

21 July 2017

Corporate Listing Department.  
**National Stock Exchange of India Ltd**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C-1, G Block  
Bandra-Kurla Complex  
Bandra (East), MUMBAI 400 051  
Email: cmlist@nse.co.in

Bajaj Holdings & Investment Limited  
(formerly Bajaj Auto Limited)  
CIN: L35911PN1945PLC004655  
Regd. Office : Bajaj Auto Limited Complex,  
Mumbai-Pune Road, Akurdi, Pune 411035.  
Tel.: 020-27472851, Fax :020-27407380  
Website: [www.bhil.in](http://www.bhil.in)

**NSE Code: BAJAJHLDNG**

Dear Sirs,

**Sub: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") of 72<sup>nd</sup> Annual General Meeting (AGM) held on 20 July 2017**

We wish to inform you that 72<sup>nd</sup> AGM of the company was held on Thursday, 20 July 2017 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 13 July 2017 (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 Monday, 17 July 2017 (9.00 am) to Wednesday, 19 July 2017 (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 consolidated report of the Scrutinizer, confirming details of voting through remote e-voting and details of electronic voting 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 20 July 2017.

A disclosure of the voting results of the meeting in terms of Regulation 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 & Karvy's website.

Kindly acknowledge and take the same on record.

Thanking you,

Yours faithfully,  
**For Bajaj Holdings & Investment Limited**

  
**Vallari Gupte**  
Company Secretary

Encl. A/a

**DETAILS OF VOTING RESULTS OF AGM OF BAJAJ HOLDINGS & INVESTMENT LIMITED HELD ON 20 JULY 2017 - REG 44**

	<b>BAJAJ HOLDINGS &amp; INVESTMENT LIMITED</b>
<b>Date of the AGM/EGM</b>	20-07-2017
<b>Total number of shareholders on record date</b>	45502
<b>No. of shareholders present in the meeting either in person or through</b>	
Promoters and Promoter Group:	48
Public:	65
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of standalone & consolidated financial statements for the year ended 31 March 2017 and Directors' and Auditors' Reports thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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
Promoter and Promoter Group	E-Voting	48683170	48397076	99.4123	48397076	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	23901112	48397076	99.4123	48397076	0	100	0
	E-Voting		22134787	92.6099	22134787	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		22134787	92.6099	22134787	0	100	0
	E-Voting		13266368	34.2718	13266368	0	100.0000	0.0000
	Poll		19026	0.0492	19026	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13285394	34.321	13285394	0	100	0
	Total	111293510	83817257	75.3119	83817257	0	100.0000	0.0000

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend of ₹ 32.50 per equity share, for the year ended 31 March 2017							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	No. of outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	favour on votes polled	against on votes polled
Promoter and Promoter Group	E-Voting	48683170	48397076	99.4123	48397076	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		48397076	99.4123	48397076	0	100	0
Public- Institutions	E-Voting	23901112	22134787	92.6099	22134787	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		22134787	92.6099	22134787	0	100	0
Public- Non Institutions	E-Voting	38709228	13266368	34.2718	13266368	0	100.0000	0.0000
	Poll		19026	0.0492	19026	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13285394	34.321	13285394	0	100	0
	Total	111293510	83817257	75.3119	83817257	0	100.0000	0.0000

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Madhur Bajaj, who retires by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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
Promoter and Promoter Group	E-Voting	48683170	48397076	99.4123	48397076	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		48397076	99.4123	48397076	0	100	0
Public- Institutions	E-Voting	23901112	22134787	92.6099	21921118	213669	99.0346	0.9653
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		22134787	92.6099	21921118	213669	99.0347	0.9653
Public- Non Institutions	E-Voting	38709228	13266368	34.2718	13266157	211	99.9984	0.0015
	Poll		19026	0.0492	19026	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13285394	34.321	13285183	211	99.9984	0.0016
	Total	111293510	83817257	75.3119	83603377	213880	99.7448	0.2552

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of S R B C & Co LLP, Chartered Accountants, as Statutory Auditors for a term of five years and fixing their remuneration for the year 2017-18							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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
Promoter and Promoter Group	E-Voting	48683170	48397076	99.4123	48397076	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		48397076	99.4123	48397076	0	100	0
Public- Institutions	E-Voting	23901112	22134787	92.6099	22134787	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		22134787	92.6099	22134787	0	100	0
Public- Non Institutions	E-Voting	38709228	13266368	34.2718	13266332	36	99.9997	0.0002
	Poll		19026	0.0492	19026	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13285394	34.321	13285358	36	99.9997	0.0003
	Total	111293510	83817257	75.3119	83817221	36	100.0000	0.0000

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Sanjiv Bajaj as Managing Director for a fresh term of five years w.e.f. 1 April 2017 and fixing his remuneration							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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
Promoter and Promoter Group	E-Voting	48683170	48397076	99.4123	48397076	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		48397076	99.4123	48397076	0	100	0
Public- Institutions	E-Voting	23901112	22134787	92.6099	21959394	175393	99.2076	0.7923
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		22134787	92.6099	21959394	175393	99.2076	0.7924
Public- Non Institutions	E-Voting	38709228	13266368	34.2718	13266332	36	99.9997	0.0002
	Poll		19026	0.0492	19026	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13285394	34.321	13285358	36	99.9997	0.0003
	Total	111293510	83817257	75.3119	83641828	175429	99.7907	0.2093

Notes: Votes invalid / abstained / less voted are not considered in the voting results.

**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 72<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday 20<sup>th</sup> July, 2017 at 4.00 p.m. at Registered office of the Company at Mumbai-Pune road, Akurdi, Pune 411035.
2. The notice dated 18<sup>th</sup> May, 2017 convening the 72<sup>nd</sup> 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 72<sup>nd</sup> 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 Computershare Private Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities and instapoll.



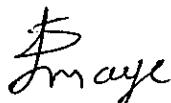
Shyamprasad D. Limaye

Company Secretary

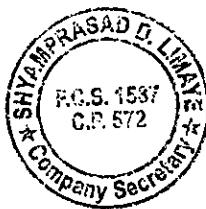
4. Further to the above, I submit my report as under:-

- i. The remote e-voting period remained open from Monday 17<sup>th</sup> July, 2017 (9:00 A.M) to Wednesday 19<sup>th</sup> July, 2017 (5:00 P.M).
- ii. The members who were on record of the Company as on the "cut-off date i.e. Thursday, 13<sup>th</sup> July, 2017, (End of Day) entitled to vote on the resolutions as set out in the notice of the 72<sup>nd</sup> Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Wednesday, 19<sup>th</sup> July, 2017 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Ms. Ketaki S. Akshikar who are not in the employment of the Company.
- iv. The instapoll was again provided at the 72<sup>nd</sup> Annual General Meeting on Thursday 20<sup>th</sup> July, 2017 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: 20/07/2017



Based on above the Resolutions No. 1 to 5 are passed with requisite majority.

For Bajaj Holdings & Investment Limited

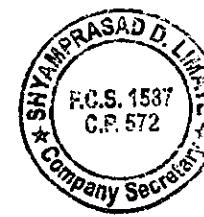


Rahul Bajaj  
Chairman

BAJAJ HOLDINGS & INVESTMENT LIMITED-20/07/2017-BAJAJ HOLDING & INV LTD,PUNE-411035

Ballot Control Report E-Voting & Instapoll MGT-13

Resolution ID	Resolution Desc	Mode	Ballot Received	Total Votes	Favour-Ballots	Favour-Votes	Favour-%	Against-Ballots	Against-Votes	Against-%	Abstain-Ballots	Abstain-Votes	Abstain-%
1	Adoption of standalone & consolidated financial statements for the year ended 31 March 2017 and Directors' and Auditors' Reports thereon	Electronic	241	83806082	241	83798231							
		Physical											
		Instapoll	42	19036	41	19026					1	10	
				283	83825118	282	83817257	99.99			1	10	
2	Declaration of dividend of Rs. 32.50 per equity share, for the year ended 31 March 2017	Electronic	241	83806082	241	83798231							
		Physical											
		Instapoll	42	19036	41	19026					1	10	
				283	83825118	282	83817257	99.99			1	10	
3	Re-appointment of Madhur Bajaj, who retires by rotation	Electronic	241	83806082	233	83584351		8	213880				
		Physical											
		Instapoll	42	19036	41	19026					1	10	
				283	83825118	274	83603377	99.74	8	213880	0.26	1	10
4	Appointment of S R B C & Co LLP, Chartered Accountants, as Statutory Auditors for a term of 5 years and fixing their remuneration for the year 2017-18	Electronic	241	83806082	240	83798195		1	36				
		Physical											
		Instapoll	42	19036	41	19026					1	10	
				283	83825118	281	83817221	99.99	1	36		1	10
5	Re-appointment of Sanjiv Bajaj as Managing Director for a fresh term of five years w.e.f. 1 April 2017 and fixing his remuneration	Electronic	241	83806082	238	83622802		3	175429				
		Physical											
		Instapoll	42	19036	41	19026					1	10	
				283	83825118	279	83641828	99.78	3	175429	0.21	1	10



*Shyamprasad*  
Shyamprasad D Limaye  
FCS 1587 CP 572