

## NOTICE

Notice is hereby given that the twenty sixth annual general meeting of the members of Bajaj Finance Limited will be held on Thursday, 18 July 2013 at 12 noon at the registered office of the Company at Akurdi, Pune - 411 035 to transact the following business:

1. To consider and adopt the audited balance sheet as at 31 March 2013 and the statement of profit and loss for the year ended 31 March 2013 and the directors' and the auditors' reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Nanoo Pamnani who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of D J Balaji Rao who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a director in place of Dipak Poddar who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint auditors of the Company for the period commencing from the conclusion of this annual general meeting till the conclusion of the next annual general meeting and to fix their remuneration.

By order of the Board of Directors  
For Bajaj Finance Limited



Anant Damle  
Company Secretary

Pune: 15 May 2013

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
2. Brief details of retiring directors, who are seeking re-appointment, are annexed hereto as per requirements of clause 49 of the listing agreement.
3. The register of members and the share transfer books of the Company will remain closed from Saturday, 6 July 2013 to Thursday, 18 July 2013 (both days inclusive) for the purpose of annual general meeting and payment of dividend.
4. Dividend on equity shares, if declared, at the annual general meeting, will be credited/dispatched between Tuesday, 23 July 2013 to Thursday, 25 July 2013 as under:
  - a) to all those members holding shares in physical form after giving effect to all valid share transfers lodged with the Company/share transfer agent (i.e. Karvy Computershare Private Limited) before closing hours on Friday, 5 July 2013.
  - b) to all those beneficial owners holding shares in electronic form as per beneficial ownership data as may be made available to the Company by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the end of the day on Friday, 5 July 2013.
5. As per circular dated 21 March 2013, issued by Securities and Exchange Board of India, companies whose securities are listed on stock exchanges are required to use electronic mode of payment approved by Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared, will be paid through National Electronic Clearing Service (NECS)/Electronic Clearance Service (ECS), wherever the facility is available. Where dividend payments are made through NECS/ECS, intimations regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through NECS/ECS, the same will be paid by account payee/non-negotiable instruments with bank account details printed thereon. For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Friday, 5 July 2013, updated particulars of their bank account, to the share transfer agent of the Company along with a photocopy of a 'cancelled' cheque of the bank account. Beneficial owners holding shares in electronic form are requested to furnish their bank particulars to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 5 July 2013.
6. Members, holding shares in physical form, are requested to notify change of address, if any, to the share transfer agent of the Company on or before Friday, 5 July 2013. Beneficial owners holding shares in electronic form are requested to notify any change in address, etc. to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 5 July 2013.
7. Unclaimed dividend upto the FY1995 has been transferred to the general revenue account of the Central Government. Those who have not encashed their dividend warrants, for whatever reason, for the period prior to and including the FY1995, are requested to claim the amount from Registrar of Companies, Pune, PMT Building, 3rd Floor, Deccan Gymkhana, Pune 411 004.

Pursuant to sections 205A to 205C of the Companies Act, 1956, read with the Investor Education and Protection Fund (Awareness and Protection of the Investors) Rules, 2001, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer is required to be transferred by the Company to a fund called "Investor Education and Protection Fund" (the fund) set up by the Central Government.

Unclaimed dividend for the years FY1996 to FY2005 has been transferred by the Company to the aforesaid fund within the prescribed time limit. The amounts of unclaimed/unpaid dividend for the subsequent years will be transferred to the said fund every year on their respective due dates. Members may kindly note that no claims shall lie thereafter against the fund or the Company in respect of the amounts transferred as aforesaid.

Members are, therefore, requested to verify their records and send claims, if any, for the relevant years from FY2006 onwards at the corporate office of the Company before the respective amounts become due for transfer to the fund.

The unpaid dividend amount for the FY2006 will be due for transfer to the aforesaid fund in September 2013. Members, who have not encashed the dividend warrants for the said year are, therefore, requested to immediately forward the same for payment to the share transfer agent.

8. The following statutory registers are open for inspection of members and others as prescribed in the respective sections of the Companies Act, 1956 as specified below:
  - a) Register of Contracts with companies and firms in which directors are interested under section 301 of the Companies Act, 1956 on all working days during business hours.
  - b) Register of Directors' Shareholding under section 307 of the Companies Act, 1956 on all working days during business hours during the period beginning fourteen days before the date of annual general meeting and ending three days after the date of its conclusion.
9. Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorising their representative to attend and vote at the annual general meeting.
10. Members/proxies are requested to bring their attendance slip along with annual report to the meeting.
11. For security reasons, no article/baggage will be allowed at the venue of the meeting.
12. For faster communication, the members are requested to kindly register/update their email address at mohsin.mohd@karvy.com.

## **ANNEXURE TO THE NOTICE**

### **BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT**

Nanoo Pamnani, D J Balaji Rao and Dipak Poddar, directors, are due to retire by rotation at the annual general meeting, and, being eligible, offer themselves for re-appointment. Brief particulars of Nanoo Pamnani, D J Balaji Rao and Dipak Poddar are as follows:

- a) Nanoo Pamnani, 68, is B.A.(Hons.) from Bombay University and B.Sc. (Economics) from London School of Economics. Between 1982 to 1985, he was Chief Executive Officer of Citibank, N.A. India with responsibilities covering Corporate and Investment Banking in India and oversight over businesses in Sri Lanka, Bangladesh and Nepal. Between 1985 to 1989, he was Chief Executive Officer of Citibank, N.A. based in Manila and was involved in the country debt rescheduling process. During 1989 to 1995, he was with Citibank N.A. as Business Head for Private Banking businesses across Asia Pacific, excluding Japan and was based in Singapore. In 1995, he became Director of Operations and Technology of Citibank N.A. for over 70 countries including Emerging Markets (Asia, Latin America, Central and Eastern Europe and Middle East and Africa) and was based in London. In 1998, he became Chief Executive Officer of Citibank N.A., India with responsibilities covering Corporate and Investment Banking and Consumer Banking and Regional Head for India, Sri Lanka, Bangladesh and Nepal. In 2002, he was appointed to the position of Chairman, Citibank N.A., India in a non-executive capacity. From 2004 to December 2006, as Director of Citibank, N.A. Asia Pacific Group, based in Singapore, he focused on bank acquisitions and establishing new Centres of Excellence for Software and business processing across Asia Pacific. He retired from Citigroup with effect from 31 December 2006 and has now relocated to Mumbai, India.

He holds directorships in the following public limited companies:

- Bajaj Auto Limited
- Bajaj Finance Limited
- Bajaj Finserv Limited
- Bajaj Holdings & Investment Limited

He is the chairman of the audit committee of all the above mentioned companies and that of shareholders/investors grievance committee of Bajaj Finserv Limited. He is also a member of shareholders/investors grievance committee of Bajaj Finance Limited and Bajaj Holdings & Investment Limited.

He is also a member of remuneration committee of Bajaj Holdings & Investment Limited and Bajaj Finserv Limited. He is the chairman of remuneration and nomination committee of Bajaj Finance Limited.

He does not hold any shares in the Company.

- b) Doveton Jagannathrao Balaji Rao, 73, holds a B.E. Degree in Mechanical Engineering and is an Associate Member of Indian Institution of Industrial Engg. (AMIIIE). He attended the Advanced Management Program at the European Institute of Business Administration (INSEAD) at Fontainebleu, France in 1990.

He pursued his career as an Industrial Engineer for about 8 years before joining erstwhile ICICI Limited (since merged with ICICI Bank Limited) in 1970. After wide ranging responsibilities in different locations, he reached the position of Dy. Managing Director. He subsequently took over as the vice chairman and managing director of SCICI Limited, in August 1996. With the merger of SCICI Limited with ICICI Limited, he moved to Infrastructure Development Finance Company Limited (IDFC), as its first managing director, which he served till his superannuation in January 2000.

He has served on the boards of many leading companies including MICO Limited, Wipro Limited and Bharat Forge Limited. He is currently the chairman of 3M India Limited and director in following public limited companies:

- Ashok Leyland Limited
- Bajaj Auto Limited
- Bajaj Finance Limited
- Bajaj Finserv Limited
- Bajaj Holdings & Investment Limited
- CMI FPE Limited
- Graphite India Limited
- Hinduja Foundries Limited
- JSW Energy Limited

He is the chairman of audit committee of Hinduja Foundries Limited and CMI FPE Limited and that of shareholders grievance committee of Bajaj Auto Limited and 3M India Limited. He is also a member of audit committee of Ashok Leyland Limited, Bajaj Auto Limited, Bajaj Finserv Limited, 3M India Limited and JSW Energy Limited.

He does not hold any shares in the Company.

- c) Dipak Poddar, 69, is B.Sc.(Hons.), SB and SM (MIT), educated at Massachusetts Institute of Technology, USA and has experience of over three decades in finance, automobiles, garment exports, precision engineering and other areas. He was the Managing Director of the Company from April 1987 to March 2008.

He holds directorships in the following public limited companies:

- Bajaj Allianz General Insurance Company Limited
- Bajaj Finance Limited
- Brite Merchants Limited
- Poddar Developers Limited
- Poddar Natural Resources and Ores Limited
- Suvijay Exports Limited
- VIP Industries Limited

He is a member of audit committee of Poddar Developers Limited and VIP Industries Limited.

He does not hold any shares in the Company.

By order of the Board of Directors  
For Bajaj Finance Limited



Anant Damle  
Company Secretary

Pune: 15 May 2013

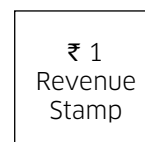
**Bajaj Finance Limited**  
Regd. office:  
Akurdi, Pune 411 035

## PROXY

I/We ..... of .....  
..... in the district of ..... being member/s of  
BAJAJ FINANCE LIMITED hereby appoint.....  
of ..... in the district of ..... or failing him  
..... of ..... in the district of .....  
as my/our proxy to vote for me/us on my/our behalf at the 26th annual general meeting of the Company to be held  
on Thursday, 18 July 2013 at 12 noon and any adjournment thereof.

Signed this ..... day of ..... 2013.

Folio No.
DP ID No.
Client ID No.



Signature.....

### NOTE:

The proxy duly completed must be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting.

Members who have multiple folios/demat accounts with different joint-holders may use copies of this proxy form.

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**Bajaj Finance Limited**  
Regd. office:  
Akurdi, Pune 411 035

## ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the meeting hall)

I hereby record my presence at the 26th annual general meeting of the Company on Thursday, 18 July 2013 at 12 noon at the registered office of the Company.

Folio No or Client ID and DP ID No. ....

Full name of the \* member/proxy  
(in BLOCK LETTERS)  
\* Strike out whichever is not applicable

Signature of the \* member/proxy

### NOTE:

Members who have multiple folios/demat accounts with different joint-holders may use copies of this attendance slip.

# Bajaj Finance Limited

26th Annual Report 2012-13





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# Corporate Information

## Board of Directors

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**Rahul Bajaj**  
Chairman

**Nanoo Pamnani**  
Vice Chairman

**Madhur Bajaj**

**Rajiv Bajaj**

**Sanjiv Bajaj**

**D S Mehta**

**D J Balaji Rao**

**Omkar Goswami**

**Dipak Poddar**

**Ranjan Sanghi**

**Rajendra Lakhotia**

## Chief Executive Officer

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**Rajeev Jain**

## Company Secretary

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**Anant Damle**

## Auditors

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**Dalal & Shah**  
Chartered Accountants

## Bankers

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**Central Bank of India**  
**State Bank of India**  
**IDBI Bank Limited**  
**Syndicate Bank**  
**Bank of India**

## Registrar & Share Transfer Agent

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**Karvy Computershare Private Limited**  
Plot No.17 to 24, Near Image Hospital,  
Vittalrao Nagar, Madhapur,  
Hyderabad - 500 081.

## Debenture Trustee

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**GDA Trusteeship Limited**  
S.No. 94/95, Plot No. 85,  
Opp. Kothrud Bus Depot,  
Off Paud Road, Kothrud,  
Pune - 411 038.

## Registered Office

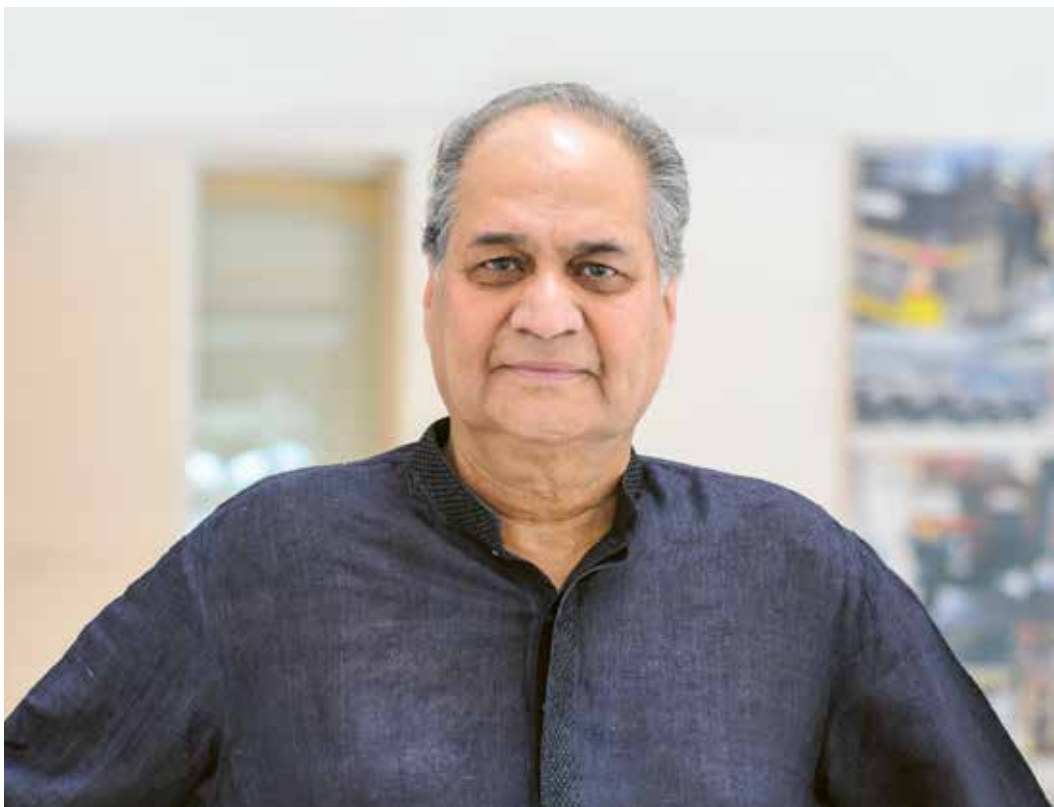
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Akurdi, Pune-411 035.

## Corporate Office

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4th Floor, Bajaj Finserv Corporate Office,  
Off Pune-Ahmednagar Road,  
Viman Nagar, Pune-411 014.



## Chairman's Letter

### Dear Fellow Shareholder,

This is my first letter to you in an annual report of your Company. I am honoured to write this letter because I am truly proud of how well Bajaj Finance Limited has fared for two consecutive years despite difficult economic circumstances.

India's GDP growth not only remained weak, but also continued to decline throughout FY2013: 5.5% in Q1, 5.3% in Q2, followed by 4.5% in Q3, the last being the lowest quarterly growth in a decade. For FY2013, growth is expected to be around 5%, which is well below the 6.2% achieved in FY2012. As a matter of fact, the country's growth rate has declined by 3.3% over the last eight quarters.

Today, we are looking at low GDP growth; lack of sufficient investments to significantly increase the nation's productive capital stock; a high current account deficit, which is expected to be around 5% for FY2013 and a scenario where wholesale price inflation (WPI) and consumer price inflation (CPI) may remain uncomfortably high which could preclude further rate cuts by the RBI.

In such a milieu, I am delighted to share with you how well Bajaj Finance has done. Here are some key facts, the details of which you may read in the chapter on Management Discussion and Analysis.

- Your Company's total income increased by 43% to ₹ 3,111 crore in FY2013
- Profit before tax grew by 45% to ₹ 872 crore
- Profit after tax rose by 46% to ₹ 591 crore
- Loan deployment was up by 23% to ₹ 19,367 crore