

**Shyamprasad D. Limaye**

B.Com. LL.B. F.C.S

**Company Secretary**

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**Scrutiniser's Report**

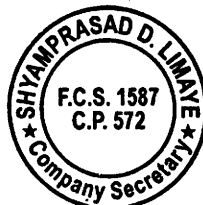
**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies,  
(Management and Administration) Rules, 2014, as amended]**

To,  
The Chairman,  
Bajaj Finance Limited,  
CIN: L65910MH1987PLC042961,  
Akurdi, Pune 411035.

Dear Sir,

I, Shyamprasad D Limaye, a Company Secretary in practice, have been appointed by the Board of Directors of Bajaj Finance Limited, CIN: L65910MH1987PLC042961 ("the Company") as a Scrutiniser for the purpose of scrutinising the postal ballot through remote e-voting and ascertaining the requisite majority on voting carried out as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and notification issued relating thereto from time to time on the resolutions contained in the postal ballot notice dated 15<sup>th</sup> March, 2021 ("the resolutions").

1. A hard copy of the Postal Ballot Notice alongwith postal ballot forms and pre-paid business reply envelope was not be sent to the Member in view of the guidelines issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting, vide General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, and General Circular 39/2020 dated 31 December 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars")
2. The notice dated 15<sup>th</sup> March, 2021 seeking approval of members of the Company along with statement setting out material facts under Section 102(1) of the Companies Act, 2013 was sent to the members, whose email Ids were registered with the Company as on cut off date, in respect of the resolutions to be passed, through e-voting. The Company had provided remote e-voting facility to the members to vote on the resolution through the electronic voting platform provided by KFin Technologies Private Limited ("KFin").
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot/remote e-voting on the resolutions for approval of the members of the Company. My responsibility as a Scrutiniser for remote e-voting is restricted to make a Scrutiniser's report of the votes cast in "favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the e-voting made and the reports generated from the e-voting platform provided by KFin.
4. Further to the above, I submit my report as under:-



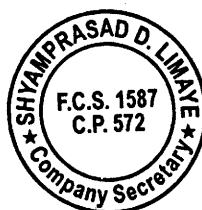
- i. The Company has completed on Friday, 20<sup>th</sup> March, 2021:
- a) dispatch of postal ballot (e-voting) notice to its members whose names appeared in the register of members/list of beneficial holders as on cutoff date, Friday 12<sup>th</sup> March 2021(End of Day) through e-mails to the members who have registered their email IDs. The Company had also made arrangements for those shareholders who had not registered their email address to get the same registered
  - b) The remote e-voting period remained open from Sunday, 21<sup>st</sup> March 2021(9:00 A.M.) to Monday, 19<sup>th</sup> April 2021(5:00 P.M).
- ii. The members whose names appeared in the register of members as on the "cut-off" date i.e. Friday 12 March 2021(End of Day) were entitled to vote on the resolutions as set out in the postal ballot notice of the Company.
- iii. The remote e-voting facility was blocked on Monday, 19<sup>th</sup> April 2021 immediately after the completion of voting hours
- iv. The details containing, *inter alia*, votes cast in "favour" or "against" on the resolutions that were put to vote, number of votes abstained from voting, were generated from the e-voting website of KFin viz., <https://evoting.kfintech.com> and my report is based on such reports generated. Considering the reports so generated, results of the e-voting is given below.

**Special Resolution - 1. Modification to the Employee Stock Option Scheme, 2009:**

Sr No	Particulars of Voting	Voted through e-voting (no. of shareholders)	Voted through e-voting (No. of shares)	% of total Votes
1	Total Votes received	*1,630	** 50,64,38,758	100.00%
2	Votes with Assent	1,414	49,00,48,671	96.76%
3	Votes with Dissent	188	1,47,77,511	2.92%
4	Abstain Votes	35	16,12,576	0.32%

\*The mismatch of total No. of shareholders is due to voting by some shareholder in both manner assent and dissent.

\*\*Total No of shares are net of Less voted shares.



**Special Resolution - 2. Grant of options to employees of holding and/or subsidiary company(ies), under the amended Employee Stock Option Scheme, 2009:**

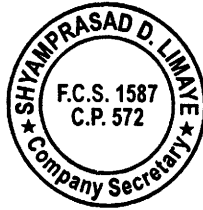
Sr No	Particulars of Voting	Voted through e-voting (no. of shareholders)	Voted through e-voting (No. of shares)	% of total Votes
1	Total Votes received	*1,630	**50,64,38,758	100.00%
2	Votes with Assent	1,414	48,99,64,746	96.75%
3	Votes with Dissent	183	1,48,61,420	2.93%
4	Abstain Votes	38	16,12,592	0.32%

\* The mismatch of total No. of shareholders is due to voting by some shareholder in both manner assent and dissent.

\*\*Total No of shares are net of Less voted shares.

Thanking You,

Yours faithfully,

Shyamprasad Limaye  
Company Secretary  
Membership No. FCS 1587 CP 572  
UDIN : F001587C000134258

Place: Pune  
Date: 20/04/2021

Sd/-  
Sanjiv Bajaj  
Chairman  
Date: 21/04/2021