

Registered office:

Akurdi, Pune - 411 035

Email ID: investor.service@bajajfinserv.inWebsite: www.bajajfinserv.in/finance

Tel No.: (020) 3018 6403 Fax No.: (020) 3018 6364

Notice

Notice is hereby given that the thirty-first annual general meeting of the members of Bajaj Finance Ltd. will be held on Thursday, 19 July 2018 at 12.15 p.m. at the registered office of the Company at Akurdi, Pune - 411 035 to transact the following business:

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2018 and the Directors' and the Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Rajeev Jain (DIN 01550158), 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 authorise Board of Directors to fix the remuneration of S R B C & CO LLP, Chartered Accountants, statutory auditors of the Company for the years 2018-19 onwards.

SPECIAL BUSINESS:

5. Issue of non-convertible debentures through private placement

To consider, and if thought fit, to pass, the following resolution as a special resolution:

"RESOLVED THAT pursuant to section 42 and other applicable provisions of the Companies Act, 2013, if any, the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendments, statutory modification(s) and/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 of Association 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), 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 issued by 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 non-convertible 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 approval of the Company be and is hereby given to all offers or invitations to subscribe to the non-convertible debentures issued by the Company during the period from the conclusion of the 31st annual general meeting till the conclusion of the 32nd 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 creating, issuing, offering, inviting and allotting the non-convertible debentures, and to give effect to this resolution, including, without limitation, the following:

- (i) approve, finalise and execute any offer document including private placement offer document and to approve and finalise any term sheets in this regard;
- (ii) finalise the basis of allotment of the non-convertible debentures; and
- (iii) settle any issues, questions, difficulties or doubts that may arise.”

By order of the Board of Directors
For Bajaj Finance Ltd.

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

Anant Damle
Company Secretary

Pune: 17 May 2018

Notes:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS 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 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) Statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
- (4) Brief details of Rajeev Jain, Managing Director, (DIN 01550158) who is seeking re-appointment, are given in the annexure hereto as per requirements of the Companies Act, 2013 and regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').
- (5) The Board of Directors has recommended dividend at the rate of ₹ 4 per equity share (200%) of face value of ₹ 2 for FY2018 for the approval of members at the annual general meeting.
- (6) Pursuant to section 91 of the Companies Act, 2013 and regulation 42 of the Listing Regulations, the register of members and the share transfer books of the Company will remain closed from **Saturday, 7 July 2018** to **Thursday, 19 July 2018** (both days inclusive) for the purpose of 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 **Tuesday, 24 July 2018** and **Friday, 27 July 2018** 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 of the Company, i.e., Karvy Computershare Pvt. Ltd. ('Karvy') before closing hours on **Friday, 6 July 2018**; and
 - (b) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. and Central Depository Services (India) Ltd. as of the end of the day on **Friday, 6 July 2018**.
- (8) As per the Listing Regulations, the Company shall use any electronic mode of payment approved by the RBI for making payment to the members. Accordingly, dividend, if declared, will be paid through electronic mode, where the bank account details of the members required for this purpose are available. Where dividend payments are made through electronic mode, intimations regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on the warrants. For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Friday, 6 July 2018, updated particulars of their bank account, to Karvy along with a photocopy of a 'cancelled' cheque of the bank account and self-attested copy of PAN card. Beneficial owners holding shares in electronic form are requested to furnish their bank account details to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 6 July 2018. The request for updation of particulars of bank account should be signed as per the specimen signature registered with Karvy/depository participants, as the case may be.

Members are requested to update their specimen signature with Karvy/depository participants, as the case may be.
- (9) Members holding shares in physical form are requested to notify change of address etc., if any, to Karvy on or before Friday, 6 July 2018. 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, 6 July 2018.
- (10) SEBI has mandated submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Karvy/Company.

- (11) Unclaimed dividend up to FY1995 has been transferred to the general revenue account of the Central Government. Members who have not encashed their dividend warrants for the period prior to and including FY1995 are requested to claim the amount from Registrar of Companies, Maharashtra, Pune, Block A, 1st and 2nd Floor, PCNTDA Green Building, Near Akurdi Railway Station, Pune - 411 044.

Pursuant to section 205C of the Companies Act, 1956 and section 124(5) of the Companies Act, 2013, any amount transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called the 'Investor Education and Protection Fund' set up by the Central Government. Accordingly, the unclaimed dividend amounts from FY1996 to FY2010 were transferred by the Company to the said fund in the years 2003 to 2017, respectively.

Unclaimed dividend for FY2011 shall become due for transfer to the said fund in August 2018. Members are requested to verify their records and send claim, if any, for FY2011, by writing to Karvy at mohsin.mohd@karvy.com, before the amount becomes due for transfer to the said fund. Communication has been sent to the members having unclaimed dividend for FY2011, requesting them to claim the same.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ('the IEPF Rules') the Company has uploaded the details of unclaimed dividend, unclaimed deposits and unclaimed interest on deposits on the Company's website <https://www.bajajfinserv.in/finance-investor-relations-unclaimed-dividends> as well as the website specified by the Ministry of Corporate Affairs <http://www.iepf.gov.in/IEPF/services.html>

Pursuant to section 124(6) of the Companies Act, 2013, as amended, and the IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to demat account of the IEPF Authority. Accordingly, during FY2018, the Company has transferred 345,090 equity shares of face value of ₹ 2 pertaining to 304 shareholders, whose dividend from FY2010 had remained unclaimed for a consecutive period of seven years, to demat account of the IEPF Authority.

In due compliance of the provisions of rule 6(3) of the IEPF Rules, the Company will send individual letters through speed post to all such members requesting them to claim the amount of unpaid dividend before the Company proceeds with the transfer of related shares to demat account of the IEPF Authority.

The Company will also be publishing notice in the newspapers intimating the members of the said provisions and these details will be made available on the Company's website <https://www.bajajfinserv.in/finance-investor-relations-unclaimed-dividends>

As provided under the IEPF Rules, a member can claim such dividend and shares transferred to the fund by following the procedure prescribed in the IEPF Rules which is available on the Company's website <https://www.bajajfinserv.in/finance-investor-relations-unclaimed-dividends>

- (12) Sections 101 and 136 of the Companies Act, 2013 permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Directors' 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 Karvy.
- (13) To receive shareholders' communications through electronic means, including Annual Reports and notices, members are requested to register/update their email IDs with their respective depository participants, where shares are held in electronic form. However, if shares are held in physical form, members are advised to register their email IDs with Karvy at mohsin.mohd@karvy.com
- (14) With a view to help the Company serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- (15) Members, who still hold shares in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- (16) Documents referred to in the notice and the statement annexed to this notice will be made available for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 12 noon, except holidays, upto the date of the annual general meeting and also at the annual general meeting.

- (17) The following statutory registers are open for inspection by members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below on all working days during 10.00 a.m. to 12 noon;
- (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; and
 - (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.

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

- (18) Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form may file with Karvy nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website <https://www.bajajfinserv.in/shareholdernomination-form>). In respect of shares held in electronic form, the nomination form may be filed with the respective depository participants. Nomination form will be sent by Karvy upon request.
- (19) Corporate members are requested to send in advance a duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.
- (20) Members/proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.
- (21) Members/proxies are requested to bring their copy of Annual Report at the meeting.
- (22) For security reasons, no article/baggage will be allowed at the venue of the meeting.
- (23) Route map to venue of the meeting is contained in this notice and is also available on the Company's website <https://www.bajajfinserv.in/finance-investor-relation-annual-reports>
- (24) For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
- (25) Voting through electronic means –

Pursuant to provisions of the Companies Act, 2013 and the Listing Regulations, the Company is providing facility to exercise votes through remote e-voting, to members holding shares as on 13 July 2018 (end of day) being the cut-off date fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by Karvy.

The voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 13 July 2018 (end of day).

The instructions for remote e-voting are as under:

- A. For members who receive notice of annual general meeting through email:
- i. Initial password is provided in the body of the email.
 - ii. Launch internet browser by typing the following URL: <https://evoting.karvy.com>
 - iii. Enter the login credentials, i.e., User ID and password as 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 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.
 - 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 Ltd..
 - viii. On the voting page, the number of shares (which represents the number of votes) as held by the 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 copy (PDF/JPG Format) of the 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 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.'.
 - xii. Members can cast their vote online from 16 July 2018 (9.00 a.m.) till 18 July 2018 (5.00 p.m.) after which the 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 345 4001 (toll free).
- B. For members who receive the notice of annual general meeting in physical form:
- i. Members holding shares either in demat or physical mode may cast their vote through remote e-voting, for which the User ID and initial password is provided in the attendance slip sent along with this notice.
 - ii. Please follow steps from Sl. No. (ii) to (xiii) under heading A above to vote through remote e-voting.
- C. Voting facility at annual general meeting:
- i. In addition to the remote e-voting facility as described above, the Company shall make voting facility available at the venue of the annual general meeting through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
 - ii. Members who have cast their votes through remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.
- D. General instructions:
- i. Members holding shares as on the cut-off date i.e. 13 July 2018 shall be entitled to vote through remote e-voting, and if not so voted, at the venue of the annual general meeting.
 - ii. The notice of annual general meeting is being sent (by email where email ID is available and in physical in other cases) to the members holding shares of the Company as on 1 June 2018. User ID and password for e-voting is sent in the email where notice is sent by email and is provided in the attendance slip sent along with this notice, where notice is sent in physical form. Pursuant to rule 20(4)(vii) of the Companies (Management and Administration) Rules, 2014, as amended, the voting rights shall be reckoned on the basis of number of equity shares held by the members

as on 13 July 2018, being the cut-off date fixed for the purpose. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. Persons who become members of the Company after 1 June 2018 and hold shares as on 13 July 2018 may obtain the User ID and password for remote e-voting by sending email intimating Folio No./DP ID and Client ID at mohsin.mohd@karvy.com Remote e-voting shall be open from 16 July 2018 (9.00 a.m.) till 18 July 2018 (5.00 p.m.).

- iii. The Board of Directors has appointed Shyamprasad D Limaye, practising company secretary (FCS No. 1587, CP No. 572), as scrutiniser for the e-voting process and voting at the venue of the annual general meeting in a fair and transparent manner.
- iv. The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting and thereafter unblock the votes through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, upon conclusion of the meeting, to the Chairman of the Company or in his absence Vice Chairman of the Company, who shall countersign the same.
- v. The scrutiniser shall submit his report to the Chairman, or in his absence Vice-Chairman of the Company who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website <https://www.bajajfinserv.in/finance-investor-relations-general-meeting-and-postal-ballots> and on the website of Karvy <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the annual general meeting of the Company.

Annexure to the notice

Item no. 3 relating to re-appointment of the director

Brief resume

Rajeev Jain (DIN 01550158), aged 46 years, is the Managing Director of the Company since 2015. He is a management graduate and has more than 24 years of experience in the consumer lending industry. He has been associated with the Company for over 9 years. In his previous assignments, he has worked with Countrywide Consumer Financial Services Ltd., ANZ Grindlays Bank, American Express and AIG. He has several years of experience in managing diverse consumer lending businesses viz., auto loans, durables loans, personal loans and credit cards.

At AIG, he was Deputy CEO of its consumer finance business and he was responsible for building the strategic framework for AIG to enter into the consumer business, created a holding company and acquired two non-banking finance companies to establish a base for AIG in the Indian market.

Before that, he was with American Express where he spent more than eight years. During this period, he did various roles across various products like credit cards, personal and business loans, etc. At the time of leaving American Express, he was the Head of Personal and Small Business Lending in India.

He has charted an ambitious growth path for the Company. The Company is now at an inflexion point and owes its exponential growth from a captive finance company to the most diversified non-bank in India today to him.

The cumulative experience at GE, American Express and AIG has helped him change the course of the Company and put it on a high growth path.

He is not related to any other director and key managerial personnel of the Company.

During FY2018, Rajeev Jain attended all the eight Board meetings of the Company and he was paid remuneration of ₹ 91,028,952 (does not include the perquisite value of stock options exercised during FY2018) as per the terms of remuneration of his appointment.

As on 31 March 2018, he does not hold any shares in the Company.

LIST OF DIRECTORSHIPS:

1. Bajaj Finance Ltd.
2. Bajaj Housing Finance Ltd.

He is not a member of audit committee or stakeholders relationship committee of any company.

Statement pursuant to section 102(1) of the Companies Act, 2013

Item no. 5 relating to issue of non-convertible debentures through private placement

As per section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer letter with a prior special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures of the company on private placement basis.

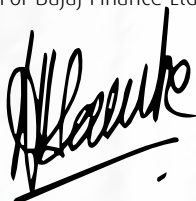
The Company, in the ordinary course of its business, is required to resort to borrowings from time to time, including by way of loans, issue of debentures/bonds or other debt instruments, on private placement basis or otherwise, and through acceptance of deposits. The intermix of borrowings depends upon the market conditions, tenor and cost of funds, tenor and security available in case of loans to be disbursed to customers, etc. The Company normally issues non-convertible debentures on private placement basis for meeting the medium and long term funding requirements of the Company. The debentures are issued either at face value or at discount/premium to face value with coupon rate and/or on zero coupon basis. The rate of interest depends, *inter alia*, on the market rates, tenor and security.

Approval of the members is, therefore, sought by way of a special resolution for making offer(s) or invitation(s) to eligible persons to subscribe to the non-convertible debentures of the Company on private placement basis during the period from the conclusion of the 31st annual general meeting till the conclusion of the 32nd annual general meeting, within the overall borrowing limits approved by the members from time to time.

The Board recommends passing of the special resolution as set out in item no. 5 of this notice.

None of the directors, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

By order of the Board of Directors
For Bajaj Finance Ltd.

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

Anant Damle
Company Secretary

Pune: 17 May 2018

Route map to venue of the meeting

