90,22,053	94.07
3	Votes with dissent	10	190	200	14,989	2,35,94,184	2,36,09,173	5.86
4	Abstained votes	10	9	19	6,345	2,72,784	2,79,129	0.07




Resolution No. 2

Special Resolution under section 180(1)(a) of the Companies Act, 2013, according consent to the board of directors of the company to create charge, mortgage, lien hypothecation and /or other securities on all or any 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 upto maximum of Rs. 75,000 Crores.

Sr. No.	Particulars of voting	No. of Shareholders			No. of shares			% of total net valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
1	Net valid votes	300	465	765	5,24,831	40,23,85,524	40,29,10,355	100.00
2	Votes with assent	268	265	533	4,92,502	37,87,92,654	37,92,85,156	94.14
3	Votes with dissent	9	191	200	14,199	2,33,20,086	2,33,34,285	5.79
4	Abstained votes	23	9	32	18,130	2,72,784	2,90,914	0.07

Thanking You,
Yours faithfully,

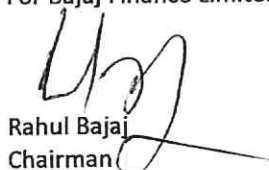


Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 14 December 2016



Based on the foregoing, I hereby declare that the Resolutions No. 1 and 2 have been passed with the requisite majority.

For Bajaj Finance Limited

+ 
Rahul Baja
Chairman



Date: 14 December 2016

Company Name	BAJAJ FINANCE LIMITED
Date of the AGM/EGM	8 December 2016 (Result of Postal Ballot declared on 14 December 2016)
Total number of shareholders on record date	78,143
No. of shareholders present in the meeting either in person or	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	Special Resolution under Section 180(1)(c) of the Companies Act, 2013, according consent for increase in the borrowing powers of the Board of Directors upto ₹ 75,000 crore							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		308,939,070	100.00	308,939,070	-	100.00	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	-	-	-	-	-
	Total		308,939,070	308,939,070	100.00	308,939,070	-	100.00
Public- Institutions	E-Voting		72,146,569	54.09	48,556,620	23,589,949	67.30	32.70
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	-	-	-	-	-
	Total		133,375,158	72,146,569	54.09	48,556,620	23,589,949	67.30
Public- Non Institutions	E-Voting		21,027,101	21.81	21,022,866	4,235	99.98	0.02
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		518,486	0.54	503,497	14,989	97.11	2.89
	Total		96,407,672	21,545,587	22.35	21,526,363	19,224	99.91
Total		538,721,900	402,631,226	74.74	379,022,053	23,609,173	94.14	5.86



Resolution required: (Ordinary/ Special)	Special Resolution under Section 180(1)(a) of the Companies Act, 2013, according consent to the Board of Directors of the Company to create charge, mortgage, lien hypothecation and /or other securities on all or any 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 upto maximum of ₹ 75,000 crore							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		308,939,070	100.00	308,939,070	-	100.00	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	-	-	-	-	-
	Total		308,939,070	308,939,070	100	308,939,070	-	100
Public- Institutions	E-Voting		72,146,569	54.09	48,830,820	23,315,749	67.68	32.32
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	-	-	-	-	-
	Total		133,375,158	72,146,569	54.09	48,830,820	23,315,749	67.68
Public- Non Institutions	E-Voting		21,027,101	21.81	21,022,764	4,337	99.98	0.02
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		506,701	0.53	492,502	14,199	97.20	2.80
	Total		96,407,672	21,533,802	22.34	21,515,266	18,536	99.91
Total		538,721,900	402,619,441	74.74	379,285,156	23,334,285	94.20	5.80

