

16 March 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: corp.relations@bseindia.com	Corporate Listing 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: cmlist@nse.co.in
<b>BSE Code: 500490</b>	<b>NSE Code: BAJAJHLDNG</b>

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")**

This is further to our letter dated 13 February 2020 forwarding a copy of our postal ballot notice dated 30 January 2020.

We wish to inform you that Shri Shyamprasad D Limaye, Practising Company Secretary, Scrutiniser appointed for conducting the postal ballot process, has submitted his report to the Chairman of the Company and the result of the postal ballot has been announced by Managing Director & CEO today, i.e. on 16 March 2020. The Scrutinizer's report is placed on the Company's website and on the website of KFin Technologies Private Limited.

As per the Scrutinizer's report, all the four resolutions have been passed by the members with the requisite majority.

We enclose a copy of the Scrutinizer's report and a statement containing details of voting results in the prescribed format pursuant to Regulation 44 of the SEBI Listing Regulations, 2015.

Kindly take the same on record.

Yours Faithfully,

For Bajaj Holdings & Investment Limited,

  
**Sriram Subbramaniam**  
Company Secretary

Encl: as above



**Shyamprasad D. Limaye**

B.Com. LL.B. F.C.S

Company Secretary

Flat No.303, Parag-Wahini C.H.S Ltd,

126 Dahanukar Colony, Lane No. 4

Kothrud, Pune: 411038.

Tel.: (O) 25389985 (R) 25230773

E-mail:shyamprasad.limaye@gmail.com

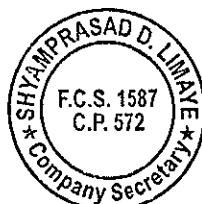
**Scrutiniser's Report**

**[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]**

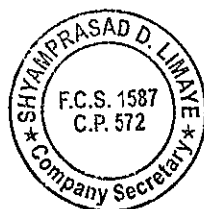
To,  
The Chairman,  
Bajaj Holdings & Investment Limited,  
CIN: L65993PN1945PLC004656,  
Mumbai Pune Road  
Akurdi, Pune 411035.

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 postal ballot forms and e-voting and ascertaining the requisite majority on voting carried out as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the postal ballot notice dated 30<sup>th</sup> January, 2020 ("the resolutions").
2. The notice dated 30<sup>th</sup> January, 2020, 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. The Company had also 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").
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot/remote e-voting on the resolutions for approval of the members of the Company. My responsibility as a Scrutinizer for the postal ballot forms and remote e-voting is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the postal ballot forms received and the reports generated from the e-voting platform provided by KFin.
4. Further to the above, I submit my report as under:-
  - i. The Company has completed dispatch of Notice on 13<sup>th</sup> February, 2020:
    - a. dispatch of postal ballot notice and ballot form along with postage prepaid business reply envelope to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 31<sup>st</sup> January, 2020, (End of Day) through speed post to the members who have not registered their email ID.



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- b. dispatch of postal ballot notice and ballot form to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 31<sup>st</sup> January, 2020, (End of Day) through email at their registered email ID.
- c. remote e-voting period remained open from Friday, 14<sup>th</sup> February, 2020 at 9.00 a.m. to Saturday, 14<sup>th</sup> March, 2020 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, 31<sup>st</sup> January, 2020, (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 Saturday, 14<sup>th</sup> March, 2020 immediately after the completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Mayur M. Kulkarni who are not in the employment of the Company.
- iv. The postal ballot forms were kept under my safe custody in sealed and tamper proof envelopes before commencing the scrutiny of such postal ballot forms.
- v. All postal ballot forms received up to Saturday, 14<sup>th</sup> March, 2020, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after Saturday, 14<sup>th</sup> March, 2020, were not considered. All votes cast on KFin e-voting platform up to 5.00 p.m. on Saturday, 14<sup>th</sup> March, 2020, were considered for my scrutiny.
- vi. The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vii. Particulars of all the postal ballot forms received from the members by Saturday, 14<sup>th</sup> March, 2020, are manually entered on the system provided by KFin.
- viii. A total of 616 envelopes containing postal ballot forms were returned undelivered. These envelopes are not opened and are kept separately.
- ix. Thereafter considering votes through remote e-voting and votes cast through postal ballot forms, the combined 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.karvy.com> and my report is based on such reports generated.



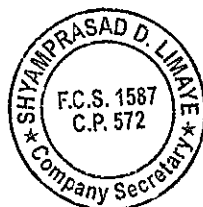
**Resolution No. 1**

**Special Resolution-** Approval for alteration in Objects Clause of the Memorandum of Association of the Company.

I	Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
			Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
	1	Total Ballots received	406	291	697	1,31,914	7,97,12,719	7,98,44,633	
	2	Less : Invalid votes	20	2	22	1,717	113	1830	
	3	Net Valid Votes	386	289	675	1,30,197	7,97,12,606	7,98,42,803	100
	4	Votes with Assent	365	279	644	1,27,631	7,96,31,770	7,97,59,401	99.90
	5	Votes with Dissent	4	4	8	221	11	232	0.00
	6	Abstained Votes	17	6	23	2,345	80,825	83,170	0.10

Notes:

Total Votes excludes Less Voted shares

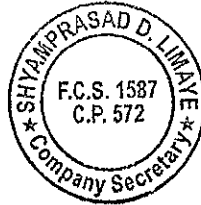


**Resolution No. 2****Special Resolution-** Approval for adoption of new set of Articles of Association of the Company.

2	Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
			Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
1		Total Ballots received	406	291	697	1,31,914	7,97,12,719	7,98,44,633	
2		Less : Invalid votes	20	2	22	1,717	113	1830	
3		Net Valid Votes	386	289	675	1,30,197	7,97,12,606	7,98,42,803	100
4		Votes with Assent	359	276	635	1,26,483	7,95,70,109	7,96,96,592	99.81
5		Votes with Dissent	5	7	12	226	61,672	61,898	0.08
6		Abstained Votes	22	6	28	3,488	80,825	84,313	0.11

Notes:

Total Votes excludes Less Voted shares



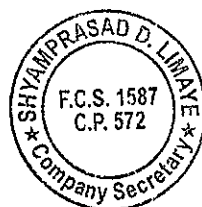
**Resolution No. 3**

**Special Resolution - Special Resolution - Approval to fix the Foreign Portfolio Investors' (FPIs) investment limits at 24% of paid up equity share capital of the Company.**

3	Sr. No.	Particulars of voting	<u>No. of Shareholders</u>			<u>No. of Shares</u>			% of total valid votes
			Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
1		Total Ballots received	406	291	697	1,31,944	7,97,12,719	7,98,44,663	
2		Less : Invalid votes	20	2	22	1,717	113	1830	
3		Net Valid Votes	386	289	675	1,30,227	7,97,12,606	7,98,42,833	100
4		Votes with Assent	360	174	534	1,25,582	6,41,78,638	6,43,04,220	80.54
5		Votes with Dissent	4	106	110	1157	1,50,80,885	1,50,82,042	18.89
6		Abstained Votes	22	9	31	3,488	4,53,083	4,56,571	0.57

Notes:

Total Votes excludes Less Voted shares



**Resolution No. 4**

**Special Resolution-** Approval for payment of remuneration to Managing Director & CEO of the Company.

4	Sr. No.	Particulars of voting	No. of Shareholders			No. of Shares			% of total valid votes
			Voted through postal ballot forms	Voted through E-voting	Total	Voted through Postal ballot forms	Voted through E-voting	Total	
	1	Total Ballots received	406	291	697	1,31,914	7,97,12,719	7,98,44,633	
	2	Less : Invalid votes	20	2	22	1,717	113	1830	
	3	Net Valid Votes	386	289	675	1,30,197	7,97,12,606	7,98,42,803	100
	4	Votes with Assent	355	266	621	1,20,443	7,88,14,151	7,89,34,594	98.86
	5	Votes with Dissent	7	17	24	216	8,17,630	8,17,846	1.03
	6	Abstained Votes	24	6	30	9,538	80,825	90,363	0.11

Notes:

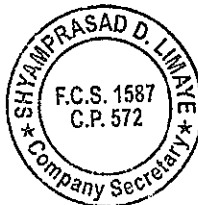
Total Votes excludes Less Voted shares

Thanking You,

Yours faithfully,



Shyamprasad Limaye  
Company Secretary  
Membership No. FCS 1587 CP 572  
Place: Pune  
Date: 16<sup>th</sup> March, 2020  
UDIN: F001587A000609832



Based on the foregoing, I hereby declare that the Resolutions 1 to 4 above, have been passed with the requisite majority.

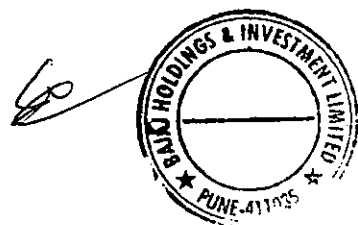
For Bajaj Holdings & Investment Limited



Sanjivayan Bajaj  
Managing Director & CEO  
Date: 16<sup>th</sup> March, 2020

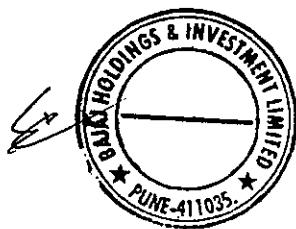
Company Name	BAJAJ HOLDINGS & INVESTMENT LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	49224
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for alteration in Objects Clause of the Memorandum of Association of the Compan							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55153396	55152246	99.9979	55152246	0	100.0000	0.0000
	Poll	55153396	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	55153396	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	18407075	16215065	88.0915	16215065	0	100.0000	0.0000
	Poll	18407075	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	18407075	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	37733039	8264470	21.9025	8264459	11	99.9998	0.0001
	Poll	37733039	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	37733039	127852	0.3388	127631	221	99.8271	0.1728
	Total	111293510	79759633	71.6660	79759401	232	99.9997	0.0003

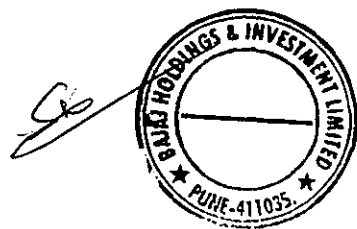




Resolution required: (Ordinary/ Special)	SPECIAL - Approval for adoption of new set of Articles of Association of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55153396	55152246	99.9979	55152246	0	100.0000	0.0000
	Poll	55153396	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	55153396	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	18407075	16215065	88.0915	16153404	61661	99.6197	0.3802
	Poll	18407075	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	18407075	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	37733039	8264470	21.9025	8264459	11	99.9998	0.0001
	Poll	37733039	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	37733039	126709	0.3358	126483	226	99.8216	0.1783
	Total	111293510	79758490	71.6650	79696592	61898	99.9224	0.0776



Resolution required: (Ordinary/ Special)	SPECIAL - Approval to fix the Foreign Portfolio Investor's Investment Limit							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55153396	55152246	99.9979	55152246	0	100.0000	0.0000
	Poll	55153396	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	55153396	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	18407075	15842807	86.0691	761933	15080874	4.8093	95.1906
	Poll	18407075	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	18407075	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	37733039	8264470	21.9025	8264459	11	99.9998	0.0001
	Poll	37733039	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	37733039	126739	0.3359	125582	1157	99.0871	0.9128
	Total	111293510	79386262	71.3305	64304220	15082042	81.0017	18.9983



Resolution required: (Ordinary/ Special)		SPECIAL - Approval for payment of remuneration to Managing Director & CEO of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	55153396	55152246	99.9979	55152246	0	100.0000	0.0000
	Poll	55153396	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	55153396	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	18407075	16215065	88.0915	15405823	809242	95.0093	4.9906
	Poll	18407075	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	18407075	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	37733039	8264470	21.9025	8256082	8388	99.8985	0.1014
	Poll	37733039	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	37733039	120659	0.3198	120443	216	99.8209	0.1790
Total		111293510	79752440	71.6596	78934594	817846	98.9745	1.0255

