

20 November 2021

To Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street Mumbai 400 001	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
BSE Code: 500490	NSE Code: BAJAJHLDNG

Dear Sir/Madam,

Sub: Result of Postal Ballot and submission of voting result under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015")

In continuation to our letter dated 18 October 2021, the Members of the Company on 17 November 2021, has approved the following :

- Appointment of Dr. Arindam Kumar Bhattacharya as an Independent Director of the Company with effect from 17 September 2021; and
- Appointment of M/s. Kalyaniwalla & Mistry LLP (Firm Registration No. 104607W/W100166), as Statutory Auditors of the Company with effect from 17 November 2021.

Pursuant to Regulation 44 of the SEBI Listing Regulations, 2015, we hereby submit the results of the e-voting pursuant to the Postal Ballot, for the resolutions as specified in the Postal Ballot Notice dated 17 September 2021.

The e-voting for Postal Ballot commenced on 19 October 2021 at 9.00 a.m. (IST) and concluded on 17 November 2021 at 5.00 p.m. (IST).

The said resolutions were passed with the requisite majority. The resolutions are deemed as passed on the last date of the e-voting, i.e., 17 November 2021.

The Report of the Scrutiniser viz., Shri Shyamprasad D Limaye, Practising Company Secretary, is enclosed herewith.

Thanking you,

Yours faithfully,
For Bajaj Holdings & Investment Limited


Sriram Subramaniam
Company Secretary



Email ID: ssubramaniam@bhil.in

Scrutiniser's Report

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

To,
The Managing Director & CEO,
Bajaj Holdings & Investment Limited,
CIN: L65100PN1945PLC004656
Mumbai Pune Road
Akurdi, Pune 411035.

Dear Sir,

1. I, Shyamprasad D Limaye, a Company Secretary in practice, have been appointed by the Board of Directors of Bajaj Holdings & Investment Limited ("the Company") as a Scrutiniser for the purpose of scrutinising the e-voting for 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, on the resolutions contained in the postal ballot notice dated 17th September, 2021 ("the resolutions").
2. There were no postal ballot forms in view of the guidelines prescribed 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 and General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular 39/2020 dated 31 December 2020 and General Circular 10/2021 dated 23 June 2021 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")
3. The notice dated 17th September, 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 in respect of the resolutions to be passed, through postal ballot via remote electronic voting ('e-voting'). The Company had provided remote e-voting facility to the members to vote on the resolutions through the electronic voting platform provided by KFin Technologies Private Limited ("KFin").
4. 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 via remote e-voting on the resolutions for approval of the members of the Company. My responsibility as a Scrutinizer for the postal ballot via remote e-voting is restricted to make a Scrutinizer's report of the votes cast in



"favour" or "against" the resolutions and "abstained" votes, based on the reports generated from the e-voting platform provided by KFin.

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

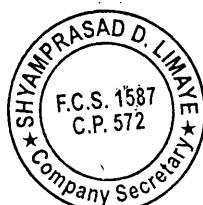
- i. The Company has completed dispatch of Notice on Monday 18 October, 2021:
 - a) dispatch of postal ballot notice, electronically, to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 8 October 2021, (End of Day) through their registered email ID.
 - b) The remote e-voting period remained open from Tuesday, 19 October 2021 at 9.00 a.m. to Wednesday, 17 November 2021 at 5.00 p.m.
- ii. The members whose names appeared in the register of members as on the "cut-off" date i.e. Friday, 8 October 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 Wednesday, 17 November 2021 immediately after the completion of voting hours.
- iv. Thereafter considering votes through remote e-voting the result of the voting is given below. The details containing, *inter alia*, votes cast in "favor" or "against" on the resolutions that were put to vote, and whose votes became invalid and number of votes abstained from voting, were generated from the e-voting website of KFin -i.e. <https://evoting.kfintech.com> and my report is based on such reports generated.

Resolution No. 1 Ordinary Resolution for Appointment of Dr. Arindam Kumar Bhattacharya as an Independent Director for a term of five consecutive years, w.e.f., 17 September 2021

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	** 476	*8,43,16,515	100.00%
2	Votes with Assent	455	80926156	95.98%
3	Votes with Dissent	13	755	0.00%
4	Abstain Votes	8	3389604	4.02%

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

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



Resolution No. 2 Ordinary Resolution for Appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, as Statutory Auditors and to fix their remuneration

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	**476	*84316515	100.00%
2	Votes with Assent	460	80673601	95.68%
3	Votes with Dissent	12	255858	0.30%
4	Abstain Votes	5	3387056	4.02%

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

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

Thanking You,

Yours faithfully,



Shyamprasad Limaye

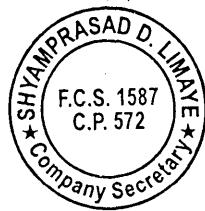
Company Secretary

Membership No. FCS 1587 CP 572

Place: Pune

Date: 19th November, 2021

UDIN: F001587C001484301



Bajaj Holdings & Investment Limited

(formerly Bajaj Auto Limited)

CIN: L65100PN1945PLC004656

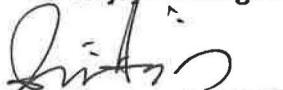
Regd. Office : Bajaj Auto Limited Complex,
Mumbai Pune Road, Akurdi, Pune 411035.

Tel: 020-27472851, Fax: 020-27407380

Website: www.bhil.in

Based on the foregoing, I hereby declare that the Resolutions 1 and 2 above, have been passed with the requisite majority.

For Bajaj Holdings & Investment Limited



Sanjivnayan Bajaj
Managing Director & CEO



Date: 20 November 2021



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Arindam Kumar Bhattacharya as an Independent Director for a term of five consecutive years w.e.f. 17 September 2021				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55720298	54858641	98.4536	54858641	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0	0
	Total	55720298	54858641	98.4536	54858641	0	100.0000	0.0000
Public- Institutions	E-Voting	18383641	17471897	95.0405	17471897	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0	0
	Total	18383641	17471897	95.0405	17471897	0	100.0000	0.0000
Public- Non Institutions	E-Voting	37189571	8596373	23.1150	8595618	755	99.9912	0.0088
	Poll		0	0.0000	00	0	0	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0	0
	Total	37189571	8596373	23.1150	8595618	755	99.9912	0.0088
Total				80926911	72.7149	80926156	755	99.9991 0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55720298	54858641	98.4536	54858641	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0	0
	Total	55720298	54858641	98.4536	54858641	0	100.0000	0.0000
Public- Institutions	E-Voting	18383641	17474393	95.0540	17218887	255506	98.5378	1.4622
	Poll		0	0.0000	00	0	0	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0	0
	Total	18383641	17474393	95.0540	17218887	255506	98.5378	1.4622
Public- Non Institutions	E-Voting	37189571	8596425	23.1151	8596073	352	99.9959	0.0041
	Poll		0	0.0000	00	0	0	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0	0
	Total	37189571	8596425	23.1151	8596073	352	99.9959	0.0041
Total				111293510	80929459	72.7171	80673601	255858
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	