

# 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

13 February 2020

Corporate Relations Department <b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Mumbai 400 001 Email: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a>	Corporate Relations Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), MUMBAI 400 051 Email: <a href="mailto:cmist@nse.co.in">cmist@nse.co.in</a>
<b>BSE Code: 500490</b>	<b>NSE Code: BAJAJHLDNG</b>

Dear Sir/Madam,

**Sub: Submission of Postal Ballot Notice & Form**

The Board of Directors at its meeting held on 30 January 2020 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company on Resolutions as set out in the said Notice.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice, together with Explanatory Statement and Postal Ballot Form sent to the members of the Company whose names appeared on the Register of Members / List of Beneficial Owners as on Friday, 31 January 2020 i.e. cut-off date.

This is for your information please.

Thanking you,

Yours faithfully,  
For Bajaj Holdings & Investment Limited,

  
Srikanth Subbramaniam  
Company Secretary

Encl: as above



## BAJAJ HOLDINGS & INVESTMENT LIMITED

CIN: L65993PN1945PLC004656

Registered Office: Bajaj Auto Limited Complex,

Mumbai-Pune Road, Akurdi, Pune - 411 035

Tel + 020 66107150

Website: [www.bhil.in](http://www.bhil.in)

E-mail: [investors@bhil.in](mailto:investors@bhil.in)

### POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

To the members of the Company,

Notice is hereby given that approval of the members of Bajaj Holdings & Investment Limited (**the "Company"**) is sought for the following resolutions through voting by postal ballot in accordance with Sections 110 and 108 of the Companies Act, 2013 (**the "Act"**) read with the Companies (Management and Administration) Rules, 2014, as amended (**the "Rules"**), Secretarial Standards – 2 on general meetings (**the "SS-2"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**the "SEBI Listing Regulations"**) and other applicable laws and regulations.

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

The Company has appointed Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572), as Scrutinizer for conducting the Postal Ballot including remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through remote e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, i.e. 5:00 p.m. on 14 March 2020. Postal Ballot Forms received after this day will be treated as 'invalid'. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI Listing Regulations, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of Postal Ballot (including e-voting) and the results of voting by means of Postal Ballot (including voting through electronic means) shall be declared by the Chairman or any other person authorised by him by 16 March 2020, at the Registered Office of the Company and also by placing the same on the Company's website at <http://www.bhil.in/inv/miscellaneous.html> and on the website of KFin Technologies Pvt Ltd. at <https://evoting.karvy.com>. The results will simultaneously be communicated to the Stock Exchanges.

#### SPECIAL BUSINESS:

##### 1. Approval for alteration in Objects Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authority(ies), which the Board of Directors is authorised to accept, as it may deem fit, consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company, such that the existing Clause III of the MOA of the Company be altered by replacement and substitution of the same with the new clauses viz. Clause III (a) and Clause (III) (b) respectively."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

##### 2. Approval for adoption of new set of Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), and as approved and recommended by the Board of Directors, the new set of Articles of Association of the Company, be and is hereby approved and adopted in total exclusion, substitution and supersession of the existing Articles of Association of the Company."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

### 3. Approval to fix the Foreign Portfolio Investors' investment limit

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and all other applicable acts, rules, regulations, provisions, circulars and guidelines (including any amendment, variation, statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions if any, and to the extent required of appropriate regulatory/statutory authorities including but not limited to the Reserve Bank of India or Securities and Exchange Board of India, consent of the Company be and is hereby accorded for investment in the equity shares of the Company by and/or on behalf of Foreign Portfolio Investors (FPIs), either through the primary or secondary markets, under the Portfolio Investment Scheme or any other scheme, such that the aggregate foreign portfolio holdings/investments does not exceed 24 per cent of the equity paid-up share capital at any point of time on a fully diluted basis or such other limit as may be prescribed by any regulatory authority or under any law for the time being in force."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

### 4. Approval for payment of remuneration to Managing Director & CEO of the Company

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED that in addition to the special resolution passed by the shareholders at the Seventy Second (72<sup>nd</sup>) Annual General Meeting of the Company held on 20 July 2017, pursuant to the provisions of sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') and Rules made thereunder read with Schedule V of the Act, and approval by the Board of Directors at its meeting held on 30 January 2020 and in accordance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for the payment of remuneration to Sanjivnayan Rahul Kumar Bajaj (DIN 00014615), Managing Director & CEO, being part of the promoter group, for each of the financial years from 2019-20 & onwards until the expiry of his remaining term up to 31 March 2022, notwithstanding that it may exceed 5% of the net profits of the Company PROVIDED THAT the payment of such remuneration shall be within the overall limits approved by the members of the Company at the time of approving the appointment & remuneration of Sanjivnayan Rahul Kumar Bajaj in the annual general meeting held on 20 July 2017."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

**By order of the Board of Directors  
For Bajaj Holdings & Investment Ltd.**

Place : Pune

Date : 30 January 2020

**Sriram Subbramianiam  
Company Secretary**

#### NOTES:

1. Statement pertaining to the said resolutions setting out the facts, concerning the items and the reason thereof, as required under Section 102(1) of the Act, for the above item of business is annexed to this Notice.
2. In compliance with provisions of Section 110 and Section 108 of the Act, read with the Rules, as amended, SS-2 and Regulation 44 of SEBI Listing Regulations, the Company is providing facility to the members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by KFin Technologies Private Limited ('KFin') to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions covered in Postal Ballot Notice.
3. Members can opt for only one mode of voting i.e. either Postal Ballot Form or remote e-voting. In case any member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
4. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with postage pre-paid Business Reply Envelope addressed to the Scrutinizer.
5. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members / Statements of Beneficial ownership maintained by the Depositories as on the close of business hours on **31 January 2020**.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on **31 January 2020** ("**Cut-off date**"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
7. A member cannot exercise his vote by proxy on Postal Ballot.

8. The remote e-voting period commences on **14 February 2020 at 9:00 a.m.** (IST) and ends on **14 March 2020 at 5:00 p.m.** (IST). During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, **31 January 2020**, may cast their vote electronically. The e-voting module shall be disabled by KFin thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid Business Reply Envelope to the Scrutinizer Shyamprasad D Limaye, Practising Company Secretary, so that it reaches the Scrutinizer not later than 5.00 p.m. IST on 14 March 2020. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. IST on 14 March 2020, it will be considered that no reply from the member has been received.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, 14 March 2020.
11. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office from Monday to Friday from 10.00 am to 12.30 pm except holidays from the date of despatch of this Postal Ballot Notice.
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents i.e., KFin / Depository Participant(s) for sending future communication(s) in electronic form.
13. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. The Postal Ballot notice is being uploaded on the Company's website at <http://www.bhil.in/inv/miscellaneous.html> and of KFin at <https://evoting.karvy.com>
16. **INSTRUCTIONS FOR VOTING**
  - A. For members who receive Notice of Postal Ballot through email:
    - i. Initial password is provided in the body of the email.
    - ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
    - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
    - iv. After entering the details appropriately, click on LOGIN.
    - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi. You need to login again with the new credentials.
    - vii. On successful login, the system will prompt you to select the EVENT i.e. Bajaj Holdings & Investment Limited.
    - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
    - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
    - x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
    - xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BHIL\_EVENT No.'
    - xii. Members can cast their vote online from 14 February 2020 (9.00 a.m.) till 14 March 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).
- xiv. Members may alternatively cast their votes using the postal ballot form which can be downloaded from the Company's website viz., <http://www.bhil.in/inv/miscellaneous.html> and also on the website of KFin viz., <https://evoting.karvy.com>. Please refer instructions provided in the postal ballot form.

B. For members who receive the Notice of postal ballot in physical form:

- i. Members holding shares either in dematerialised or physical form who are in receipt of Notice in physical form, may cast their votes using the postal ballot form enclosed to this Notice. Please read carefully instructions provided in the postal ballot form and return the same, duly completed along with assent ('FOR') or dissent ('AGAINST'), in the enclosed pre-paid self-addressed business reply envelope to the Scrutinizer, Shyamprasad D Limaye, Practising Company Secretary, Unit: Bajaj Holdings & Investment Limited, C/o KFin Technologies Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, such that it reaches by 14 March 2020. Postal Ballot forms received from the members after 14 March 2020 (5.00 p.m.) will be strictly treated as if no reply has been received from the Member(s). Incomplete, unsigned, defaced or mutilated postal ballot form will be rejected and the Scrutinizer's decision on the validity of a postal ballot form and the votes cast will be final and binding.
- ii. Members may alternatively opt for remote e-voting, for which the User ID & initial password is provided at the bottom of the postal ballot form.
- iii. Please follow steps from Sr. No.(ii) to (xiii) under heading 'A' above to vote through remote e-voting platform.

C. General instructions:

- i. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- ii. Once the vote on a resolution is cast by the member, the member shall not be allowed to change the vote subsequently. A member cannot vote both by postal ballot and remote e-voting and if he votes both by postal ballot and remote e-voting, his vote by postal ballot shall be treated as invalid.

17. The Scrutinizer shall, after conclusion of the voting period and completion of the scrutiny, submit his consolidated report to the Company. The result of voting by means of Postal Ballot (including voting through electronic means) shall be declared by the Chairman or any other person authorised by him by 16 March 2020 at the Registered Office of the Company and also by placing the same on the Company's website at <http://www.bhil.in/inv/miscellaneous.html> and on the website of KFin at <https://evoting.karvy.com> and the results will simultaneously be communicated to the Stock Exchanges.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT

### Item No. 1 of the Notice:

Bajaj Holdings & Investment Ltd. was originally incorporated as Bachhraj Trading Corporation Pvt. Ltd. (BTCL) on 29 November 1945. BTCL later became Bajaj Auto Ltd. on 24 September 1960. At the time of demerger, which became effective from 20 February 2008, the Company got renamed to its present name i.e. Bajaj Holdings & Investment Ltd. ('the Company'). The Company, after the demerger is functioning as an Investment & Holding company & has ceased to be a manufacturing company. Since it has remained a company under the 1913 Act, the Objects Clause has remained in the format as in the erstwhile Act of 1913, which is permissible under the law.

It is proposed to amend the Objects Clause in the Memorandum of Association by altering the existing Clause III of the Objects of the Company with a new Clause III with an intent to revamp the entire provisions to bring the same in line with the provisions of the Act & to make it in conformity with the current Objects of the Company. This would also set out prominently the current investment activities of the Company.

Pursuant to the provisions of Section 13 of the Act, approval of the shareholders of the Company by special resolution is required for making alteration to the Objects Clause of the Memorandum of Association of the Company.

A copy of the proposed new Memorandum of Association containing the amended Objects Clause to be adopted is available for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 am to 12.30 pm except holidays from the date of dispatch of the notice, up to the last date of voting i.e., 14 March 2020 and is also available on the website of the Company at <http://www.bhil.in/inv/miscellaneous.html>

None of the Directors or key managerial personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding.

The Board commends the special resolution set out in item no. 1 of the Notice for approval by shareholders.

### Item No. 2 of the Notice:

The existing Articles of Association ('Articles') of the Company are based on the provisions of the erstwhile Companies Act, 1913 and the same do not contain provisions regarding Chairman Emeritus.



In light of the provisions of the Act, while amending the Articles, the Articles of the Company are required to be as per the form specified in Table F in Schedule I to the Act. The provisions contained in the new Articles, apart from the provisions regarding Chairman Emeritus, are proposed to be kept in line with model articles contained in Table F of the Act and accordingly, the Board at its meeting held on 30 January 2020 has accorded its consent to adopt new set of Articles.

Pursuant to the provisions of section 14 of the Act, approval of shareholders of the Company by special resolution is required for adoption of the new Articles to replace the existing Articles and accordingly, the approval of the shareholders is being sought for adoption of the new Articles.

A copy of the proposed new Articles to be adopted is available for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 am to 12.30 pm except holidays from the date of dispatch of the notice, up to the last date of voting i.e., 14 March 2020 and is also available on the website of the Company at <http://www.bhil.in/inv/miscellaneous.html>

None of the Directors or key managerial personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding.

The Board commends the special resolution set out in item no. 2 of the Notice for approval by shareholders.

#### **Item No. 3 of the Notice:**

As per the erstwhile Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, the total holdings of all FPIs including any other direct and indirect foreign investments in an Indian company were capped at 24% of paid-up equity share capital & any increase beyond 24% was subject to approval of Board and shareholders by way of a special resolution.

The Ministry of Finance (Department of Economic Affairs), vide its notification dated 17 October 2019, superseded the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018 with the introduction of Foreign Exchange Management (Non-debt Instruments) Rules, 2019. ("New rules")

As per the said new rules, the existing FPI limit with effect from 1 April 2020, will be the sectoral cap i.e. 100 per cent for the Company. The Company may, however, with approval of the Board and the shareholders (by means of a special resolution) decrease the said limit to 24%, 49% or 74% as the Company may choose on or before 31 March 2020.

Accordingly, as approved by the Board of Directors of the Company at its meeting held on 30 January 2020, considering the existing FPI investment in the Company at about 15%, the shareholders are requested to consider capping the limit for aggregate FPI investment to 24% of the equity paid-up share capital of the Company instead of 100% at any point of time on fully diluted basis.

None of the Directors or key managerial personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding.

The Board commends the special resolution set out in item no. 3 of the Notice for approval by shareholders.

#### **Item No. 4 of the Notice**

In accordance with the amended regulation 17(6)(e) of the SEBI Listing Regulations, with effect from 1 April 2019, any payment of remuneration to the Executive Director of the Company being promoters or members of the promoter group in excess of ₹ 5 crore or 2.5% of the net profits will require the approval of members of the Company by way of special resolution.

Further, pursuant to an amendment to section 197 of the Act, with effect from 12 September 2018, read with Schedule V thereto, remuneration payable to the Managing Director or Whole-time Director or Manager can exceed the maximum overall ceiling limits prescribed therein with the approval of shareholders in a general meeting by a special resolution.

The remuneration of Sanjivnayan Rahul Kumar Bajaj (Sanjiv Bajaj), Managing Director & CEO was approved by the members of the Company by special resolution at its Seventy Second (72<sup>nd</sup>) AGM held on 20 July 2017 in terms of provisions of section 197 of the Act, read with Schedule V thereof within the limits prescribed under the said provisions.

**The scale of salary, the perquisites and such other items as approved by the shareholders by way of special resolution at the (72<sup>nd</sup>) AGM held on 20 July 2017 are proposed to be kept unchanged. He will continue to be ineligible for any stock options. The same is in accordance with the Remuneration Policy of the Company.**

The current basic salary of Sanjiv Bajaj with effect from 1 April 2019 is ₹ 3,975,000 p.m., which is within the scale of ₹ 3,000,000 to ₹ 8,500,000 per month approved by the shareholders on 20 July 2017, and the Commission payable is up to thrice the annual salary. The said remuneration was approved by the Nomination and Remuneration Committee and Board of Directors at their meetings held on 17 May 2019. The remuneration drawn for the year 2018-19 was ₹ 191,338,949/-.

During the Financial year 2018-19, the Company's standalone profit after tax was ₹ 788 crores and the consolidated profit after tax was ₹ 3,048 crores.

## **Justification for seeking approval of Members**

### **(a) Changes in Accounting Standards**

As required under law, the Company is presenting its financial statements as per the applicable Indian Accounting Standards. Accounting for investments is governed by Ind AS 109. Consequent upon the applicability of the said Accounting Standard, there are changes arising in the accounting treatment of certain items of investment income, which flow through Other Comprehensive Income instead of Statement of Profit and Loss. It has impacted substantially the net profits as per Section 198 of the Act for Investment company(ies). The Company, being an investment company, is also getting impacted for these reasons.

In view of the same, there may arise a situation, when the remuneration that may be paid yearly to Sanjiv Bajaj could exceed 2.5% or 5% of the net profits of the Company as per provisions referred to above, which may necessitate seeking a fresh approval of the shareholders by way of special resolution under Regulation 17(6)(e) of the SEBI Listing Regulations and/or Section 197 of the Act, as the case may be.

Accordingly, an approval is being sought from the members as an enabling provision for the financial year 2019-20 and for the remaining term of his tenure up to 31 March 2022 for remuneration payable to Sanjiv Bajaj, notwithstanding that it may exceed 2.5% or 5% of net profits as per the provisions referred to above. There is, however, no revision in the other limits approved by the members of the Company at the time of approving the appointment & remuneration of Sanjiv Bajaj in the annual general meeting held on 20 July 2017.

### **(b) Contribution of Sanjiv Bajaj**

Sanjiv Bajaj plays an active role in running the Company and its subsidiaries & associates. He provides visionary, long-term strategic direction to the various group companies in order to deliver sustained profitable growth for its stakeholders, drives key strategic initiatives to future proof the group business from disruptions in business models, customer shifts, technology and evolving competition. He actively engages with and supports key stakeholders, regulatory bodies and industry forums in policy formulation with a balanced perspective. He conducts structured reviews of each business, monitoring progress on key planned initiatives, engaging with the CEOs of the individual businesses of the group on strategy in identifying projects of strategic importance to each business and the group. Succession planning for key managerial personnel, setting governance standards and driving group HR, digital and other initiatives are key elements of his contribution.

In recommending the above proposal, the Board of Directors has taken into account this profile, his contribution to the performance of the investment business & salary of other senior managerial personnel across the Company and its associates. His remuneration is commensurate with remuneration paid to counterparts in comparable companies in the financial services as well as other industries with conglomerate structures. The Company, an Investment and Holding company, majorly derives its value from the performance of its various businesses, which is reflected in its consolidated results.

Sanjiv Bajaj has won many awards, including the prestigious ET Business Leader of the year India 2018 award (the most prestigious business awards in India) by the Economic Times Group & Entrepreneur of the Year Award 2019 by All India Management Association (AIMA) Managing India Awards and EY Entrepreneur of the Year, India 2017.

He was also elected as Chairman of the Confederation of Indian Industry, Western region for FY 2019-20. He was also appointed in the Monetary Authority of Singapore International Technology Advisory Panel for a period of two years with effect from 20 June 2018 and as a Member of the International Advisory Board of Allianz SE for a further period of three years commencing from 1 January 2019.

### **Brief Resume**

Sanjiv Bajaj, 50, is B.E. (Mech), first class with distinction (8th on merit list) from the University of Pune, M. Sc (Manufacturing Systems Engg) with distinction from the University of Warwick, UK and MBA from Harvard Business School, USA. He is the Managing Director & CEO of the Company with effect from 1 April 2012 (earlier its non-executive director).

He is also the Managing Director & CEO of Bajaj Finserv Ltd. (since 20 February 2008). Bajaj Finserv operates in the insurance business through Bajaj Allianz Life Insurance Company Ltd. and Bajaj Allianz General Insurance Company Ltd., as well as in the lending business through Bajaj Finance Ltd. His role includes guiding the current businesses and building new ones in the financial services space. He is responsible for the performance of the Company on a consolidated level across its businesses.

He is also the Chairman of Bajaj Allianz Life Insurance Company and Bajaj Allianz General Insurance Company since 1 April 2013 and Vice Chairman of Bajaj Finance Ltd. since 15 October 2013.

He is also the non-executive director of Bajaj Auto Ltd.

None of the Directors, key managerial personnel or their relatives except Sanjiv Bajaj and Rajiv Bajaj are concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding.

The Board commends the special resolution set out in item no.4 of the Notice for approval by shareholders.

**By order of the Board of Directors  
For Bajaj Holdings & Investment Ltd.**

Place : Pune  
Date : 30 January 2020

**Sriram Subbramaniam  
Company Secretary**





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# BAJAJ HOLDINGS & INVESTMENT LIMITED

CIN: L65993PN1945PLC004656

Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411 035  
Tel + 020 66107150 Website: [www.bhil.in](http://www.bhil.in); E-mail: [investors@bhil.in](mailto:investors@bhil.in)

## POSTAL BALLOT FORM

Serial No. \_\_\_\_\_

(1) Name(s) of Member(s)  
(including joint-holders, if any)

(2) Registered address of the Sole / First  
named member

(3) Folio No. / DP ID /Client ID No\*  
(\*Applicable to members holding  
shares in dematerialized form)

(4) No. of share(s) held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot/ remote e-voting for the business stated in the Postal Ballot Notice of the Company dated 30 January 2020, by conveying my /our assent (For) or Dissent (Against) to the said Special Resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Approval for alteration in Objects Clause of the Memorandum of Association			
2	Approval for adoption of new set of Articles of Association			
3	Approval to fix the Foreign Portfolio Investors' investment limit			
4	Approval for payment of remuneration to Managing Director & CEO of the Company			

Place \_\_\_\_\_  
Date \_\_\_\_\_  
Signature of the Sole/First named member

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Facility to exercise vote(s) by means of Postal Ballot, including remote e-voting, will be available during the following period.

Commencement of Voting	End of Voting
14 February 2020 at 9:00 a.m. (IST)	14 March 2020 at 5:00 p.m. (IST)

**Note:** Please read the instructions printed overleaf before filling this form. For remote e-voting, please refer instructions under Note no. 16 in the Postal Ballot Notice sent herewith.

# BAJAJ HOLDINGS & INVESTMENT LIMITED

CIN: L65993PN1945PLC004656

Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411 035  
Tel + 020 66107150 Website: [www.bhil.in](http://www.bhil.in); E-mail: [investors@bhil.in](mailto:investors@bhil.in)

## POSTAL BALLOT FORM

Serial No. \_\_\_\_\_

(1) Name(s) of Member(s)  
(including joint-holders, if any)

(2) Registered address of the Sole / First  
named member

(3) Folio No. / DP ID /Client ID No\*  
(\*Applicable to members holding  
shares in dematerialized form)

(4) No. of share(s) held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot/ remote e-voting for the business stated in the Postal Ballot Notice of the Company dated 30 January 2020, by conveying my /our assent (For) or Dissent (Against) to the said Special Resolutions by placing the tick (✓) mark at the appropriate box below:

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2	Approval for adoption of new set of Articles of Association			
3	Approval to fix the Foreign Portfolio Investors' investment limit			
4	Approval for payment of remuneration to Managing Director & CEO of the Company			

Place \_\_\_\_\_  
Date \_\_\_\_\_  
Signature of the Sole/First named member

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Facility to exercise vote(s) by means of Postal Ballot, including remote e-voting, will be available during the following period.

Commencement of Voting	End of Voting
14 February 2020 at 9:00 a.m. (IST)	14 March 2020 at 5:00 p.m. (IST)

**Note:** Please read the instructions printed overleaf before filling this form. For remote e-voting, please refer instructions under Note no. 16 in the Postal Ballot Notice sent herewith.

## INSTRUCTIONS

- 1) A member entitled to vote and desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and return the same, in the enclosed pre-paid self-addressed business reply envelope to Shyamprasad D Limaye, Practising Company Secretary, (FCS No. 1587, CP No. 572), who is appointed by the Board of Directors as Scrutinizer for the postal ballot process.
- 2) Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- 3) Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier at the expense of the member, will also be accepted.
- 4) Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company's share transfer agent i.e. KFin Technologies Pvt. Ltd. /Depository Participant(s). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named member.
- 5) In case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/authority letter and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite instructions to the person voting on the Postal Ballot Form.
- 6) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- 7) Additionally, please note that the Postal Ballot Form shall be considered invalid if:
  - a) A form other than the one issued by the Company has been used;
  - b) It is not possible to determine without any doubt the assent or dissent of the member;
  - c) Neither assent or dissent is mentioned;
  - d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
  - e) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
  - f) The member has made any amendment to the resolution or imposed any condition while exercising his vote.
- 8) The right of voting by Postal Ballot cannot be exercised by a Proxy.
- 9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member(s) on **31 January 2020 (cut-off date)**.
- 10) Duly completed Postal Ballot form should reach the scrutinizer not later than 5.00 p.m. IST on Saturday, 14 March 2020. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
- 11) A member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website ([www.bhil.in](http://www.bhil.in)) and the same duly completed should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a member, the last received form would be considered and the earlier received form(s) would be considered invalid.
- 12) The Company is pleased to offer remote e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in the Notice of the Postal Ballot dated 30 January 2020.
- 13) A member can opt for only one mode of voting, i.e. either through remote e-voting or by Postal Ballot Form. If a member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.

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