

Shyamprasad D. Limaye

B.Com. LL.B. F.C.S
Company Secretary

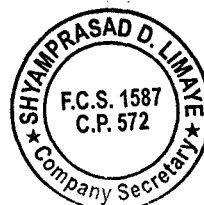
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Scrutiniser's Report
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies,
(Management and Administration) Rules, 2014, as amended]

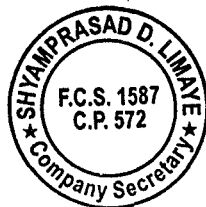
To,
The Chairman,
Bajaj Finance Limited,
CIN: L65910MH1987PLC042961,
Akurdi, Pune 411035.

Dear Sir,

1. I, Shyamprasad D Limaye, a Company Secretary in practice, 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 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the postal ballot notice dated 29th January, 2019 ("the resolutions").
2. The notice dated 29th January, 2019 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 resolution through the electronic voting platform provided by Karvy Fintech 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 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 "invalid" 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 on Wednesday, 06th February, 2019:
 - a) dispatch of postal ballot notice and ballot form along with postage prepaid business reply envelope to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 18th January, 2019 (End of Day) through speed post to the members who have not registered their email ID.
 - b) dispatch of postal ballot notice and ballot form to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 18th January, 2019 (End of Day) through email at their registered email ID.



- ii. The remote e-voting period remained open from Thursday, 07th February, 2019 (9:00 A.M.) to Friday, 08th March, 2019 (5:00 P.M).
- iii. The members whose names appeared in the register of members as on the "cut-off" date i.e. Friday, 18th January, 2019, (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 Friday, 08th March 2019 immediately after the completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Mayur M. Kulkarni who are not in the employment of the Company.
- v. 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.
- vi. All postal ballot forms received upto Friday, 08th March, 2019, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after Friday, 08th March, 2019 were not considered. All votes cast on Karvy e-voting platform upto 5.00 p.m. on Friday, 08th March, 2019 were considered for my scrutiny.
- vii. The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- viii. Particulars of all the postal ballot forms received from the members by Friday, 08th March, 2019, are manually entered on the system provided by Karvy.
- ix. A total of 955 envelopes containing postal ballot forms were returned undelivered. These envelopes are not opened and are kept separately.
- x. 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 cast in "favour" or "against" on 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 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 Company upto Rs. 1,30,000 Crore (Rupees One Lakh Thirty Thousand Crore only).

Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
1	Total Ballots received	407	969	1376	264494*	462822461*	463086955*	-
2	Less : Invalid votes	26	0	26	6455	0	6455	-
3	Net Valid Votes	381	969	1350	258039	462822461	463080500	100.00%
4	Votes with Assent	360	900	1260	250108	460404076	460654184	99.47%
5	Votes with Dissent	11	60	71	942	2022709	2023651	0.44%
6	Abstained Votes	10	11	21	6989	395676	402665	0.09%

Notes:

- *Total Votes excludes Less Voted shares
- Net valid votes through e-voting includes cases where the shareholders have divided the valid votes into favour and against for both the resolutions. Hence, there is a mismatch in the number of shareholders with valid votes and total no. of shareholders with assent, dissent and abstained.



Resolution No. 2

Special Resolution under section 180(1) (a) of the Companies Act, 2013, according consent for creation of charge/security on the Company's assets with respect to borrowings up to a maximum amount of Rs. 1,30,000 crore (Rupees One Lakh Thirty Thousand Crore only).

Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
1	Total Ballots received	407	969	1376	264394*	462821612*	463086006*	-
2	Less : Invalid votes	26	0	26	6455	0	6455	-
3	Net Valid Votes	381	969	1350	257939	462821612	463079551	100.00%
4	Votes with Assent	348	898	1246	244529	460403975	460648504	99.47%
5	Votes with Dissent	14	61	75	1957	2022781	2024738	0.44%
6	Abstained Votes	19	12	31	11453	394856	406309	0.09%

Notes:

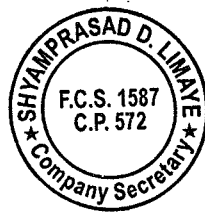
- * Total Votes excludes Less Voted shares
- Net valid votes through e-voting includes cases where the shareholders have divided the valid votes into favour and against for both the resolutions. Hence, there is a mismatch in the number of shareholders with valid votes and total no. of shareholders with assent, dissent and abstained.

Thanking You,

Yours faithfully,



Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: Pune
Date: 12th March, 2019



Based on the foregoing, I hereby declare that the Resolutions have been passed with the requisite majority.

For Bajaj Finance Limited



Rahul Bajaj
Chairman

Date: 12th March, 2019

