

3 July 2023

To, Corporate Relations Department BSE Limited DCS - CRD Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Scrip Code: 500490	To, Corporate Listing Department National Stock Exchange of India Ltd. Exchange plaza, C-1 Block G, Bandra - Kurla Complex, Bandra (East) Mumbai - 400 051 Scrip Code: BAJAJHLDNG
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Dear Sir/Madam,

Sub: Notice of 78th Annual General Meeting ('AGM') for FY2023

This is further to our letter dated 27 April 2023, wherein the Company had informed that the AGM of the Company is scheduled to be held on Thursday, 27 July 2023, through Video Conference ('VC') /Other Audio-Visual Means ('OAVM'), in accordance, with the relevant circulars issued by Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI').

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Notice of 78th AGM scheduled to be held on Thursday, 27 July 2023 at 4:15 p.m. IST through VC/OAVM.

The aforesaid Notice is also available on Company's website at <https://www.bhil.in/investors.html#url-general-meetings> and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

You are requested to kindly take the above information on record.

Thanking you,
Yours faithfully,

For **Bajaj Holdings & Investment Limited**

Sriram Subbramaniam
Company Secretary

Encl.: As above

BAJAJ HOLDINGS & INVESTMENT LIMITED

www.bhil.com

Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014, Maharashtra, India
Tel: +91 20 7150 6066 | Fax: +91 20 7150 5792

Registered Office: Mumbai-Pune Road, Akurdi, Pune- 411 035, Maharashtra, India

Corporate ID No.: L65100PN1945PLC004656



BAJAJ HOLDINGS & INVESTMENT LIMITED

CIN: L65100PN1945PLC004656
Registered Office: Mumbai-Pune Road, Akurdi, Pune – 411 035
Email ID: investors@bhil.in
Website: <https://www.bhil.in>
Tel. No.: (020) 7157 6066; Fax No.: (020) 7157 6364

NOTICE OF 78TH ANNUAL GENERAL MEETING

Notice is hereby given that the seventy-eighth Annual General Meeting of the members of Bajaj Holdings & Investment Ltd. ('BHIL' or the 'Company') will be held on **Thursday, 27 July 2023** at **4:15 p.m.** IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2023, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend of ₹ 13 per equity share of face value of ₹ 10, for the financial year ended 31 March 2023.
3. 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.
4. To appoint a director in place of Shekhar Bajaj (DIN: 00089358), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

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

Sriram Subbramaniam
Company Secretary
Membership No.: A23333
Pune: 27 April 2023

NOTES

1. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM till 30 September 2023. Accordingly, the seventy-eighth AGM is being conducted through VC/OAVM, hereinafter called as 'e-AGM'.
2. In terms of section 136 of the Companies Act, 2013 (the 'Act') read with the rules made thereunder, regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and in terms of MCA circular dated 28 December 2022 and SEBI circular dated 5 January 2023, the listed companies may send the notice of AGM and the annual report, including financial statements, Board's report, etc. by electronic mode in case the meeting is conducted through VC/OAVM. Accordingly, Notice of the seventy-eighth e-AGM along with the Annual Report for FY2023, is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the seventy-eighth e-AGM and Annual Report for FY2023 will also be available on the Company's website at <https://www.bhil.in/investors.html#url-general-meetings>, website of the stock exchanges i.e. BSE Ltd. ('BSE') at <https://www.bseindia.com/> and National Stock Exchange of India Ltd. ('NSE') at <https://www.nseindia.com/> and on the website of KFin Technologies Ltd. ('KFin') at <https://evoting.kfintech.com> In this Notice, the term member(s) or shareholder(s) are used interchangeably.
3. The deemed venue for the seventy-eighth e-AGM shall be the Registered Office of the Company at Mumbai-Pune Road, Akurdi, Pune - 411 035.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the e-AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutiniser by email through its registered email address to cssdlimaye@gmail.com with a copy marked to mohsin.mohd@kfintech.com
6. Brief details of the directors, who are being re-appointed, is annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and the provisions of Secretarial Standard-2 on General Meetings.
7. The facility of joining the e-AGM through VC/OAVM will be opened 30 minutes before and will remain open up to 30 minutes after the scheduled start time of the e-AGM, i.e. from 3:45 p.m. to 4:45 p.m. and will be available for 1,000 members on a first-come-first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shares, promoters, institutional investors, directors, key managerial personnel, auditors, etc.
8. Institutional investors, who are members of the Company are encouraged to attend and vote at the seventy-eighth e-AGM of the Company.
9. The Board of Directors, at its meeting held on 27 April 2023, has recommended a final dividend of ₹ 13 per equity share of the face value of ₹ 10 for FY2023, for the approval of members at the seventy-eighth e-AGM. This is in addition to the interim dividend at the rate of ₹ 110 per equity share declared by the Board at its meeting held on 13 September 2022, which has been paid to all eligible members as on 23 September 2022, being the record date for the purpose of interim dividend.
10. The Record date for determining the eligibility of shareholders who will be entitled to final dividend is Friday, 30 June 2023.
Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared, at the e-AGM, will be credited/dispatched on Monday, 31 July 2023 and/or Tuesday, 1 August 2023 to all those members holding shares in physical form as well as in electronic form as on Friday, 30 June 2023.
11. As per SEBI Listing Regulations and pursuant to SEBI circular dated 20 April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding

such remittance will be sent separately to the members. In case where the dividend could not be paid through electronic mode, payment will be made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.

12. To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change in their address or particulars of their bank account, if any, to KFin or in case of demat holding to their respective depository participants ('DPS').
13. SEBI vide its circular dated 16 March 2023, namely 'Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination' has now made it mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank account details and Specimen signature for their corresponding folio numbers through Form ISR-1. The said form is available on the website of the Company at <https://www.bhil.in/investors.html#url-shareholders-guide-including-iepf-matters>. The shareholders are also requested to register their email address through the said Form ISR-1 to avail the online services.

The shareholders may please note that on or after 1 October 2023, where the aforementioned documents/information as stipulated in the circular are not available with the Registrar and Share Transfer Agent ('RTA'), such folio(s), pertaining to a security holder shall stand frozen. The security holder(s) whose folio(s) have been frozen shall be eligible:

- to lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details as required in Form ISR-1;
- for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from 1 April 2024 and only after furnishing the complete documents / details as required in Form ISR-1.

Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31 December 2025.

Members holding shares in physical form are again requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at einward.ris@kfintech.com along with other documents as stipulated in the said circular. To encourage the shareholders holding shares in physical mode, towards updating their e-KYC details and in line with the SEBI circulars issued from time to time in this aspect, the facility of allowing the shareholders to temporarily register their email address and contact details for casting their votes through remote e-voting, has been dispensed with.

Members, holding shares in physical mode, who wish to receive the Annual Reports and Notice of e-AGM for FY2023 in hard copy are requested to complete their e-KYC by updating their details in Form ISR-1. For members holding securities in demat mode, they are kindly requested to register/update their address, contact details, email address, etc., with their respective DPs for us to dispatch the same at their registered address.

14. To receive communications through electronic means, including Annual Reports and Notices, members, who hold shares in demat mode, are requested to kindly register/update their email address with their respective DPs.
15. SEBI vide its circular dated 25 January 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. **Inspection of documents:** In accordance with the MCA Circulars, the below-mentioned registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting:
 - a) Register of contracts or arrangements in which directors are interested under section 189 of the Act; and
 - b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

18. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the e-AGM can send in their questions/comments in advance by visiting <https://emeetings.kfintech.com/> and clicking on the tab 'Post your Queries' during the period starting from 20 July 2023 (9:00 a.m.) up to 24 July 2023 (5:00 p.m.) mentioning their name, DP ID Client ID/Folio no., email address, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the e-AGM.
19. Pursuant to section 72 of the Act and SEBI circular dated 3 November 2021 read with clarification circular dated 14 December 2021, superseded by SEBI circular dated 16 March 2023, members holding shares in physical form are advised to update their nomination details in the prescribed Form SH-13 or Form ISR-3 (Declaration to Opt-out). The forms can be downloaded from the website of the Company at <https://www.bhil.in/investors.html#url-shareholders-guide-including-iepf-matters> and KFin at <https://ris.kfintech.com/clientservices/isc> in respect of shares held in electronic/demat form, the members may contact their respective DP.
20. In terms of section 124(5) of the Act, dividend amount for final dividend for FY2016 remaining unclaimed for a period of 7 years shall become due for transfer in August 2023, to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall also be transferred to the IEPF's demat account. Members who have not claimed dividends from FY2016 onwards are requested to approach the Company/KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.
21. For more details on shareholders' matters, please refer to the chapter on 'General Shareholder Information', included in the Annual Report for FY2023.
22. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
23. In case a person becomes a member of the Company after dispatch of the Notice of e-AGM and is a member as on the cut-off date for e-voting, i.e. Thursday, 20 July 2023, such person may obtain the User ID and Password from KFin by email request on einward.ris@kfintech.com.
24. General instructions for remote e-voting and joining e-AGM are as follows:
 - A. Voting through electronic means:**
 - i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular dated 9 December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the e-AGM.
 - ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, 20 July 2023 (end of day), being the cut-off date fixed for determining voting rights of members who are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
 - iii. Members can cast their vote online from 24 July 2023 (9:00 a.m.) till 26 July 2023 (5:00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
 - iv. Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write email from the registered email address to evoting@kfintech.com.
 - v. The details of the process and manner for remote e-voting are explained herein below:

I) Login method for remote e-voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular dated 9 December 2020 on ‘e-voting facility provided by Listed Companies’, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ website of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (‘ESP’) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and email address with their DP in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholder	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsd.com 2. Click on the “Beneficial Owner” icon under “IDeAS” section. 3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”. 4. Click on the Company’s Name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsd.com either on a Personal Computer or on a mobile. 2. Select “Register Online for IDeAS” Portal or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields. <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 2. Click on the icon “Login” which is available under “Shareholder/ Member” section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number with NSDL), Password/OTP and a verification code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 5. Click on the Company’s name or e-voting service provider’s name - KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. 6. Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Type of Shareholder	Login Method
Individual shareholders holding securities in demat mode with CDSL	<p>A. Existing user who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. User not registered for Easi/Easiest</p> <p>Option to register for Easi/Easiest is available at www.cdslindia.com. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> The user can directly access e-voting page by providing demat account Number and PAN from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & email address as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-voting Service Provider, i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> Shareholders can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company Name or e-voting service provider name - KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID or Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886-7000 and 022-2499-7000

Members facing any technical issue - CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-22-55-33.

II) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode and having updated their KYC

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- 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.
- After entering the correct details, click on LOGIN.

BAJAJ HOLDINGS & INVESTMENT LIMITED

- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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 Ltd.
- 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, 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', in which case, 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 Scrutiniser through email at 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. 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.kfintech.com> or call KFin on 1800 309 4001 (toll free). Members may also reach out to Mohd. Mohsinuddin, Senior Manager, KFin at mohsin.mohd@kfintech.com/ einward.ris@kfintech.com or to the Company at msltraine@bajajfinserv.in

B. Voting at e-AGM

- i. Only those members, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

C. Instructions for members for attending the e-AGM

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence, are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.

- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from 20 July 2023 (9:00 a.m.) up to 24 July 2023 (5:00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

D. General Instructions

- i. The Board of Directors have appointed Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587 CP No. 572) as the Scrutiniser to the e-voting process and voting at the e-AGM in a fair and transparent manner.
- ii. The Scrutiniser shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman of the Company, who shall countersign the same and declare the result thereof.
- iii. The results declared along with the scrutiniser's report shall be placed on the Company's website <https://www.bhil.in/investors.html#url-stock-exchange-intimations> and on the website of KFin <https://evoting.kfintech.com/> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company.

25. Dividend related information:

Shareholders may note that as per Income Tax Act, 1961, (the 'IT Act'), dividends paid or distributed by a company shall be taxable in the hands of shareholders. Accordingly, the Company would be required to deduct applicable Tax at Source ('TDS') in respect of payment of dividend to its shareholders (resident as well as non-resident).

Resident Shareholders:

Tax shall be deducted at source under section 194 of the IT Act at the rate of 10% on the amount of dividend declared and paid by the Company during the financial year 2023-24. However, in the following cases, TDS at the rate of 20% would be applicable as per the IT Act:

- Section 206AA of the IT Act- In case where, PAN is not available/submitted, or PAN submitted is invalid or PAN is not linked with Aadhar; or
- Section 206AB of the IT Act - Non-filing of return of income tax of previous year (i.e. FY2021-22) and aggregate of TDS and TCS in said previous year is ₹ 50,000 or more

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed ₹ 5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company (TAN – PNEB05805C), tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of Section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders.

For Foreign Institutional Investors ('FIIs')/Foreign Portfolio Investors ('FPIs') shareholders, TDS will be deducted under Section 196D read with Section 206AB of the IT Act.

However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') read with applicable Multilateral Instrument ('MLI') provisions, if it is more beneficial to them.

A list of documents/ declarations required to be provided by the resident shareholders and list of documents/ declarations required to claim the benefit of DTAA by the non-resident shareholders are being made available on the Company's website at <https://www.bhil.in/investors.html#url-stock-exchange-intimations> Kindly note that the documents should be uploaded with KFin at <https://ris.kfintech.com/form15> or emailed to inward.ris@kfintech.com.

No communication on the tax determination/deduction shall be entertained after 11 July 2023.

The documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the required details/documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to email the soft copy of the TDS certificate, if applicable, to shareholders at the email address registered with KFin within the prescribed time as per the IT Act. The amount of TDS can also be viewed in Form 26AS on the website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal/>

In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company, and also provide the Company with all information/ documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.

For further details and formats of declaration, please refer FAQs on TDS on dividend which are being made available on the Company's website at <https://www.bhil.in/investors.html#url-stock-exchange-intimations>

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO THE PROVISIONS OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD - 2

Item No. 3 relating to re-appointment of Rajiv Bajaj (DIN: 00018262), who retires by rotation.

Brief Profile:

Rajiv Bajaj is Non-executive Director of the Company. He graduated in first class, with distinction, in Mechanical Engineering from the University of Pune in 1988, and then completed his masters in manufacturing systems engineering, with distinction, from the University of Warwick in 1991.

He has since worked at Bajaj Auto Ltd. (Bajaj Auto) in the areas of Manufacturing and Supply Chain (1990-95), R&D and Engineering (1995-2000) and Marketing and Sales (2000-2005) and has been its Managing Director since April 2005.

His current priority is the application of the scientific principles of Homeopathy to the task of building a brand centered strategy at Bajaj Auto with the objective of achieving its vision of being one of the world's leading motorcycle manufacturers.

Other Information:

Particulars	Details
Age	56 years
Qualifications	Rajiv Bajaj graduated from University of Pune and completed Master of Science in Manufacturing Systems Engineering from University of Warwick
Experience	Covered in brief profile
Terms and Condition of appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2023)	The details of remuneration paid to him for FY2023 is provided in the annual return. The same can be accessed at https://www.bhil.in/investors.html#url-annual-reports
Remuneration proposed to be paid	Sitting fees @ ₹ 1 Lakh and Commission @ ₹ 3 Lakh per meeting of the Board and Committee, if any
Date of first appointment on the Board	5 March 2002
Shareholding in the Company	1,000 shares
Disclosure of relationship between director inter se	Brother of Sanjiv Bajaj, Managing Director & CEO of the Company
Number of meetings of the Board attended during FY2023	Six (6) meetings of the Board were held and he has attended all the Board meetings
Directorships of other Boards (excluding Section 8 companies as per the Act)	<ul style="list-style-type: none"> a) Bajaj Auto Ltd. b) Bajaj Electricals Ltd. c) Bajaj Finance Ltd. d) Bajaj Finserv Ltd. e) Bajaj Auto Consumer Finance Ltd. f) Chetak Technology Ltd. g) Kamalnayan Investment & Trading Pvt. Ltd. h) Rahul Securities Pvt. Ltd. i) Bajaj Sevashram Pvt. Ltd. j) Rupa Equities Pvt. Ltd.
Membership/Chairmanship of Committees of other Boards	Bajaj Auto Ltd. 1. Member, Corporate Social Responsibility Committee 2. Member, Duplicate Share Certificate Issuance Committee Bajaj Finserv Ltd. 1. Member, Duplicate Share Certificate Issuance Committee
Resignation during past 3 years from listed companies	Nil
Nature of expertise in specific functional areas	Management and Governance, Consumer behaviour, sales, marketing and customer experience, Technology and Innovation, Understanding of accounting and financial statements, Risk Assurance and Internal Controls, Human Resources and Business Transformation and Strategy.

Further, he is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Item No. 4 relating to re-appointment of Shekhar Bajaj (DIN: 00089358), who retires by rotation.

Brief Profile:

Shekhar Bajaj, Chairman, is also the Chairman of Bajaj Electricals Limited (BEL). He has been the past President of ASSOCHAM, IMC, ELCOMA (Electric Lamp & Components Manufacturers Association), IFMA (Indian Fans Manufacturers Association) and CFBP (Council of fair business practice). He is on the board of a number of companies and was recently conferred with an Honorary Doctorate for his long and outstanding service to the industry. Born into a family whose brand image bespeaks trust and transparency, brought up in the Gandhian ideals of his grandfather Shri Jamnalal Bajaj, he is a unique embodiment of time-tested traditions, visionary zeal and humane concern. A B.Sc. (Hons) degree in Mathematics from Pune University (1968), followed by an MBA degree from New York University (1974), equipped him with the formal training required to complement his homespun talents.

Starting in Bajaj Sevashram after graduation, he learned the nitty-gritty of business by working his way up, gaining invaluable insights into the real market, and joining BEL in 1980. Thereafter in 1984, he took over as Managing Director of BEL and became the Chairman & Managing Director in 1990. He built on the company's inherent strengths and radically turned around its fortunes. Under his watchful eyes, the company restructured its overall operations, consolidating its formidable retail network to provide the country's burgeoning middle class with a better quality.

Over the years, BEL came to be associated with world-class products that offer value for money. His growth-oriented vision and policies were always rooted in sound, traditional pragmatism. Shunning complacency, BEL focused on continuous up-gradation of technology and strategic tie-ups that enabled it to remain a resilient player in an intensely competitive market environment. It battled threats from the unorganized sector and recorded a steady rise in assets, sales and profits, inspiring trust among investors. Following a phase of consolidation measures, BEL began to focus on rapid growth.

Anticipating future trends, He initiated the company's entry into the High Mast and then Transmission Line Tower business, a remarkably successful move; and so have been the tie-up with international companies like Morphy Richards of UK for Appliances, Disney and Midea for Fans and the recent acquisition of Nirlep Appliances Pvt. Ltd.

Shekhar Bajaj continues to nurture, develop and encourage small-scale industries to market their products under Brand Bajaj. BEL consistently provides financial support and technical know-how to them. Competence and commitment have always been the keynotes of his credo. Add to this the rare qualities of compassion and concern, and you begin to understand why he is the other face of corporate India. He has successfully bridged the gap between principles and profitability, philanthropy, and professionalism in his unpretentious and unassuming manner. Significantly, he has always believed that people are the ultimate source of strength in any organization. He upholds meritocracy, looking upon his employees as an extension of his family and winning in the process the unswerving loyalty of his team.

Shekhar Bajaj has personally lead various Corporate Social Responsibility (CSR) initiatives taken by the organization. He strongly believes, Corporate Social Responsibility encompasses not only what we do with our profits, but also how we make them. It goes beyond philanthropy and compliance and addresses how we manage our economic, social, and environmental impacts, as well as our relationships with diverse stakeholders. He has rolled out many such initiatives for internal as well as external stakeholders, most significant being the Anti-Tobacco drive. He believes that we all stand committed to encouraging all our stakeholders to lead a healthy and addiction-free life, focusing on spreading the message on tobacco cessation and awareness amongst all. He has personally led the initiative in having a contact programme with Employees to give up the habit of consuming tobacco in any form and have achieved major success.

Other Information:

Particulars	Details
Age	75 years
Qualifications	B.Sc. (Hons) degree in Mathematics from Pune University (1968) and an MBA degree from New York University (1974)
Experience	Covered in brief profile
Terms and Condition of appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2023)	The details of remuneration paid to him for FY2023 is provided in the annual return. The same can be accessed at https://www.bhil.in/investors.html#url-annual-reports

Particulars	Details
Remuneration proposed to be paid	Sitting fees @₹ 1 Lakh and Commission @₹ 3 Lakh per meeting of the Board and Committee, if any
Date of first appointment on the Board	1 May 2021
Shareholding in the Company	4,500 shares
Disclosure of relationship between director inter se	Brother of Niraj Bajaj, Vice Chairman and Madhur Bajaj, Non-executive Director of the Company
Number of meetings of the Board attended during FY2023	Six meetings of the Board were held, and he has attended all the Board meetings
Directorships of other Boards (excluding Section 8 companies as per the Act)	<ul style="list-style-type: none"> a) Bajaj Electricals Ltd. b) Hercules Hoists Ltd. c) Hind Lamps Ltd. d) Bajel Projects Ltd. e) Indef Manufacturing Ltd. f) Hind Musafir Agency Ltd. g) Bajaj Sevashram Pvt. Ltd. h) Bajaj International Pvt. Ltd. i) Bachhraj Factories Pvt. Ltd. j) Shekhar Holdings Pvt. Ltd.
Membership/Chairmanship of Committees of other Boards	<p>Hercules Hoists Ltd.</p> <ul style="list-style-type: none"> 1. Chairman, Stakeholders Relationship Committee 2. Chairman, Corporate Social Responsibility Committee <p>Hinds Lamps Ltd.</p> <ul style="list-style-type: none"> 1. Member, Audit Committee 2. Member, Nomination and Remuneration Committee <p>Bajaj Electricals Ltd.</p> <ul style="list-style-type: none"> 1. Chairman, Risk Management Committee 2. Chairman, Corporate Social Responsibility Committee 3. Chairman, Finance Committee 4. Member, Nomination and Remuneration Committee 5. Member, Stakeholders Relationship Committee
Resignation during past 3 years from listed companies	Bajaj Auto Ltd.
Nature of expertise in specific functional areas	Management and Governance, Financial Services, Consumer behaviour, sales, marketing and customer experience, Understanding of accounting and financial statements, Risk Assurance and Internal Controls, Regulatory, Public Policy and economics, Human Resources and Business Transformation and Strategy.

Pursuant to regulation 17(1A) of the SEBI Listing Regulations, as amended on 9 May 2018, with effect from 1 April 2019, consent of the shareholders by way of Special Resolution is required for appointment of person as a Non-executive director of the Company who has attained the age of 75 years. The Members at their 76th Annual General meeting held on 22 July 2021 then, had by way of a Special Resolution also approved the continuation of Shekhar Bajaj beyond 8 June 2023 as a Non-executive Director of the Company on account of his attaining the age of 75 years on the said date. Considering the same, approval of the shareholders by way of a Special Resolution is not being sought again. Considering his experience and expertise of over 4 decades, the Board believes that it will immensely benefit by his mature advice on the business of the Company in the long run and hence his re-appointment is being recommended for the approval of Members.

Further, he is not disqualified from being appointed as a director in terms of Section 164 of the Act.

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

Sriram Subbramaniam
Company Secretary
Membership No.: A23333
Pune: 27 April 2023