

Registered office:

Akurdi, Pune 411 035

Email id: investor.service@bajajfinserv.in

Website: www.bajajfinserv.in/finance

Phone: (020) 30405060

Fax: (020) 30405030

NOTICE

Notice is hereby given that the twenty seventh annual general meeting of the members of Bajaj Finance Limited will be held on Wednesday, 16 July 2014 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 2014 and the Statement of Profit and Loss for the year ended 31 March 2014 and the Directors' and the Auditors' reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Rahul Bajaj (DIN 00014529), chairman, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To appoint auditors of the Company and to fix their remuneration.

To consider and, if thought fit, to pass, the following resolution, with or without modifications, as an ordinary resolution:

"RESOLVED THAT pursuant to section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dalal & Shah, Chartered Accountants, Mumbai, Firm Registration No. 102021W, the retiring auditors of the Company, be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the 30th annual general meeting of the Company, subject to ratification by members at each annual general meeting to be held hereafter, on a remuneration of ₹ 30,00,000 (Rupees thirty lakh only) plus taxes as applicable and out-of-pocket, travelling and living expenses for the year 2014-15."

SPECIAL BUSINESS:

5. Appointment of Gita Piramal as independent director

To consider and, if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

"RESOLVED THAT Gita Piramal (DIN 01080602) who was appointed by the Board of Directors as an additional director under section 161(1) of the Companies Act, 2013 and who vacates her office at this annual general meeting and in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, be and is hereby appointed as an independent director on the Board of Directors of the Company, pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, for a consecutive period of five years from 16 July 2014 to 15 July 2019."

6. Appointment of Nanoo Pamnani, Vice-Chairman, as independent director

To consider and, if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

"RESOLVED THAT pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, approval be and is hereby given for the appointment of Nanoo Pamnani (DIN 00053673), vice-chairman, in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, as an independent director on the Board of Directors of the Company, for a consecutive period of five years from 1 April 2014 to 31 March 2019."

7. Appointment of D S Mehta as independent director

To consider and, if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

“RESOLVED THAT pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, approval be and is hereby given for the appointment of D S Mehta (DIN 00038366) director, in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, as an independent director on the Board of Directors of the Company, for a consecutive period of five years from 1 April 2014 to 31 March 2019.”

8. Appointment of D J Balaji Rao as independent director

To consider and, if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

“RESOLVED THAT pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, approval be and is hereby given for the appointment of D J Balaji Rao (DIN 00025254) director, in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, as an independent director on the Board of Directors of the Company, for a consecutive period of five years from 1 April 2014 to 31 March 2019.”

9. Appointment of Omkar Goswami as independent director

To consider and, if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

“RESOLVED THAT pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, approval be and is hereby given for the appointment of Omkar Goswami (DIN 00004258) director, in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, as an independent director on the Board of Directors of the Company, for a consecutive period of five years from 1 April 2014 to 31 March 2019.”

10. Appointment of Dipak Poddar as independent director

To consider and, if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

“RESOLVED THAT pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, approval be and is hereby given for the appointment of Dipak Poddar (DIN 00001250) director, in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, as an independent director on the Board of Directors of the Company, for a consecutive period of five years from 1 April 2014 to 31 March 2019.”

11. Appointment of Ranjan Sanghi as independent director

To consider and, if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

“RESOLVED THAT pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, approval be and is hereby given for the appointment of Ranjan Sanghi (DIN 00275842) director, in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, as an independent director on the Board of Directors of the Company, for a consecutive period of five years from 1 April 2014 to 31 March 2019.”

12. Appointment of Rajendra Lakhotia as independent director

To consider and, if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

“RESOLVED THAT pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, approval be and is hereby given for the appointment of Rajendra Lakhotia (DIN 00163156) director, in respect of whom the Company has, as required by section 160 of the Companies Act, 2013, received a notice in writing, as an independent director on the Board of Directors of the Company, for a consecutive period of five years from 1 April 2014 to 31 March 2019.”

13. Modification in the Employee Stock Option Scheme, 2009

To consider, and if thought fit, to pass, the following resolution, with or without modifications, as a special resolution:

“RESOLVED THAT pursuant to sections 62(1)(b) and 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Rules thereunder, the Articles of Association of the Company, the provisions of the Securities and

Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, ('the Guidelines') including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the 'Board', which expression shall also include any committee including Compensation Committee constituted by the Board for this purpose) and in partial modification of the special resolution passed by the members of the Company by postal ballot on 15 December 2009, consent of the Company be and is hereby accorded for increase in the number of equity shares and/or equity linked instruments (including options) as mentioned in the Employee Stock Option Scheme, 2009, as approved by the members vide the aforesaid special resolution (hereinafter referred to as 'the ESOS' or 'the scheme') from 18,29,803 options to 25,07,116 options i.e. 5% of the present paid-up equity shares and the Board be and is hereby authorised to create, offer, issue and allot at any time to or for the benefit of such person(s), who are in the permanent employment of the Company, present or future, as decided by the Board, equity shares and/or equity linked instruments (including options) upto 25,07,116 options convertible into 25,07,116 shares of the face value of ₹ 10 each fully paid-up upon payment of the requisite exercise price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide in accordance with the regulations or other provisions of the law as may be prevailing at the relevant time.

RESOLVED FURTHER THAT such shares as are issued by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing fully paid-up shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares and/or equity linked instruments (including options) of the Company are issued to the option grantees for the purpose of making a fair and reasonable adjustment to such securities, the above ceiling of 5% of the present paid-up equity shares (or 25,07,116 options convertible into 25,07,116 shares) be deemed to be increased in proportion to such additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and/or the price of acquisition payable by the option grantees under the scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of ₹ 10 per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the ESOS on the stock exchanges, where the securities of the Company are listed as per the provisions of the listing agreement with the concerned stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the maximum number of stock options that can be granted under the said ESOS, to non-executive non-independent directors, in any financial year and in aggregate shall not exceed 1% of the present paid-up equity shares (or 5,01,423 options convertible into 5,01,423 shares) and shall be within the overall limit of 5% of the paid-up equity shares (or 25,07,116 options convertible into 25,07,116 shares) of the ESOS.

RESOLVED FURTHER THAT pursuant to section 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Rules thereunder, the Articles of Association of the Company and the Guidelines and including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force, consent of the Company be and is hereby accorded for modification of Employee Stock Option Scheme 2009 by insertion of clause 4.3 therein as below:

"The Company may provide interest free loan to the ESOP Trust from time to time, on such terms as it may think fit, to enable the ESOP Trust to subscribe to the shares of the Company, for the purpose of transfer of shares to option grantee(s) on exercise of employee stock options pursuant to ESOP 2009."

RESOLVED FURTHER THAT pursuant to the Guidelines, the approval of the members be and is hereby given to the ESOS, as amended considering the increased number of equity shares and/or equity linked instruments (including options) and insertion of clause 4.3 pursuant to the abovementioned resolution, and the Board be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the said scheme from time to time or to suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the members of the Company in this regard."

14. Grant of options to employees of holding and/or subsidiary companies, under the amended Employee Stock Option Scheme, 2009

To consider, and if thought fit, to pass, the following resolution, with or without modifications, as a special resolution:

“RESOLVED THAT pursuant to sections 62(1)(b) and 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the rules thereunder, the Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, (‘the Guidelines’) and including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the ‘Board’, which expression shall also include any committee including Compensation Committee constituted by the Board for this purpose) and in partial modification of the special resolution passed by the members of the Company by postal ballot on 15 December 2009, approval of the members be and is hereby given to the Company to extend the benefits of the Employee Stock Option Scheme, 2009, as amended considering the increased number of equity shares and/or equity linked instruments (including options) and insertion of clause 4.3 referred to in the item no. 13 in this notice, to the employees of the holding and/or subsidiary companies, of the Company, if any, as may from time to time be allowed under prevailing laws, rules and regulations, and/or amendments thereto from time to time on such terms and conditions as may be decided by the Board, upto 5% of the present paid-up equity shares i.e. 2,507,116 options convertible into 2,507,116 shares of the face value of ₹ 10 each fully paid upon payment of the requisite exercise price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide in accordance with the regulations or other provisions of the law as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the Employee Stock Option Scheme, 2009 on the stock exchanges, where the securities of the Company are listed as per the provisions of the listing agreement with the concerned stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the said scheme from time to time or to suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the members of the Company in this regard.”

15. Issue of non-convertible debentures through private placement

To consider, and if thought fit, to pass, the following resolution, with or without modifications, as a special resolution:

“RESOLVED THAT pursuant to section 42 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any modifications or re-enactments thereof, for the time being in force), and subject to all other applicable statutory and regulatory requirements, the relevant provisions of the Memorandum and Articles of Association of the Company, the approval and/or consent of any statutory and/or regulatory authorities, if any, and the conditions as may be prescribed by any of them while granting any such approval and/or consent, as may be agreed to by the Board of Directors of the Company, (hereinafter referred to as ‘Board’, which term shall be deemed to include any committee constituted by the Board or any person(s) authorised by the Board in this regard), the approval of the Company be and is hereby given to the Board to make offer(s) or invitation(s) to the eligible person(s) to subscribe to the non-convertible debentures of the Company on private placement basis within the overall borrowing limits approved by the members from time to time.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to create, issue, offer, invite and allot the debentures in one or more offering(s), to eligible investor(s), as permitted by applicable statutes and regulations from time to time, by way of circulation of the private placement offer document or otherwise, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

RESOLVED FURTHER THAT the approval of the Company be and is hereby given to all offers of non-convertible debentures or invitations to subscribe to debentures during the period from the conclusion of this annual general meeting till the conclusion of next annual general meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion may deem necessary or desirable in connection with offering, inviting, issuing and allotting the debentures, and to give effect to this resolution, including, without limitation, the following:

- (i) offer, invite, issue and allot the debentures or any or all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion.
- (ii) approve, finalise and execute any offer document including private placement offer document and to approve and finalise any term sheets in this regard.
- (iii) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, invitation, issue or allotment of securities.
- (iv) settle any issues, questions, difficulties or doubts that may arise.
- (v) finalise the basis of allotment of the securities."

By order of the Board of Directors
For Bajaj Finance Limited

A handwritten signature in black ink, appearing to read 'Anant Damle', with a horizontal line underneath.

Anant Damle
Company Secretary

Pune: 14 May 2014

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- 3) Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
- 4) Brief details of directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of the Companies Act, 2013 and clause 49 of the listing agreement.
- 5) Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, the current auditors of the Company, Dalal & Shah, Chartered Accountants are eligible to hold the office for a period of three years, upto 2017. The appointment of Dalal & Shah, Chartered Accountants as auditors for three years from the conclusion of the ensuing annual general meeting till the conclusion of the 30th annual general meeting and the fixing of their remuneration for the year 2014-15 has been put up for the approval of members.
- 6) Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Saturday, 5 July 2014 to Wednesday, 16 July 2014 (both days inclusive) for the purpose of annual general meeting and payment of dividend.
- 7) Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared, at the annual general meeting, will be credited/dispatched between Monday, 21 July 2014 and Wednesday, 23 July 2014 as under:
 - a) to all those members holding shares in physical form after giving effect to all valid share transfers lodged with the Company before closing hours on Friday, 4 July 2014.
 - 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, 4 July 2014.
- 8) 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, 4 July 2014, updated particulars of their bank account, to the share transfer agent (i.e. Karvy Computershare Private Limited) 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, 4 July 2014.
- 9) Members, holding shares in physical form, are requested to notify change of address, if any, to the share transfer agent (i.e. Karvy Computershare Private Limited) of the Company on or before Friday, 4 July 2014. 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, 4 July 2014.
- 10) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the share transfer agent (i.e. Karvy Computershare Private Limited) of the Company.

- 11) Unclaimed dividend upto 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 FY1995, are requested to claim the amount from Registrar of Companies, Pune, PMT Building, 3rd Floor, Deccan Gymkhana, Pune 411004.

Pursuant to section 205C of the Companies Act, 1956 read with 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. Accordingly, unclaimed dividend for the years FY1996 to FY2006 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 are, therefore, requested to verify their records and send claims, if any, for the relevant years from FY2007 onwards at the registered office of the Company before the respective amounts become due for transfer to the fund.

The unpaid dividend amount for FY2007 will be due for transfer to the aforesaid fund in September 2014. Members, who have not encashed the dividend warrants for the said year are, therefore, requested to immediately forward the same to Karvy Computershare Private Limited for payment.

- 12) Sections 101 and 136 of the Companies Act, 2013 read together with the rules made thereunder, permit the listed companies to send the notice of annual general meeting and the annual report, including financial statements, board's report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
- 13) To receive members' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Karvy Computershare Private Limited, at mohsin.mohd@karvy.com
- 14) Documents referred to in the notice and the explanatory statement shall be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.
- 15) The following statutory registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
- a) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
 - b) Register of directors' shareholdings under Section 307 of the Companies Act, 1956 and Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the annual general meeting by any person attending the meeting.

- 16) Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 (a copy of which is placed on the website of Company www.bajajfinserv.in/finance) with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- 17) Corporate members are requested to send in advance duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.
- 18) Members/proxies are requested to bring their copies of annual reports to the meeting.
- 19) For security reasons, no article/baggage will be allowed at the venue of the meeting.

20) Voting through electronic means –

In terms of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this section of the notice) and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to members holding shares as on 30 May 2014 (End of Day) being the cut-off date (“Record date” for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by Karvy Computershare Private Limited (Karvy).

The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 30 May 2014, i.e. cut-off date for the purpose.

The instructions for e-voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

- i. Use the following URL for e-voting:
<https://evoting.karvy.com>
- ii. 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.
- iii. After entering the details appropriately, click on LOGIN.
- iv. 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 upper case (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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., Bajaj Finance Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member 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/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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. 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.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail cssdlimaye@gmail.com. They 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.”
- xi. The portal will remain open for voting from: 10 July 2014 (9.00 a.m.) till 12 July 2014 (6.00 p.m.)
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the “Downloads” section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited on 1800 345 4001 (toll free).

- xiii. Members may alternatively cast their votes using the ballot form sent alongwith this notice and also available on the website of the Company. Please refer instructions under heading C below for more details.

B. For members who receive the notice of annual general meeting in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may cast their votes using the ballot form enclosed to this notice. Please refer instructions under heading C below for more details.

Members may alternatively opt for e-voting, for which the User Id & Initial password are provided at the bottom of the ballot form.

- ii. Please follow steps from Sl. No.(i) to (xii) under heading A above to vote through e-voting platform.

C. For members who wish to vote using ballot form:

Pursuant to clause 35B of the listing agreement, members may fill in the ballot form sent alongwith the notice and submit the same in a sealed envelope to the scrutinizer, Shyamprasad D. Limaye, practising company secretary, Unit: Bajaj Finance Limited, C/o Karvy Computershare Private Limited, Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, so as to reach by 6.00 p.m. on 12 July 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.

In the event a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

D. General Instructions:

- (i) The e-voting period commences from 9.00 a.m. on 10 July 2014 and ends at 6.00 p.m. on 12 July 2014. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 30 May 2014 may cast their vote electronically.

Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (ii) The Company has appointed Shyamprasad D. Limaye, practising company secretary (FCS No. 1587 CP No.572) as the scrutinizer to the e-voting process, (including voting through ballot form received from the members) in a fair and transparent manner.
- (iii) The scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (iv) In the event of a poll, please note that the members who have exercised their right to vote by electronic means/ ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules.
- (v) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 27th annual general meeting of the Company scheduled to be held on Wednesday, 16 July 2014. At the said annual general meeting the Chairman shall declare the results of voting on the resolutions set out in the notice. The results declared along with the scrutinizer's report shall be placed on the Company's website www.bajajfinserv.in/finance and on the website of Karvy - <https://evoting.karvy.com>, within two days of the passing of the resolutions at the 27th annual general meeting of the Company and shall also be communicated to the stock exchanges.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE COMPANIES ACT, 2013 AND CLAUSE 49 OF THE LISTING AGREEMENT

- a) Rahul Bajaj (DIN 00014529) Chairman, was a non-retiring director. However, in terms of the provisions of the Companies Act, 2013, the Board in its meeting held on 27 March 2014 categorised him as a director liable to retire by rotation and he is now due for retirement by rotation at this annual general meeting. Being eligible, he offers himself for re-appointment.

Rahul Bajaj, 75, holds an Honours Degree in Economics from Delhi University, a degree in Law from Bombay University and MBA from Harvard Business School, USA. He has been associated with the Company as its Chairman since inception. He is the Chairman of the Board of many companies. He was elected to the Upper House of Parliament (Rajya Sabha) in June 2006.

He has received numerous prestigious awards and recognitions, notable being the award of 'Padma Bhushan' by the Government of India in 2001, Alumni Achievement Award by the Harvard Business School and Life Time Achievement Awards from Economic Times, Ernst & Young and CNBC TV18. He has been conferred Honorary Doctorates by 6 Universities including IIT Roorkee. He was the President of Confederation of Indian Industry (CII - 1979-80/1999-2000). He was President of Society of Indian Automobile Manufacturers (SIAM) and Mahratta Chamber of Commerce, Industry and Agriculture (MCCIA) and Chairman of the Development Council for Automobiles and Allied Industries. He was appointed by the Government of India as the Chairman (1986-89) of the Government owned domestic carrier, Indian Airlines. He was nominated by the President of India as the Chairman of the Board of Governors of the Indian Institute of Technology, Bombay during 2003-06. He is a Member & former Chairman of the International Business Council of the World Economic Forum, Geneva, a Member of Harvard Business School's Global Advisory Board and the International Advisory Committee of NYSE Euronext. He is also a Member of the International Advisory Council of the Brookings Institution, Washington DC and a Member of the Executive Board of Indian School of Business.

He spear-heads the CSR initiatives of the Bajaj Group which include Jamnalal Bajaj Foundation and Shiksha Mandal and a number of social organizations including Bharatiya Yuva Shakti Trust and Ruby Hall Clinic, a large hospital in Pune as their Chairman.

He holds directorships in the following companies:

- Bajaj Auto Limited
- Bajaj Allianz General Insurance Company Limited
- Bajaj Allianz Life Insurance Company Limited
- Bajaj Electoral Trust
- Bajaj Finance Limited
- Bajaj Finserv Limited
- Bajaj Holdings & Investment Limited
- Bhoopati Shikshan Pratishthan
- Indian School of Business
- Kamalnayan Investment & Trading Private Limited
- Mahakalp Arogya Pratishthan
- Rahul Securities Private Limited
- Rupa Equities Private Limited

He is not a member of audit committee or shareholders/investors grievance committee of any company.

He is not disqualified from being appointed as a director in terms of section 164 of the Act. He holds 18,600 shares in the Company.

- b) Gita Piramal (DIN 01080602), 59, is currently engaged in academic research at the University of Oxford. An entrepreneur and businesswoman, author and journalist, she has a PhD in business history from Bombay University. For two decades, she contributed to several Piramal family companies in India in various positions. She launched a publishing company and a real estate company. In 2012, she retired and gave up board responsibilities and management roles. An award-winning author, she has written best seller books, cases studies, articles in international and Indian publications and commissioned and edited over 1,000 articles for The Smart Manager. She has also scripted, edited, featured and anchored television documentaries for international and Indian channels. She conceptualized and created content for three best-selling, award-winning programs for CNBC-TV18. She is associated with several trade and industry organisations, non-profit organisations and educational institutions.