

26 July 2019

To  
Corporate Relations Department  
**BSE Limited**  
1<sup>st</sup> 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, 5<sup>th</sup> 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 74<sup>th</sup> 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 74<sup>th</sup> 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.

# BAJAJ

Bajaj Holdings & Investment Limited  
(Formerly Bajaj Auto Limited)

CIN: L65993PN1945PLC004656

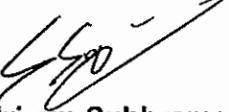
Regd. Office : Bajaj Auto Limited Complex,  
Mumbai Pune Road, Akurdi, Pune 411035.  
Tel.: 020-27472851, Fax: 020-27407380  
Website: [www.bhil.in](http://www.bhil.in)

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.

Kindly acknowledge and take the same on record.

Thanking you,

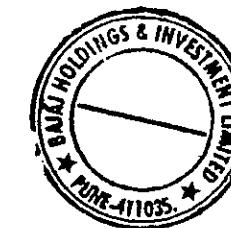
Yours truly,  
For Bajaj Holdings & Investment Limited

  
Sriram Subbramaniam  
Company Secretary

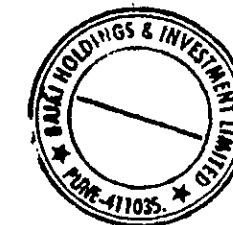
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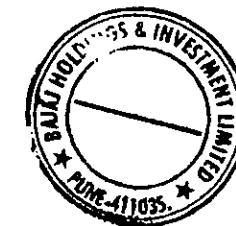
Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Directors' and Auditors' Reports thereon.								
Whether promoter/ promoter 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	Votes Invalid
Promoter and Promoter Group	E-Voting	5,51,53,396	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,82,91,957	1,68,25,823	91.9848	1,68,25,823	0	100.0000	0.0000	65,371
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,68,25,823	91.9848	1,68,25,823	0	100.0000	0.0000	65,371
Public- Non Institutions	E-Voting	3,78,48,157	83,36,505	22.0262	83,36,504	1	99.9999	0.0000	4
	Poll		10,478	0.0277	10,478	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		83,46,983	22.0539	83,46,982	1	100.0000	0.0000	4
	Total	15,12,93,510	8,03,25,127	72.1741	8,03,25,126	1	100.0000	0.0000	65,375



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a dividend.							
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	5,51,53,396	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total:</b>			<b>5,51,52,321</b>	<b>99.9981</b>	<b>5,51,52,321</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1,82,91,957	1,68,91,194	92.3422	1,68,91,194	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total:</b>			<b>1,68,91,194</b>	<b>92.3422</b>	<b>1,68,91,194</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	3,78,48,157	83,36,509	22.0262	83,36,508	1	99.9999	0.0000
	Poll		10,478	0.0277	10,478	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total:</b>			<b>83,46,987</b>	<b>22.0539</b>	<b>83,46,986</b>	<b>1</b>	<b>100.0000</b>
<b>Total:</b>		<b>11,12,93,510</b>	<b>8.03,90,502</b>	<b>11,12,93,529</b>	<b>8.03,90,501</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>



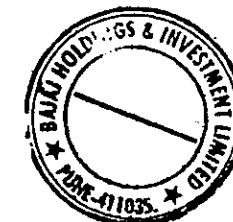
Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Rajivnayan Rahulkumar Bajaj (DIN 00018262), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.								
Whether 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	Votes Invalid
Promoter and Promoter Group	E-Voting	5,51,53,396	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,82,91,957	1,68,91,194	92.3422	1,58,94,243	9,96,951	94.0978	5.9021	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,68,91,194	92.3422	1,58,94,243	9,96,951	94.0978	5.9022	0
Public- Non Institutions	E-Voting	3,78,48,157	83,36,509	22.0262	83,36,508	1	99.9999	0.0000	0
	Poll		10,478	0.0277	10,478	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	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	7,93,93,550	9,96,952	98.7599	1.2401	0



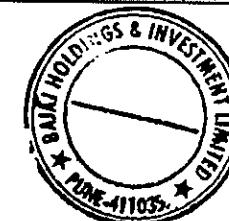
Resolution No.	4	ORDINARY - Appointment of Anami N Roy as an Independent Director of the Company for a first term of five consecutive years with effect from 1 April 2019							
Resolution required: (Ordinary/ Special)	No								
Whether promoter/ promoter group are interested in the agenda/resolution?	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	Votes Invalid
Promoter and Promoter Group	E-Voting	5,51,53,396	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,82,91,957	1,68,91,194	92.3422	1,68,36,944	54,250	99.6788	0.3211	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,68,91,194	92.3422	1,68,36,944	54,250	99.6788	0.3212	0
Public- Non Institutions	E-Voting	3,78,48,157	83,36,509	22.0262	83,36,128	381	99.9954	0.0045	0
	Poll		10,478	0.0277	10,478	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		83,46,987	22.0539	83,46,606	381	99.9954	0.0046	0
Total		1,12,99,510	803,90,503	70,23,99	803,35,374	54,631	99.9320	0.0680	0



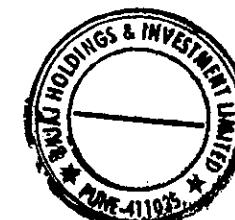
Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Nirajkumar Ramkrishnaji Bajaj as a Non-Executive and Non-Independent Director of the Company with effect from 18 May 2019							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	5,51,53,396	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			5,51,52,321	99.9981	5,51,52,321	0	100.0000
Public- Institutions	E-Voting	1,82,91,957	1,68,91,194	92.3422	1,62,79,846	6,11,348	96.3806	3.6193
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			1,68,91,194	92.3422	1,62,79,846	6,11,348	96.3807
Public- Non Institutions	E-Voting	3,78,48,157	83,36,509	22.0262	83,36,213	296	99.9964	0.0035
	Poll		10,478	0.0277	10,478	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			83,46,987	22.0539	83,46,691	296	99.9965
	Total	110,93,610	803,90,502	72,23,29	197,70,858	6,11,644	99.9392	0.7608



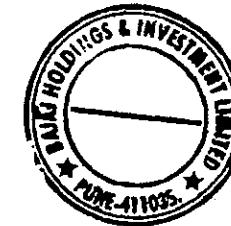
Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019								
Whether promoter/ promoter group are interested in the agenda/resolution?	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	Votes Invalid
Promoter and Promoter Group	E-Voting	5,51,53,396	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5,51,52,321</b>	<b>99.9981</b>	<b>5,51,52,321</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	1,82,91,957	1,68,91,194	92.3422	1,54,79,330	14,11,864	91.6414	8.3585	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,68,91,194</b>	<b>92.3422</b>	<b>1,54,79,330</b>	<b>14,11,864</b>	<b>91.6414</b>	<b>8.3586</b>	<b>0</b>
Public- Non Institutions	E-Voting	3,78,48,157	83,36,509	22.0262	82,90,107	46,402	99.4433	0.5566	0
	Poll		10,478	0.0277	10,478	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>83,46,987</b>	<b>22.0539</b>	<b>83,00,585</b>	<b>46,402</b>	<b>99.4441</b>	<b>0.5559</b>	<b>0</b>
	<b>Total</b>	<b>11,12,03,510</b>	<b>8,03,90,502</b>	<b>72.2329</b>	<b>7,89,32,236</b>	<b>14,58,266</b>	<b>98.1860</b>	<b>1.8140</b>	<b>0</b>



Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - 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								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	5,51,53,396	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,82,91,957	1,68,91,194	92.3422	1,50,45,290	18,45,904	89.0717	10.9282	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,68,91,194	92.3422	1,50,45,290	18,45,904	89.0718	10.9282	0
Public- Non Institutions	E-Voting	3,78,48,157	83,36,509	22.0262	82,90,427	46,082	99.4472	0.5527	0
	Poll		10,478	0.0277	10,478	0	100.0000	0.0000	0
	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
	Total	11,12,93,510	8,03,00,502	72.2329	7,94,98,516	18,91,986	97.6465	2,3535	0



Resolution No.	8																
Resolution required: (Ordinary/ Special)	SPECIAL - 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																
Whether promoter/promoter group are interested in the agenda/resolution?	Yes																
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	Votes Invalid								
Promoter and Promoter Group	E-Voting	5,51,53,396	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0								
	Poll		0	0.0000	0	0	0.0000	0.0000	0								
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0								
	<b>Total:</b>		<b>5,51,52,321</b>	<b>99.9981</b>	<b>5,51,52,321</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>								
Public- Institutions	E-Voting	1,82,91,957	1,68,91,194	92.3422	1,68,82,099	9,095	99.9461	0.0538	0								
	Poll		0	0.0000	0	0	0.0000	0.0000	0								
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0								
	<b>Total:</b>		<b>1,68,91,194</b>	<b>92.3422</b>	<b>1,68,82,099</b>	<b>9,095</b>	<b>99.9462</b>	<b>0.0538</b>	<b>0</b>								
Public- Non Institutions	E-Voting	3,78,48,157	83,36,509	22.0262	83,35,828	681	99.9918	0.0081	0								
	Poll		10,478	0.0277	10,478	0	100.0000	0.0000	0								
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0								
	<b>Total:</b>		<b>83,46,987</b>	<b>22.0539</b>	<b>83,46,306</b>	<b>681</b>	<b>99.9918</b>	<b>0.0082</b>	<b>0</b>								
<b>Total:</b>		<b>11,12,93,510</b>	<b>8,03,90,502</b>	<b>72.2329</b>	<b>8,03,80,726</b>	<b>9776</b>	<b>99.9878</b>	<b>0.0122</b>	<b>0</b>								



Resolution No.	9								
Resolution required: (Ordinary/ Special)	SPECIAL- 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								
Whether promoter/ promoter group are interested in the agenda/ resolution?									
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	Votes Invalid
Promoter and Promoter Group	E-Voting	5,51,53,396	5,51,52,321	99.9981	5,51,52,321	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5,51,52,321</b>	<b>99.9981</b>	<b>5,51,52,321</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	1,82,91,957	1,68,91,194	92.3422	1,63,48,645	5,42,549	96.7879	3.2120	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1,68,91,194</b>	<b>92.3422</b>	<b>1,63,48,645</b>	<b>5,42,549</b>	<b>96.7880</b>	<b>3.2120</b>	<b>0</b>
Public- Non Institutions	E-Voting	3,78,48,157	83,36,509	22.0262	83,36,504	5	99.9999	0.0000	0
	Poll		10,478	0.0277	10,478	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>83,46,987</b>	<b>22.0539</b>	<b>83,46,982</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>
	<b>Total</b>	<b>11,12,93,510</b>	<b>8,03,90,502</b>	<b>72.2329</b>	<b>7,98,47,948</b>	<b>5,42,554</b>	<b>99.3251</b>	<b>0.6749</b>	<b>0</b>



**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 74<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday, 26<sup>th</sup> July, 2019 at 4.00 p.m. at Registered office of the Company at Mumbai-Pune road, Akurdi, Pune 411035.
2. The notice dated 17<sup>th</sup> May, 2019 convening the 74<sup>th</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 74<sup>th</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 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, 23<sup>rd</sup> July, 2019 (9:00 A.M) to Thursday, 25<sup>th</sup> July, 2019 (5:00 P.M).

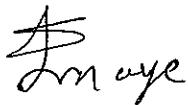


Shyamprasad D. Limaye

Company Secretary

- ii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 19<sup>th</sup> July, 2019, (End of Day) entitled to vote on the resolutions as set out in the notice of the 74<sup>th</sup> Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Thursday, 25<sup>th</sup> 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 74<sup>th</sup> Annual General Meeting on Friday, 26<sup>th</sup> 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



Niraj Bajaj  
Chairman

BAJAJ HOLDINGS & INVESTMENT LIMITED-26/07/2019- eVoting and Instapoll

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		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 re-appointment.	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 Parmnani 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
9	Approval for continuation of Rahul Kumar 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

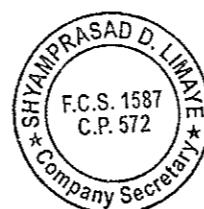


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Shyamprasad D. Limaye  
Company Secretary  
FCS 1587 CP 572

BAJAJ HOLDINGS & INVESTMENT LIMITED-26/07/2019- Evoting

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted	
		Ballots	Votes	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.	271	80390028	268	80314648	100.00	1	1	0.00	0	0	2	65375	10004	
2	To declare a dividend.	271	80390028	270	80380023	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 re-appointment.	271	80390028	257	79383072	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	271	80390028	265	80325393	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	271	80390028	258	79768380	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	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	<b>78488038</b>	<b>97.65</b>	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	<b>80370248</b>	<b>99.99</b>	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	<b>79837470</b>	<b>99.33</b>	6	542554	0.68	0	0	0	0	10004

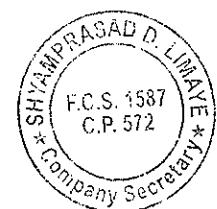


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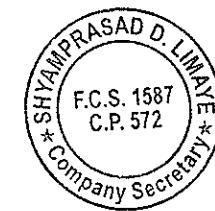
Shyamprasad D. Limaye  
Company Secretatry  
FCS 1587 CP 572

BAJAJ HOLDINGS & INVESTMENT LIMITED-26/07/2019- Instapoll

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted	
		Ballots	Votes	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.	42	10478	42	10478	100	0	0	0	0	0	0	0	0	0
2	To declare a dividend.	42	10478	42	10478	100	0	0	0	0	0	0	0	0	0
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 re-appointment.	42	10478	42	10478	100	0	0	0	0	0	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	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	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	0	0	0	0	0	0	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	<b>10478</b>	<b>100</b>	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	<b>10478</b>	<b>100</b>	0	0	0	0	0	0	0
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	<b>10478</b>	<b>100</b>	0	0	0	0	0	0	0



  
 Shyamprasad D. Limaye  
 Company Secretary  
 FCS 1587 CP 572