

BAJAJ FINANCE LIMITED

(CIN: L65910MH1987PLC042961)

Registered office: Akurdi, Pune - 411 035

Email ID: investor.service@bajajfinserv.in

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Phone: (020) 3018 6403 Fax: (020) 3018 6364

POSTAL BALLOT NOTICE

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED

Dear members,

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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws and regulations.

1. Increase in the borrowing powers of the Company:

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 9 March 2018 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the 'Board') to borrow from time to time such sum or sums of monies as it may deem requisite for the purpose of the business of the Company, *inter alia*, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds or other debt instruments, with or without security, whether in India or outside India (in Rupees or in foreign currency) and through acceptance of fixed deposits and inter-corporate deposits, on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the monies so borrowed together with monies 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, free reserves and securities premium of the Company provided that the total amount upto which monies may be borrowed by the Board shall not exceed the sum of ₹130,000 crore (Rupees One lakh thirty thousand crore only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

2. Creation of charge/security on the Company's assets with respect to borrowing:

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 9 March 2018 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to creation by the Board of Directors (the 'Board') 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 bank(s), financial institution(s), and/or other lender(s), fixed deposit trustee, debenture trustee, security trustee as may be agreed to by the Board, for the purpose of securing repayment of any loans/financial assistance or debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, (whether in Rupees or in foreign currency), subject to a maximum amount of ₹130,000 crore (Rupees One lakh thirty thousand crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the said 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

Place : Pune

Date : 29 January 2019

R. Vijay
Company Secretary
Membership No. ACS 18244

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 for the above items of business is annexed to this Notice.
2. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is providing facility to the members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by Karvy Fintech Private Limited ('Karvy').
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 18 January 2019 (End of Day), being the 'cut-off date' fixed for this purpose.
4. The Board of Directors, at its meeting held on 29 January 2019, 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 in a fair and transparent manner.
5. The postal ballot notice is also being uploaded on the Company's website viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and of Karvy viz., <https://evoting.karvy.com>
6. 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 uppercase (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 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 Thursday, 7 February 2019 (9:00 a.m.) till Friday, 8 March 2019 (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 1800 3454 001 (toll free).
- xiv. Members may alternatively cast their votes using the postal ballot form available on the Company's website viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and also on the website of Karvy viz., <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 and 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 Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, so as to reach by 8 March 2019. Postal ballot forms received from the members after 8 March 2019 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.
7. 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 Tuesday, 12 March 2019, at about 4:00 p.m. at the registered office of the Company at Akurdi, Pune - 411 035 by placing the same along with the Scrutiniser's report on the Company's website viz., <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> The same shall also be placed on the website of Karvy viz., <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The results will be published in the newspapers 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 March 2019 i.e. last day of the voting period.

ANNEXURE TO THE NOTICE

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

Item Nos.1 and 2:

Vide special resolutions dated 9 March 2018 passed by postal ballot, the members of the Company had accorded their consent to the Board of Directors to borrow monies for business purposes not exceeding ₹100,000 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 (the 'Act') and 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 ₹100,000 crore in terms of Section 180(1)(a) of the Act.

Considering the future business plan of the Company and to meet the funding requirements for the business of the Company, the Board of Directors may need to resort to further borrowings from time to time, *inter alia*, by way of loans/financial assistance from various bank(s)/financial institution(s) and other lender(s), issue of debentures/bonds or other debt instruments and through acceptance of fixed deposits, inter-corporate 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 bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee/fixed deposit trustee.

Accordingly, it is proposed to seek approval of the members of the Company for revising the limits of borrowing and creation of charge/security on the Company's assets with respect to borrowing from the existing ₹100,000 crore to ₹130,000 crore.

The Board of Directors recommends passing of the special resolutions set out at item nos. 1 and 2 of this Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in these resolutions, except to the extent of their shareholding in the Company.

By order of the Board of Directors
For Bajaj Finance Limited

Place : Pune
Date : 29 January 2019

R. Vijay
Company Secretary
Membership No. ACS 18244

