

THE MANAGER, BSE LIMITED DCS - CRD PHIROZE JEEJEEBHOY TOWERS DALAL STREET, <u>MUMBAI - 400 001</u>	THE MANAGER, LISTING DEPARTMENT NATIONAL STOCK EXCHANGE OF INDIA LTD. EXCHANGE PLAZA, C-1. BLOCK G, BANDRA - KURLA COMPLEX, BANDRA (EAST) <u>MUMBAI - 400 051</u>
SCRIP CODE: 500034	SCRIP CODE: BAJFINANCE – EQ

Dear Sirs/Madam,

Sub: Announcement of Outcome of 31st Annual General Meeting (AGM) held on 19 July 2018

Ref: Submission of Voting Results pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015').

We wish to inform you that 31st AGM of the Company was held on Thursday, 19 July 2018 at 12.15 p.m. at the registered office of the Company at Akurdi, Pune 411 035.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made thereunder ('Rules') and Regulation 44 of the SEBI Listing Regulations, 2015, the Company had provided facility for remote e-voting to the members as on 13 July 2018 (being the cut-off date for the purpose of e-voting) to cast their votes on the items of business stated in the AGM notice. The remote e-voting system was open from Monday, 16 July 2018 (9.00 a.m.) to Wednesday, 18 July 2018 (5.00 p.m.).

As required under the said Rules, electronic voting facility was also made available at the venue of the AGM and members attending the meeting who had not already cast their votes by remote e-voting were able to cast their vote at the venue of the meeting using electronic voting.

The Company has now received the consolidated report of the Scrutiniser, confirming details of voting through remote e-voting and details of electronic voting at the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of the AGM, i.e. on 19 July 2018.

A disclosure of proceedings of the meeting (Annexure-1) and voting results of the meeting (Annexure-2) in terms of Regulations 30 and 44 of the SEBI Listing Regulations, 2015 and the business considered and approved by the members with requisite majority is enclosed, together with the Scrutiniser's consolidated report on e-voting (Annexure-3). A copy of the same is also being placed on the Company's website & on the website of Karvy Computershare Private Limited.

Kindly acknowledge and take the same on record.

Thanking you,
Yours faithfully,
For Bajaj Finance Limited

Anant Damle
Company Secretary



Encl.: As above

BAJAJ FINANCE LIMITED

Summary of proceedings of the 31st Annual General Meeting of the Company held on Thursday, 19 July 2018 at 12.15 p.m. at the registered office of the Company at Akurdi, Pune - 411 035.

- Shri Anant Damle, Company Secretary, announced that in the absence of Shri Rahul Bajaj, Chairman of the Company, who was not available for this meeting due to health reasons, Shri Nanoo Pamnani was appointed by the Board at its meeting held earlier during the day as the Chairman of the Board for the Annual General Meeting and accordingly, Shri Nanoo Pamnani, chaired the meeting.
- The requisite quorum, being present, Chairman called the meeting to order.
- Chairman introduced the Directors and officials present on the dais and informed that Shri Ranjan Sanghi, Director and Chairman of Stakeholders Relationship Committee was not present due to health reasons. He then confirmed the presence of Shri Nanoo Pamnani (himself), Chairman of the Audit Committee and Nomination and Remuneration Committee; Shri Arvind Sethi, Shri Shrawan Jalan and Shri Amit Lahoti, S R B C & CO LLP, Chartered Accountants (Registration No. 324982E/E300003), Statutory Auditors of the Company and Shri Shyamprasad D Limaye, the Secretarial Auditor and Scrutiniser appointed by the Company to scrutinise the e-voting process on the resolutions proposed in the notice of the said meeting.
- The Chairman then delivered his opening address.
- The Chairman thereafter, informed the members that the Company had provided the members the facility to cast their votes electronically, on all the resolutions set forth in the notice. Members who were present at the meeting and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there would be no voting by show of hands.
- Members made their comments and raised their queries.
- Clarifications were provided by Shri Sanjiv Bajaj, Vice Chairman and Shri Rajeev Jain, Managing Director to the queries raised by the members.
- The Chairman, thereafter, thanked all the members for their participation at the Annual General Meeting and for their constructive suggestions and comments.
- The Chairman then authorised the Company Secretary to carry out the e-voting process and to declare the results of voting after receipt of Scrutinisers Report.
- The following items of business as per the Notice of 31st Annual General Meeting were transacted at the meeting:

Ordinary Business

1. Adoption of financial statements for the year ended 31 March 2018 and the Directors' and Auditors' Reports thereon.
2. Declaration of dividend.
3. Re-appointment of Rajeev Jain, director, who retires by rotation.
4. Authorisation to the Board of Directors to fix the remuneration of S R B C & CO LLP, statutory auditors, for the years 2018-19 onwards.

Special business

5. Issue of non-convertible debentures through private placement.

Note: The above should not be construed to be the minutes of the proceedings of the 31st AGM of the Company.



Annexure-2

	BAJAJ FINANCE LIMITED
Date of the AGM/EGM	19-07-2018
Total number of shareholders on record date	132383
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	186
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of financial statements for the year ended 31 March 2018 and the Directors' and Auditors' Reports thereon							
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 (Remote e-voting and voting at AGM)	318678085	318678085	100.00	318678085	0	100.00	Nil
	Poll		NA	NA	NA	NA	NA	NA
	Total		318678085	100.00	318678085	0	100.00	Nil
Public- Institutions	E-Voting (Remote e-voting and voting at AGM)	166920635	124490060	74.58	124490060	0	100.00	Nil
	Poll		NA	NA	NA	NA	NA	NA
	Total		124490060	74.58	124490060	0	100.00	Nil
Public- Non Institutions	E-Voting (Remote e-voting and voting at AGM)	92369668	22054187	23.88	22054183	4	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Total		22054187	23.88	22054183	4	100.00	0.00
Total	Total	577968388	465222332	80.49	465222328	4	100.00	0.00



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend							
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 (Remote e-voting and voting at AGM)	318678085	318678085	100.00	318678085	0	100.00	Nil
	Poll		NA	NA	NA	NA	NA	NA
	Total		318678085	100.00	318678085	0	100.00	Nil
Public- Institutions	E-Voting (Remote e-voting and voting at AGM)	166920635	124817796	74.78	124817796	0	100.00	Nil
	Poll		NA	NA	NA	NA	NA	NA
	Total		124817796	74.78	124817796	0	0.00	Nil
Public- Non Institutions	E-Voting (Remote e-voting and voting at AGM)	92369668	22067374	23.89	22067370	4	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Total		22067374	23.89	22067370	4	100.00	0.00
Total		577968388	465563255	80.55	465563251	4	100.00	0.00



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Rajeev Jain, director, who retires by rotation							
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 (Remote e-voting and voting at AGM)	318678085	318678085	100.00	318678085	0	100.00	Nil
	Poll		NA	NA	NA	NA	NA	NA
	Total		318678085	100.00	318678085	0	100.00	Nil
Public- Institutions	E-Voting (Remote e-voting and voting at AGM)	166920635	124817796	74.78	123454624	1363172	98.91	1.09
	Poll		NA	NA	NA	NA	NA	NA
	Total		124817796	74.78	123454624	1363172	98.91	1.09
Public- Non Institutions	E-Voting (Remote e-voting and voting at AGM)	92369668	22067259	23.89	22066453	806	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Total		22067259	23.89	22066453	806	100.00	0.00
Total		577968388	465563140	80.55	464199162	1363978	99.71	0.29



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Authorisation to the Board of Directors to fix the remuneration of S R B C & CO LLP, statutory auditors, for the year 2018-19 onwards							
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 (Remote e-voting and voting at AGM)	318678085	318678085	100.00	318678085	0	100.00	Nil
	Poll		NA	NA	NA	NA	NA	NA
	Total		318678085	100.00	318678085	0	100.00	Nil
Public- Institutions	E-Voting (Remote e-voting and voting at AGM)	166920635	124817796	74.78	124680063	137733	99.89	0.11
	Poll		NA	NA	NA	NA	NA	NA
	Total		124817796	74.78	124680063	137733	99.89	0.11
Public- Non Institutions	E-Voting (Remote e-voting and voting at AGM)	92369668	22067373	23.89	22067254	119	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Total		22067373	23.89	22067254	119	100.00	0.00
Total		577968388	465563254	80.55	465425402	137852	99.97	0.03



Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of non-convertible debentures through private placement							
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 (Remote e-voting and voting at AGM)	318678085	318678085	100.00	318678085	0	100.00	Nil
	Poll		NA	NA	NA	NA	NA	NA
	Total		318678085	100.00	318678085	0	100.00	Nil
Public- Institutions	E-Voting (Remote e-voting and voting at AGM)	166920635	124817796	74.78	120765697	4052099	96.75	3.25
	Poll		NA	NA	NA	NA	NA	NA
	Total		124817796	74.78	120765697	4052099	96.75	3.25
Public- Non Institutions	E-Voting (Remote e-voting and voting at AGM)	92369668	22067362	23.89	22066190	1172	99.99	0.01
	Poll		NA	NA	NA	NA	NA	NA
	Total		22067362	23.89	22066190	1172	99.99	0.01
Total		577968388	465563243	80.55	461509972	4053271	99.13	0.87



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

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126 Dahanukar Colony, Lane No 4
Kothrud, Pune: 411 038.
Tel.: (O) 25 38 99 85 (R) 25230773
E-mail: shyamprasad.limaye@gmail.com

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,
(Management and Administration) Rules, 2014 as amended]

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

Dear Sir,

1. I, Shyamprasad D. Limaye, a Company Secretary in practice, has been appointed by the Board of Directors of Bajaj Finance Limited ("The Company") as a Scrutiniser for the purpose of scrutinising the e-voting process along with instapoll, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 31st Annual General Meeting (AGM) of the members of the Company, held on Thursday 19th July, 2018 at 12.15 p.m. at Registered office of the Company at Akurdi, Pune 411035.
2. The notice dated 17th May, 2018 convening the 31st Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 31st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutiniser for the remote e-voting process and instapoll is restricted to make a Scrutinizer's report of the votes, cast in "favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the reports generated from the e-voting process system provided by Karvy Computershare Private Limited ("Karvy"), the authorized agency engaged by the Company, to provide remote e-voting facilities and instapoll.
4. Further to the above, I submit my report as under:-
 - i. The remote e-voting period remained open from Monday 16th July, 2018 (9:00 A.M) to Wednesday 18th July, 2018 (5:00 P.M).
 - ii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 13th July, 2018, (End of Day) entitled to vote on the resolutions as set out in the notice of the 31st Annual General Meeting (AGM) of the Company.



Shyamprasad D. Limaye

Company Secretary

- iii. The votes cast via remote e-voting were blocked on Wednesday 18th July, 2018 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Aditya Abhyankar who are not in the employment of the Company.
- iv. The instapoll was provided at the 31st Annual General Meeting on Thursday 19th July, 2018 for those members who attended the meeting but not voted through remote e-voting facility, and such e-voting was unblocked after completion of such voting.
- v. Thereafter considering remote e-voting and votes by instapoll, the combined result of the voting is annexed The details containing *inter alia*, votes put in or "for", "against", on each of the resolutions that were put to vote, and whose votes became invalid and number of votes abstained from voting, were generated from the e-voting website of Karvy - i.e. <https://evoting.karvy.com/> and is based on such reports generated.

Thanking You,
Yours faithfully,



Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 19/07/2018



Based on foregoing, the Resolutions No.1 to 5 have been passed with requisite majority.

For Bajaj Finance Limited



Nanoo Pamnani
Chairman of the Meeting



BAJAJ FINANCE LIMITED-19/07/2018-AT REGISTERED OFFICE AKURDI, PUNE-4 eVoting and Instapoll

Srl	Resolution	Ballots		Favour			Against			Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	
1	Adoption of financial statements for the year ended 31 March 2018 and the Directors' and Auditors' Reports thereon	778	467328819	763	465222328	100	2	4	0	13	414192	1692295
2	Declaration of dividend	778	467328819	773	465563251	100	2	4	0	3	73269	1692295
3	Re-appointment of Rajeev Jain, director, who retires by rotation	778	467328819	760	464199162	99.707	15	1363978	0.293	4	73384	1692295
4	Authorisation to the Board of Directors to fix the remuneration of S R B C & CO LLP, statutory auditors, for the year 2018-19 onwards	778	467328819	766	465425402	99.9704	9	137852	0.0296	3	73269	1692296
5	Issue of non-convertible debentures through private placement	778	467328819	707	461509972	99.1294	70	4053271	0.8706	4	73279	1692297



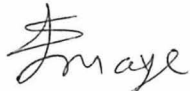
Shyamprasad D. Limaye

Shyamprasad D
FCS 1587 C P 572

BAJAJ FINANCE LIMITED-19/07/2018-AT REGISTERED OFFICE AKURDI, PUNE-4 Evoting

Srl	Resolution	Ballots		Favour			Against			Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	
1	Adoption of financial statements for the year ended 31 March 2018 and the Directors' and Auditors' Reports thereon	715	466364226	700	464257735	100	2	4	0	13	414192	1692295
2	Declaration of dividend	715	466364226	710	464598658	100	2	4	0	3	73269	1692295
3	Re-appointment of Rajeev Jain, director, who retires by rotation	715	466364226	697	463234569	99.7064	15	1363978	0.2936	4	73384	1692295
4	Authorisation to the Board of Directors to fix the remuneration of S R B C & CO LLP, statutory auditors, for the year 2018-19 onwards	715	466364226	703	464460809	99.9703	9	137852	0.0297	3	73269	1692296
5	Issue of non-convertible debentures through private placement	715	466364226	644	460545379	99.1276	70	4053271	0.8724	4	73279	1692297




 Shyamprasad D Limaye
 FCS 1587 C P 572

BAJAJ FINANCE LIMITED-19/07/2018-AT REGISTERED OFFICE AKURDI, PUNE-4 Instapoll

Srl	Resolution	Ballots		Favour			Against			Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	
1	Adoption of financial statements for the year ended 31 March 2018 and the Directors' and Auditors' Reports thereon	63	964593	63	964593	100	0	0	0	0	0	0
2	Declaration of dividend	63	964593	63	964593	100	0	0	0	0	0	0
3	Re-appointment of Rajeev Jain, director, who retires by rotation	63	964593	63	964593	100	0	0	0	0	0	0
4	Authorisation to the Board of Directors to fix the remuneration of S R B C & CO LLP, statutory auditors, for the year 2018-19 onwards	63	964593	63	964593	100	0	0	0	0	0	0
5	Issue of non-convertible debentures through private placement	63	964593	63	964593	100	0	0	0	0	0	0



Shyamprasad D. Limaye

Shyamprasad D
FCS 1587 C P 572