

Business Responsibility Report

Section A General information about the Company		
1	Corporate identification number	L65923PN2007PLC130075
2	Name of the Company	Bajaj Finserv Ltd.
3	Registered address	Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035
4	Website	www.bajajfinserv.in
5	Email address	investors@bajajfinserv.in
6	Financial year reported	1 April 2015 – 31 March 2016
7	Sector(s) that the Company is engaged in	Financial Services (Investments) and Windmill
8	Three key products/services manufactured/ provided by the Company	1. Investment activity (NIC code - 6430) 2. Electric power generation (NIC Code - 3510)
9	Total number of locations where business activity is undertaken by the Company	Two locations - Corporate office and Registered office
10	Markets served by the Company	India
Section B Financial details of the Company		
1	Paid up capital	₹ 79.57 crore
2	Total turnover	₹ 251.45 crore
3	Total profit after tax	₹ 163.13 crore
4	Total spending on CSR as percentage of profit after tax (%)	Refer Annual Report on CSR activities
5	List of the activities in which expenditure in 4 above has been incurred	Refer Annual Report on CSR activities
Section C Other details		
1	Other Information	Refer main report
Section D BR information		
1a	Details of Director(s) responsible for BR	DIN 00014615 Sanjiv Bajaj Managing Director
1b	Details of BR Head	DIN: 03206811 Name: S Sreenivasan Designation: CFO Telephone number: (020) 3040 5711 Email ID: s.sreenivasan@bajajfinserv.in
2	Principle-wise BR policy/policies	Refer main report
3	Governance related to BR	Refer main report
Section E Principle-wise performance		
1	Principle-wise performance	Refer main report

Preface

As mandated by Securities and Exchange Board of India (SEBI), India's top 100 listed entities based on market capitalisation on the BSE and NSE, are required to submit a 'Business Responsibility Report' (BRR) along with their Annual Report for 2015-16. This report is required to be in line with 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' (NVGs), as released by the Ministry of Corporate Affairs in July 2011.

Bajaj Finserv Ltd. (BFS), to whom the said requirement became applicable for the first time in 2015-16, presents its first BRR in line with the NVGs and the BRR requirement of SEBI. This BRR provides information on key initiatives undertaken by the Company, driven by the triple bottom line aspects. The business responsibility performance of the Company is assessed annually by BFS's Board of Directors.

BFS is the holding company for the various financial services businesses under the Bajaj Group of Companies. Through its subsidiaries viz. Bajaj Finance Ltd. (listed material subsidiary) and Bajaj Allianz Life Insurance Company Ltd. and Bajaj Allianz General Insurance Company Ltd. (unlisted material subsidiaries), BFS serves millions of customers in the financial services space by providing solutions for asset acquisition through financing, asset protection through general insurance, family protection and income protection in the form of life and health insurance, and retirement and savings solutions. BFS also has investments in renewable energy in the form of 138 windmills situated in Maharashtra, with an aggregate installed capacity of 65.2 MW.

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

BFS strives to adopt high standards of corporate governance, adhering to all applicable guidelines with transparent disclosures about the Company's performance. As the holding company of financial services businesses under Bajaj Group, BFS considers ethics, transparency and accountability to be its top-most operational priority and these values are ingrained into the daily operations across the organisation. BFS regularly engages with the management teams of subsidiaries to reinforce the group values.

BFS updated its Code of Conduct for the Company's Directors and Senior Management on 10 September 2014. It states that 'Directors and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment'. A declaration of the Directors and Senior Management's affirmation to this Code of Conduct is communicated to all stakeholders by the Managing Director in the Annual Report.

BFS has established a Whistle Blower Policy which lays down the process to report any unethical behaviour or violation of the Code of Conduct. Employees can report to the Management any instances of unethical behaviour, or suspected fraud or violation of the Code of Conduct or ethics policy. Adequate measures are in place to ensure safeguards against victimisation for employees who report any unethical behaviour. There is also a provision for direct access to the Chairman of the Audit Committee in exceptional cases.

No stakeholder complaints linked to the Code of Conduct adherence were received in the reporting year.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

BFS is the holding company of the financial services businesses in the Bajaj Group and the operations of these subsidiaries, except with reference to adherence to group values, are not within the scope of this BRR. The only operations directly under the purview of BFS, for the purpose of this BRR, is its renewable energy investment, in the form of 138 windmills, situated in Maharashtra with an aggregate installed capacity of 65.2 MW.

This investment in generation of wind power allows access to clean energy in the grid, thus, mitigating environmental pollution, reducing dependency on fossil fuels and also contributing towards positive climate change.

In 2015-16, the windmills generated 772 lakh units which was wheeled to third party consumers through the Maharashtra State Electricity Distribution Company Ltd. (MSEDCL) grid. While the windmills are owned by BFS, it has a comprehensive operation and maintenance contract with a reputed and competent windmill operator for operating the windmills. The wind-farms, which are maintained under the supervision of BFS engineers, are certified for management systems such as ISO 9001, 14001 and 18001 for quality, environment and health and safety respectively.

Board meetings have also been made paperless with Directors accessing relevant material electronically.

Principle 3: Businesses should promote the well-being of all employees

As of 31 March 2016, BFS had a total of 17 employees, which included 2 female employees. There were no temporary or contractual employees in the reporting year. The Company believes its employees are its greatest operational strength. As a holding company with limited spheres of operation, the Company's staffing is adequate and commensurate with the scale of its business. BFS invests in the growth and development of all its employees and engages with them on a regular basis. Employees are given opportunities to move across the subsidiaries for getting wider exposure.

BFS has policies and procedures in place to prevent any kind of discrimination. BFS has a 'Policy on Prevention of Sexual Harassment at Workplace' in place to ensure the safety and security of its female employees. The Company did not receive any complaint relating to child labor, forced labor, involuntary labor or sexual harassment in 2015-16 and none are pending as of 31 March 2016.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

BFS is an equal opportunity employer. Remuneration practices are based on merit without regard to the person's ethnic background or gender and are periodically updated based on market benchmarks. The Company practices affirmative action and ensures there is no discrimination of any type against socially disadvantaged sections in the work place.

Principle 5: Businesses should respect and promote human rights

BFS is dedicated to uphold the human rights of all its employees, and it strictly ensures compliance with all applicable laws of the land pertaining to human rights. The Company did not receive any complaint relating to violation of human rights in 2015-16.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment

BFS is committed to conduct its business in a manner that protects the natural environment. Given that BFS is a holding company with no direct business operations and less number of employees, the Company does not have any significant direct environmental impacts.

However, in line with its commitment to environmental protection, the Company has undertaken the following environmentally responsible initiatives at the two offices in Pune where BFS employees are based (viz. registered office at Akurdi and Bajaj Finserv House in Viman Nagar). Bajaj Finserv House is a shared facility where other Bajaj entities also share the space. The environmental conservation initiatives represented below is for Bajaj Finserv House except the last bullet point, which pertains to Bajaj Finserv windmill operation:

- Water Conservation: Sewage treatment plant of 75 cubic meter capacity operated and maintained as per MPCB norms; Re-use of treated water (about 20 KL per day) for flushing purpose; Sensors installed in urinals; Harvest rain water to augment underground water;
- Waste Disposal: All waste is disposed as per MPCB requirements;
- Environment Health and Safety Management System: Bajaj Finserv House is ISO 14001 and OHSAS 18001 certified, which ensures that all the environmental, health and safety aspects of the property are managed as per a structured plan-do-act-monitor model;
- Green Cover: A green cover has been maintained around the building premises which improves the local environmental quality;
- Energy Conservation: Use of less energy-intensive LED lights and shutting off the air conditioning after 7.00 p.m., among other indoor initiatives, which helps reduce the energy consumption.
- The production of wind power by BFS far exceeds its consumption and BFS thus is a net contributor to the maintenance of a healthy and green environment.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

BFS is a member of World Economic Forum (WEF) and Confederation of Indian Industry (CII) through which it actively engages in policy advocacy.

The Company is a proactive contributor to the discussions and resolutions within the scope of the above mentioned associations. The Company regularly puts forward its views on setting of new industry standards and regulatory developments pertaining to the non-banking finance and insurance sectors. The Company engages in areas such as governance and administration, economic reforms, inclusive development policies, among others through its participation in the above bodies. While making recommendations, BFS attempts to balance the interests of various stakeholders.

Principle 8: Businesses should support inclusive growth and equitable development

The Corporate Social Responsibility (CSR) philosophy of BFS has been formulated under the vision and principles of the Bajaj Group's Founder, Late Jamnalal Bajaj, who believed in creating shared value through fair and equitable business functioning. BFS believes that 'majority of expenditures under CSR should be converted to "investments in resource creation" for use over generations.'

A detailed CSR Policy was framed by the Company with approvals of the CSR Committee and Board taken on 14 May 2014. The Policy, inter alia, covers the following aspects:

- Philosophy
- Scope
- List of CSR activities
- Modalities of execution of projects/programmes
- Implementation through CSR Cell
- Monitoring assessment of projects/programmes

The CSR Policy gives an overview of the projects or programmes which are proposed to be undertaken by the Company in the coming years. The Policy is available at www.bajajfinserv.in

For more information, refer to the Annual Report on CSR activities as contained in the Annual Report 2015-16.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

BFS being a holding company doesn't have any direct customers under the scope of this BRR. We have a grievance redressal mechanism for our stakeholders and shareholders. Our shareholders can raise grievance/complaints by writing to us directly or emailing us at investors@bajajfinserv.in

We stringently monitor all complaints we receive, and strive to close any complaints well within stipulated time limits. There are no outstanding customer complaints as on 31 March 2016.

2 July 2016

To Corporate Relations Department. BSE Limited, 1 st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Mumbai 400 001 Email: corp.relations@bseindia.com Tel: 022 2272 2066/1233 Fax: 022 2272 3121 BSE Code: 532978	To Corporate Listing Department National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), MUMBAI 400 051 Email: cmlist@nse.co.in Tel: 022 2659 8452/8235 Fax: 022 2659 8237/8238 NSE Code: BAJAJFINSV
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Dear Sir/Madam:

Subject: Submission of Annual Report under Regulation 34 & Notice of 9th Annual General Meeting under Regulation 30 of SEBI Listing Regulations, 2015

Pursuant to Regulation 34(1), we submit herewith a soft copy of the Annual Report for the year 2015-16, including Business Responsibility Statement and necessary documents and disclosures as stated under Regulation 34(2) and 34(3) of the above referred Regulations.


Further, pursuant to Regulation 30 read with part A of schedule III, we also submit herewith a soft copy of the Notice of 9th Annual General Meeting scheduled on 26 July 2016.

Kindly acknowledge receipt and take the same on record.

Thanking you,

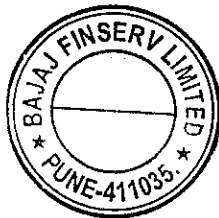
Yours faithfully,

For Bajaj Finserv Limited,



Sonal R Tiwari

Company Secretary



Bajaj Finserv Limited

Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road,
Viman Nagar, Pune - 411 014, Maharashtra, India
Registered Office: Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India

Tel: +91 20 30405700
Fax: +91 20 30405792

www.bajajfinserv.in
Corporate ID No: L65923PN2007PLC130075

Regd. Office:

Bajaj Auto Ltd. Complex,
Mumbai-Pune Road,
Akurdi, Pune 411 035

www.bajajfinserv.in

NOTICE

Notice is hereby given that the ninth annual general meeting of the shareholders of Bajaj Finserv Ltd. will be held on **Tuesday, 26 July 2016 at 4.15 p.m.** at the registered office of the Company at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone financial statements and the consolidated financial statements of the Company for the year ended 31 March 2016, together with the Directors' and Auditors' Reports thereon.
2. To declare interim dividend of ₹1.75 per equity share of face value of ₹5 each as final dividend for the financial year ended 31 March 2016.
3. To appoint a director in place of Madhur Bajaj (DIN 00014593), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
4. To ratify appointment of Dalal & Shah LLP, Chartered Accountants (registration number 102021W/W100110) as Statutory Auditors of the Company for the year 2016-17, and to fix their remuneration.

SPECIAL BUSINESS

5. Approval of remuneration to Cost Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:


"RESOLVED that pursuant to provisions of section 148(3) of the Companies Act, 2013 and Rules made thereunder, approval of the shareholders be and is hereby accorded for the remuneration of ₹50,000 plus service tax, out-of pocket, travel and living expenses payable to Dhananjay V Joshi & Associates, (firm registration number 000030) Cost Accountants, appointed by the Board of Directors as cost auditor of the Company for the financial year 2016-17."

6. To approve an increase in limit under section 186

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that in accordance with the provisions of section 186 and other applicable provisions of the Companies Act, 2013, (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Companies (Meetings of Board and its Powers) Rules, 2014 and also subject to the requisite permission(s)/consent(s) of appropriate authorities, where required, consent of the Company be and is hereby accorded to the Board of Directors for making loans to a body corporate(s), giving guarantee(s) or providing security in connection with a loan and to acquire by way of subscription, purchase or otherwise, the securities of bodies corporate, on such terms and conditions as may be decided by the Board upto an amount not exceeding ₹10,000 crore (Rupees ten thousand crore only) outstanding at any single point of time, regardless of the fact that the aggregate of the loans, guarantees, securities and investments in any body/bodies corporate may exceed the percentages prescribed under section 186 of the Act."

By order of the Board of Directors
for Bajaj Finserv Ltd.



Sonal R Tiwari
Company Secretary

Pune: 24 May 2016

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A 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 of the Companies Act, 2013 forms part of this Notice.
- 4 An interim dividend at the rate of ₹ 1.75 per equity share (35%) of face value of ₹ 5 each declared by the Board at its meeting held on 9 March 2016 has been paid on 23 March 2016 to all the eligible members as on 17 March 2016, being the record date for the purpose of dividend.

The directors recommend for consideration of the shareholders the above referred interim dividend as final dividend for the financial year ended 31 March 2016.
- 5 Brief details of the director, who is seeking reappointment is annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations, 2015.
- 6 Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder and in terms of the approval given by the members at the AGM of the Company held on 16 July 2014, the current auditors of the Company, Dalal & Shah, Chartered Accountants are eligible to hold the office for a period of three years, upto 2017, subject to ratification by members at every subsequent AGM. With effect from 21 December 2015, the auditors' firm has been converted into a limited liability partnership, having registration number 102021W/W100110. The ratification of appointment of Dalal & Shah LLP, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the next annual general meeting along with their remuneration has hence been put up for the approval of members.
- 7 **To ensure timely credit of dividend through National Electronic Clearing Service (NECS) or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/NECS details, to the respective depository participants in case of shares held in demat mode/share transfer agent of the Company in case of shares held in physical mode.**
- 8 To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e. Karvy Computershare Pvt. Ltd. ('Karvy'). Members are requested to keep the same updated.
- 9 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing 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 Company or Karvy.
- 10 In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board 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.
- 11 **To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participants, 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 on - mohsin.mohd@karvy.com**
- 12 With a view to help us serve the members better, those 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 into one folio.
- 13 Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of 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.
- 14 Documents referred to in the Notice and in the Explanatory Statement shall be 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 Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection in terms of the applicable provisions of the Companies Act, 2013, by members and others as specified below:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
- 16 Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participants.
- 17 Corporate members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.
- 18 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 Identity proof at the meeting for the purpose of identification.
- 19 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
- 20 Route map for directions to the venue of the meeting is available on <https://www.bajajfinserv.in/downloads/route-map-for-agm.pdf>
- 21 For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

22 Voting through electronic means –

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **20 July 2016** (end of day), being the **Cut-off date** for the purpose of Rule 20(4)(vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy or to vote at the annual general meeting. Person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The instructions for remote 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 Finserv Ltd.**
- 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 scrutiniser 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. Remote e-voting facility where members can cast their vote online shall be open from **23 July 2016 (9.00 a.m.) till 25 July 2016 (5.00 p.m.)** and at the end of remote e-voting period, the facility shall forthwith be blocked.
- xii. In case of any queries, 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:

Members may opt for e-voting, for which the user id and initial password is provided on the attendance slip. Please follow steps from Sl. No. (i) to (xii) under heading A above to vote through e-voting platform.

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 by 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. The Board of Directors has appointed Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587 CP No.572) as the scrutiniser to the e-voting process and voting at the venue of the annual general meeting in a fair and transparent manner.
- ii. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. The scrutiniser shall submit his report to the Chairman, 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 www.bajajfinserv.in and on the website of Karvy - <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company, scheduled to be held on Tuesday, 26 July 2016.