

Bajaj Holdings & Investment Limited (formerly Bajaj Auto Limited)

CIN: L65993PN1945PLC004656

Regd. Office: Bajaj Auto Limited Complex, Mumbai Pune Road, Akurdi, Pune 4 1 1035. Tel.: 020-27472851, Fax: 020-27407 380 Website: www.bhil.in

26 July 2019

To Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street Mumbai 400 001

BSE Code: 500490

To
Corporate Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C-1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

NSE Code: BAJAJHLDNG

Dear Sir/Madam,

Sub: Announcement of Outcome of 74th Annual General Meeting (AGM) held on

26 July 2019

Ref: Submission of Voting Results pursuant to Regulation 30 and 44 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI

Listing Regulations, 2015').

We wish to inform you that 74th AGM of the Company was held on Friday, 26 July 2019 at 4.00 P.M. at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made thereunder, as amended ('Rules') and Regulation 44 of the SEBI Listing Regulations, 2015, the Company had provided facility for remote e-voting to the shareholders as on 19 July 2019 (being the cut-off date for the purpose of e-voting) to cast their votes on the items of business stated in the AGM notice. The remote e-voting system was open from Tuesday, 23 July 2019 (9.00 am) to Thursday, 25 July 2019 (5.00 pm).

As required under the said Rules, electronic voting facility was also made available at the venue of the AGM and members attending the meeting who had not already cast their votes by remote e-voting were able to cast their vote at the venue of the meeting using electronic voting (InstaPoll).

The Company has now received the report of the Scrutinizer, (which has been counter-signed by the Chairman of the meeting) confirming details of voting through remote e-voting and details of electronic voting (by InstaPoll) at the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of the AGM, i.e. on 26 July 2019.





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A disclosure of voting results of the meeting in terms of Regulation 30 and 44 of the SEBI Listing Regulations, 2015 and the businesses considered and approved by the shareholders with an overwhelming majority is enclosed, together with the Scrutinizer's consolidated report on e-voting. A copy of the same is also being placed on the Company's website & on the website of Karvy Fintech Private Limited.

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Kindly acknowledge and take the same on record.

Thanking you,

Yours truly,

For Bajaj Holdings & Investment Limited

Sriram Subbramaniam Company Secretary

Encl: as above.



Resolution No.	1								
	ORDINARY - To co	nsider and adopt th	he standalone and	consolidated finan	cial statements of t	he Company for th	e financial year en	ded 31 March 2019	, together with the
Resolution required: (Ordinary/ Special)	Directors' and Au	itors' Reports ther	eon.						
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes	
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes -	polled	polled	
		held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		5,51,52,321	99.9981	5,51,52,321	C	100.0000	0.0000	0
	Poll	5,51,53,396	0	0.0000		C	0.0000	0.0000	0
	Postal Ballot (if	3,32,33,330							
Promoter and Promoter Group	applicable)		0	0.0000	0	· c	0.0000	0.0000	ıl o
	Total	建筑的建筑地位	5,51,52,321	99.9981	5,51,52,321	and the second of the C	100.0000	0.0000	0
	E-Voting		1,68,25,823	91.9848	1,68,25,823	0	100.0000	0.0000	65,371
	Poll	1,82,91,957	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if	1,02,31,337							
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	l o
	Total		1,68,25,823	91.9848	1,68,25,823	0.0	100.0000	0.0000	65,371
	E-Voting		83,36,505	22.0262	83,36,504	1	99.9999		
	Poll	3 70 40 157	10,478	0.0277	10,478	0	100.0000	0.0000	0
	Postal Ballot (if	3,78,48,157							
Public- Non Institutions	applicable)		О	0.0000	О	0	0.0000	0.0000	۱ ،
	Total	With Access 410	83,46,983	22.0539	83,46,982	2000 H (1800 160 1	100,0000		
	Total	11,12,93,510		72,1741	Marie Control of the	7000000	100,0000		65,375



Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To de	eclare a dividend.					••••		
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
		No. of shares	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in	No. of Votes –	% of Votes in favour on votes	% of Votes against on votes polled	
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	I'	(7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		5,51,52,321		5,51,52,321	0	100.0000	0.0000	
	Poll	E E 1 E 2 20 E	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if	5,51,53,396							
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	l 0
	Total		5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
	E-Voting		1,68,91,194	92.3422	1,68,91,194	0	100.0000	0.0000	0
	Poll Postal Ballot (if	1,82,91,957	0	0.0000	0	0	0.0000	0.0000	0
Public- Institutions	applicable)		o	0.0000	0	0	0.0000	0.0000	٥ ا
	Total		1,68,91,194	92.3422	1,68,91,194	0	100.0000	0.0000	
	E-Voting		83,36,509	22.0262	83,36,508	1	99.9999	0.0000	0
	Poll	2 70 40 157	10,478	0.0277	10,478	· · · · ·	100.0000	0.0000	0
	Postal Ballot (if	3,78,48,157							
Public- Non Institutions	applicable)		0	0.0000	o	0	0.0000	0.0000	0
	Total		83,46,987	22.0539	83,46,986	1	100.0000	0.0000	0
	Total	11,12,93,510	8,03,90,502	72.2329	8.03.90.501	1 1 1 1 1 1 1	100.0000	0.0000	0



Resolution No.	3								
Resolution required: (Ordinary/ Special)		point a director in , offers himself for		Rahulkumar Bajaj	(DIN 00018262), w	ho retires by rotati	on in terms of secti	on 152(6) of the Co	mpanies Act, 2013
Whether promoter/ promoter group are									
interested in the agenda/resolution?	No No		ar shrown billion in shring bear	poujescome anna jaryanja a mo.	Section and an index over the section of				
		No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in	No. of Votes – against (5)	favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Category	Mode of Voting	held (1)	polled (2)				100.0000		0
	E-Voting	-	5,51,52,321	0.0000		0	0.0000		0
	Poll	5,51,53,396		0.0000	0	0	0,0000	0.0000	· · · · · ·
	Postal Ballot (if			0.0000	١ ,	_	0.0000	0.0000	0
Promoter and Promoter Group	applicable)	College to be justice as a college	5,51,52,321			0	2.2		4 - 155 5 - 100
	Total	Endineral calls and second	1,68,91,194				94.0978		0
	E-Voting	1	1,00,91,194	0.0000		3,30,331	0.0000		0
	Poll	1,82,91,957	· · · · · · · · · · · · · · · · · · ·	0.0000			0.0000	0.0000	
* 15 January	Postal Ballot (if applicable)			0.0000	۱ ،	0	0.0000	0.0000	l o
Public- Institutions	Total		1,68,91,194		1,58,94,243	9,96,951			0
	E-Voting	Contractive to the extra name and	83,36,509				99.9999		0
	Poll	1	10.478		10,478		100.0000	0.0000	0
	Postal Ballot (if	3,78,48, 1 57	20,	0,02,7					
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	o
r done- won mantonona	Total		83,46,987			(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	100.0000	0.0000	0
	Total	11,12,93,510	A Company of the Comp	CONTRACTOR VOICE AND LOCATE AND L		9,96,952	98.7599	1.2401	0



Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Appoi	ntment of Anami N	l Roy as an Indeper	ndent Director of th	ie Company for a fi	rst term of five cor	secutive years with	h effect from 1 Apri	il 2019
Whether promoter/promoter group are	No						distribution for the second		
Interested in the agenda/resolution?	NO	intend bisself deller							
									j ,
				% of Votes Polled		ļ	% of Votes in	% of Votes	
		ı		on outstanding			favour on votes	against on votes	1
		No. of shares			No. of Votes – in	No. of Votes -	poiled	polled	
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
	Poli	5,51,53,396	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if	المدود والمدارد							
	applicable)		0	0.000		0	0.0000	0.0000	0
	Total		5,51,52,321	99,9981	5,51,52,321	0 (1986)	100.0000	0.0000	海海陽陽線 40
	E-Voting		1,68,91,194	92.3422	1,68,36,944	54,250	99.6788	0.3211	. 0
i i	Poli	1,82,91,957	0	0.0000	0	0	0.0000	0.0000	0
)	Postal Ballot (if	1,02,51,557		!				1	1 1
	applicable)		0	0.0000		0	0.0000		
	Total		1,68,91,194						C. STILL OF STREET, ST. ST. ST.
1	E-Voting		83,36,509	22.0262	83,36,128		99.9954	0.0045	0
1	Poli	3,78,48,157	10,478	0.0277	10,478	0	100.0000	0.0000	0
	Postal Ballot (if	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			_			_	1 1
	applicable)	Server Standardings with rom	0	0.0000		0	0.0000		
	Total		83,46,987		83,46,606		A1-2-2-2-2-2-2-2-2-2-2-2-2-2-2-2-2-2-2-2		
	Total all services and	11/12/93/510	8,03,90,502	######################################	8,08,95,871	54,631	99.9320	0.0680	o de la companya del companya de la companya del companya de la co

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## And Promoter group are interested in the agenda/resolution? No. of Shares No. of Votes Polled on outstanding shares No. of Votes Polled on outstanding shares No. of Votes Polled Poll	Resolution No.	5								
## And Promoter group are interested in the agenda/resolution? No. of Shares No. of Votes Polled on outstanding shares No. of Votes Polled on outstanding shares No. of Votes Polled Poll						<u> </u>				
No. of shares No. of votes No.	Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Nirajkur	nar Ramkrishnaji B	ajaj as a Non-Execu	tive and Non-Inde	pendent Director o	f the Company with	n effect from 18 Ma	y 20 1 9
Mode of Voting ategory Mode of Voting Mode of Votin	Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Mode of Voting No. of shares No. of votes Shares No. of Votes No. of Votes No. of Votes Polled No. of Votes										
Mode of Voting No. of shares No. of votes Shares No. of Votes No. of Votes No. of Votes Polled No. of Votes					ar - \$2\$-4 B-11 - 1		1			ļ
Mode of Voting E-Voting Postal Ballot (if Postal Ball			1	ļ			ļ]
Mode of Voting held (1) polled (2) (3)=[(2)/(1)]* 100 favour (4) against (5) (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 Votes Invalid			No of shares	No of votes		No of Votes — in	No of Votes -		•	
E-Voting 5,51,52,321 99.9981 5,51,52,321 0 100,0000 0,0000 0 0 0 0 0 0	Category	Mode of Voting)				i'	1'	Votes Invalid
Poll Postal Ballot (if applicable) Poli applicable) Poli applicable) Poli applicable) Postal Ballot (if applicable	34.08		12.0 (2)							
Postal Ballot (if applicable) 0 0.0000 0 0 0.0000 0			F F1 F2 20C	0		0	0		}	
Total		Postal Ballot (if	3,51,53,590							
E-Voting 1,68,91,194 92.3422 1,62,79,846 6,11,348 96.3806 3,6193 0 0 0 0 0 0 0 0 0	Promoter and Promoter Group			0			0			
Poll		Total		5,51,52,321	99.9981	5,51,52,321	0	100,0000	0.0000	0
Postal Ballot (if applicable) 0 0.0000 0 0 0.0000 0.0000 0.0000 0 0.0000 0.0000 0 0.0000 0.0000 0 0 0.0000 0 0 0.0000 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0				1,68,91,194		1,62,79,846	6,11,348	96.3806	3,6193	0
Postal Ballot (if applicable)			1.82.91.957	0	0.0000	0	0	0.0000	0.0000	0
Total			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,							ĺ
E-Voting 83,36,509 22.0262 83,36,213 296 99.9964 0.0035 0.0000 0.0	Public- Institutions			0			0			
Poll 3,78,48,157 10,478 0.0277 10,478 0 100.0000 0.0000 0 0 0 0 0 0 0 0 0 0 0										0.
Postal Ballot (if applicable) 0 0.0000 0 0 0.000000										0
ublic- Non Institutions applicable) 0 0.0000 0 0 0.0000 0.0000 0.0000 Total 83/46/987 22(0539) 83/46/691 296 99/9965 0.0003 0.0003			3,78,48,157	10,478	0.0277	10,478	ļ0	100.0000	0.0000	0
Total 83;46;987 22:0539 83;46;691 299;9965 0.0035	Dublic Non-Ingetherings				0.0000			0.0000	0.0000	
	Public- Ivon Institutions			00.46.007		0 246 604	U 300			
Total 11,12,93,510 8,03,90,502 7,97,78,858 11,12,93,510 99,2392 0,7608		Total	11,12,93,510	Printing and the Control of the Cont					Contract to the second	

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Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appo April 2019	pintment of Nanoo	Gobindram Pamna	ni as an Independe	nt Director of the (Company for a seco	nd term of five con	secutive years with	n effect from 1
Whether promoter/promoter group are interested in the agenda/resolution?	No								
Category	1	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		5,51,52,321	99.9981			100.0000		
	Poll	5,51,53,396	0	0.0000		0	0.0000		
Promoter and Promoter Group	Postal Ballot (if applicable) Total	3,34,33,330	0 5,51,52,321	0.0000 99,9981		0	0.0000		
	E-Voting	"Mucharitean days (Mendal)	1,68,91,194	92.3422	5,51,52,321 1,54,79,330		100.0000 91.6414	0.0000	
	Poll		0	0.0000		14,11,864	0.0000	8.3585 0.0000	
Public- Institutions	Postal Ballot (if applicable)	1,82,91,957	0	0.0000		0	0.0000	0.0000	
	Total	的技术的基础。	1,68,91,194	92.3422	1,54,79,330	14,11,864	91.6414	8.3586	
	E-Voting		83,36,509	22.0262	82,90,107	46,402	99.4433	0.5566	0
	Poll Postal Ballot (if	3,78,48,157	10,478	0.0277	10,478	0	100.0000	0.0000	0
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		83,46,987	22.0539	83,00,585	46,402	99.4441	0.5559	
	Total	11,07,93,510	8/03/90/502	72,2329	7,89,32,236		98,1860		

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Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appo 1 April 2019	pintment of Balaji R	ao Jagannathrao D	oveton as an Indep	endent Director of	the Company for a	second term of fiv	e consecutive year	s with effect from
Whether promoter/ promoter group are interested in the agenda/resolution?	No	le de la companion de la compa La companion de la companion de							
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		5,51,52,321	 		C	100.0000		
	Poll	5,51,53,396	0	0.0000		0	0.0000	0.0000	0
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000		O	0.0000	 	
	Total		5,51,52,321	 			100.0000		0
	E-Voting	1	1,68,91,194			18,45,904			0
	Poll Postal Ballot (if	1,82,91,957		0.0000		0	0.0000	0.0000	0
Public- Institutions	applicable)		0	0.0000		0	0.0000		
	Total	SECRETARIA DE LA CONTRA	1,68,91,194						- 0
	E-Voting		83,36,509		82,90,427		99,4472	0.5527	0
	Poli	3,78,48,157	10,478	0.0277	10,478	0	100.0000	0.0000	0
Public- Non Institutions	Postal Ballot (if applicable)	, , , , , , , , , , , , , , , , , , , ,	0	0.0000	0	0	0.0000	0.0000	0
	Total		83,46,987	22.0539	83,00,905	46,082	99,4479	0.5521	0
	์ โดเล่	11 12 93 510	8(03)90,502	7/2/2/3/29	7,84,98,516	18,91,986	97/6465	2.3535	



Resolution No.	8								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appo	intment of Dr. Gita	Piramal as an Inde	pendent Director o	of the Company for	a second term of fi	ive consecutive vea	rs with effect from	17 July 2019
Whether promoter/promoter group are								or assent, ven Madient	Commission of the Commission o
	No								
]				
1				% of Votes Polled			% of Votes in	% of Votes	ĺ
				on outstanding		ĺ	favour on votes	against on votes	
			No. of votes	1	No. of Votes – in	1	polled	polled	
Category		held (1)		(3)=[(2)/(1)]* 100				(7)=[(5)/(2)]*100	Votes Invalid
]	E-Voting		5,51,52,321	99,9981	5,51,52,321	0	100.0000	0.0000	0
Į.	Poll	5,51,53,396	0	0.0000	0	0	0.0000	0.0000	0
1	Postal Ballot (if	2,21,22,0							
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	o
	Total		5,51,52,321	99:9981	5,51,52,321	Ö	100.0000	0.0000	0
	E-Voting		1,68,91,194	92,3422	1,68,82,099	9,095	99.9461	0.0538	0)
]	Poli	4 00 04 057	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if	1,82,91,957							
	applicable)		0	0.0000	0	0	0.0000	0.0000	l ol
			1,68,91,194	92.3422	1,68,82,099	9,095	99,9462	0.0538	o
	E-Voting		83,36,509		83,35,828		99.9918	0.0081	O
	Poll	2 70 48 457	10,478	0.0277	10,478	0	100.0000	0.0000	0
1	Postal Ballot (if	3,78,48,157							
	applicable)		0	0.0000	0	0	0.0000	0.0000	0
			83,46,987	22.0539	83,46,306	681	99,9918	0.0082	0
	Mala	01.02.93.510	8/03/90/502	72.7399	8.03,80,726		99.9878	0.0122	The second secon



Resolution No.	9								
Resolution required: (Ordinary/ Special)	SPECIAL- Approval	for continuation o	f Rahulkumar Kam	alnayan Bajaj as a N	Non-Executive and	Non- Independent	Director of the Con	npany from 1 April	2019 to 17 May
Whether promoter/ promoter group are interested in the agenda/resolution?	No	in and the second second							
	:			% of Votes Polled			% of Votes in	% of Votes	
		No. of shares	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes –	favour on votes polled	against on votes polled	
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		5,51,52,321		5,51,52,321	0	100.0000	0.0000	0
	Poll	E E4 E2 20C	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if	5,51,53,396		i					
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	建设的基础设施 证	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	子并非理解第7年 0
	E-Voting		1,68,91,194	92.3422	1,63,48,645	5,42,549	96.7879	3.2120	0
	Poll	1,82,91,957	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if	1,82,31,357							
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	维维州海南省山市	1,68,91,194	92.3422	1,63,48,645	5,42,549	96.7880	3.2120	
	E-Voting		83,36,509	22.0262	83,36,504	5	99.9999	0.0000	0
	Poll	2 70 40 157	10,478	0.0277	10,478	0	100.0000	0.0000	0
	Postal Ballot (if	3,78,48,157							
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	是開開的影響器等	83,46,987	22.0539	83,46,982	5	99.9999	0.0001	THE OF MARKETS
	Total	111293510	8,03,90,502	72,2329	7,98,47,948	5,42,554	99.3251	0.6749	0



Shyamprasad D. Limaye B.Com. LL.B., F.C.S Company Secretary

303, Parag-Wahini C.H.S Ltd, 126 Dahanukar Colony, Lane No 4 Kothrud, Pune: 411 038.

Tel.: (O) 25 38 99 85 (R) 25230773 E-mail: shyamprasad.limaye@gmail.com

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Bajaj Holdings & Investment Limited
CIN: L35911PN1945PLC004656,
Bajaj Auto Ltd. Complex,
Mumbai-Pune Road,
Akurdi, Pune 411035.

Dear Sir,

- 1. I, Shyamprasad D. Limaye, a Company Secretary in practice, has been appointed by the Board of Directors of Bajaj Holdings & Investment Limited ("The Company") as a scrutinizer for the purpose of Scrutinizing the e-voting process along with instapoll, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 74th Annual General Meeting (AGM) of the members of the Company, held on Friday, 26th July, 2019 at 4.00 p.m. at Registered office of the Company at Mumbai-Pune road, Akurdi, Pune 411035.
- 2. The notice dated 17th May, 2019 convening the 74th Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company.
- 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 electronic means and instapoll on the resolutions contained in the Notice to the 73rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and instapoll is restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the reports generated from the e-voting process system provided by Karvy Fintech Private Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities and instapoll.
- 4. Further to the above, I submit my report as under:
 - i. The remote e-voting period remained open from Tuesday, 23rd July, 2019 (9:00 A.M) to Thursday, 25th July, 2019 (5:00 P.M).



- ii. The members who were on record of the Company as on the "cut-off' date i.e. Friday, 19th July, 2019, (End of Day) entitled to vote on the resolutions as set out in the notice of the 74th Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Thursday, 25th July, 2019 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye Mr. Rohit Panshikar who are not in the employment of the Company.
- iv. The instapoll was again provided at the 74th Annual General Meeting on Friday, 26th July, 2019 for those members who attended the meeting but not voted through remote e-voting facility, and such e-voting was unblocked after completion of such voting.
- v. Thereafter considering remote e-voting and votes by instapoll, the combined result of the voting is annexed The details containing inter alia, votes put in or "for", "against", on each of the resolutions that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of Karvy i.e. https://evoting.karvy.com/ and is based on such reports generated.

Thanking You, Yours faithfully,

Shyamprasad Limaye Company Secretary

Membership No. FCS 1587 CP 572

Place: PUNE Date: 26/07/2019

Based on above the Resolutions No. 1 to 9 are passed with requisite majority.

For Bajaj Holdings & Investment Limited

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Niraj Bajaj Chairman CTRACKET LIBRATED 26/07/2010 AVAN and Instancil

Srl	Resolution		Ballots		Favour			Against		ln	valid	Ai	ostain	Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Directors' and Auditors' Reports thereon.	313	80400506	310	80325126	100.00	1	1	0.00	0	0	2	65375	10004
2	To declare a dividend.	313	80400506	312	80390501	100.00	1	1	0.00	0	0	0	0	10004
3	To appoint a director in place of Rajivnayan Rahulkumar Bajaj DIN 00018262, who retires by rotation in terms of section 1526 of the Companies Act, 2013 and being eligible, offers himself for reappointment.	313	80400506	299	79393550	98.76	14	996952	1.24	0	0	0	0	10004
4	Appointment of Anami N Roy as an Independent Director of the Company for a first term of five consecutive years with effect from 1 April 2019	313	80400506	307	80335871	99.93	6	54631	0.07	0	0	0	0	10004
5	Appointment of Nirajkumar Ramkrishnaji Bajaj as a Non-Executive and Non-Independent Director of the Company with effect from 18 May 2019	313	80400506	300	79778858	99.24	13	611644	0.76	0	0	0	0	10004
6	Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019	313	80400506	282	78932236	98.19	31	1458266	1.81	0	0	0	0	10004



7	Re-appointment of Balaji Rao Jagannathrao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019	313	80400506	274	78498516	97.65	39	1891986	2.35	0	0	0	0	10004
8	Re-appointment of Dr. Gita Piramal as an Independent Director of the Company for a second term of five consecutive years with effect from 17 July 2019	313	80400506	307	80380726	99.99	6	9776	0.01	0	0	0	0	10004
g	Approval for continuation of Rahulkumar Kamalnayan Bajaj as a Non-Executive and Non- Independent Director of the Company from 1 April 2019 to 17 May 2019	313	80400506	307	79847948	99.33	6	542554	0.67	0	0	0	0	10004

F.C.S. 1587 Conpany Secretary

Shyamprasad D. Limaye Company Secretatry FCS 1587 CP 572 BAJAJ HOLDINGS & INVESTMENT LIMITED-26/07/2019- Evoting

Srl	Resolution		Ballots		Favour			Against		İr	ıvalid	А	bstain	Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1 fo	o consider and adopt the standalone and consolidated financial statements of the Company or the financial year ended 31 March 2019, ogether with the Directors' and Auditors' Reports nereon.	271	80390028	268	80314648	100.00	1	1	0.00	o	0	2	65375	10004
2 To	o declare a dividend.	271	80390028	270	80380023	100.00	1	1	0.00	0	0	0	0	10004
Ra 3 ro Ad	o appoint a director in place of Rajivnayan ahulkumar Bajaj DIN 00018262, who retires by otation in terms of section 1526 of the Companies ct, 2013 and being eligible, offers himself for repointment.	271	80390028	257	79383072	98.76	14	996952	1.24	0	0	0	0	10004
4 Di	ppointment of Anami N Roy as an Independent irector of the Company for a first term of five onsecutive years with effect from 1 April 2019	271	80390028	265	80325393	99.93	6	54631	0.07	0	0	0	0	10004
5 N	opointment of Nirajkumar Ramkrishnaji Bajaj as a on-Executive and Non-Independent Director of ne Company with effect from 18 May 2019	271	80390028	258	79768380	99.24	13	611644	0.76	0	0	0	0	10004
6 ar	e-appointment of Nanoo Gobindram Pamnani as Independent Director of the Company for a scond term of five consecutive years with effect om 1 April 2019	271	80390028	240	78921758	98.19	31	1458266	1.81	0	0	0	0	10004



7	Re-appointment of Balaji Rao Jagannathrao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019	271	80390028	232	78488038	97.65	39	1891986	2.35	0	0	0	0	10004
8	Re-appointment of Dr. Gita Piramal as an Independent Director of the Company for a second term of five consecutive years with effect from 17 July 2019	271	80390028	265	80370248	99.99	6	9776	0.01	0	0	0	0	10004
9	Approval for continuation of Rahulkumar Kamalnayan Bajaj as a Non-Executive and Non- Independent Director of the Company from 1 April 2019 to 17 May 2019	271	80390028	265	79837470	99.33	6	542554	0.68	0	0	0	0	10004

F.C.S. 1587 C.P. 572

Shyamprasad D. Limaye Company Secretatry FCS 1587 CP 572 JAJ HOLDINGS & INVESTMENT LIMITED-26/07/2019- Instapoli

!	Resolution		Ballots		Favour	1	Against		1	ovalid	A	bstain	Less Voted	
-	To consider	Ballots Votes		Ballots Votes %		%	Ballots				Ballots Votes		Votes	1 2035 40124
1	To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Directors' and Auditors' Reports	42	10478	42	10478	100		0	0	0	0	0		o
	thereon. To declare a dividend.	42	10478	42	10478	100	0	0	0	1-0		0	0	n
	To appoint a director in place of Rajivnayan Rahulkumar Bajaj DIN 00018262, who retires by rotation in terms of section 1526 of the Companies Act, 2013 and being eligible, offers himself for re- appointment.	42	10478	42	10478	100	o	0	0	o	0	0	0	0.
4	Appointment of Anami N Roy as an Independent Director of the Company for a first term of five consecutive years with effect from 1 April 2019	42	10478	42	10478	100	0	0	0	0	0	0	0	0.
5	Appointment of Nirajkumar Ramkrishnaji Bajaj as a Non-Executive and Non-Independent Director of the Company with effect from 18 May 2019	42	10478	42	10478	100	0	0	0	0	0	0	0	0
6	Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019	42	10478	42	10478	100	0	0	o	o	0	0	o	0



7	Re-appointment of Balaji Rao Jagannathrao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019	42	10478	42	10478	100	o	0	0	0	0	0	0	0
8	Re-appointment of Dr. Gita Piramal as an Independent Director of the Company for a second term of five consecutive years with effect from 17 July 2019	42	10478	42	10478	100	0	0	0	0	0	0	0	o
9	Approval for continuation of Rahulkumar Kamalnayan Bajaj as a Non-Executive and Non- Independent Director of the Company from 1 April 2019 to 17 May 2019	42	10478	42	10478	100	0	0	0	0	0	0	0	0

F.C.S. 1587 C.P. 572 Shyamprasad D. Limaye Company Secretatry FCS 1587 CP 572