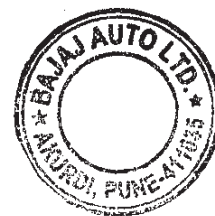


NAME: **BAJAJ AUTO LIMITED**

SLNO	DESCRIPTION					
A	DATE OF AGM		23-07-2015			
B	TOTAL NUMBER OF SHAREHOLDERS ON CUT-OFF DATE		73416			
C	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		237			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	23	25	48	140858886	48.67828
	PUBLIC	183	6	189	13697490	4.73360
	TOTAL	203	31	237	154556376	53.41188
D	No. of shareholders attended the meeting through Video-conferencing - NIL, No video conferencing facility was made available.					
E	AGENDA WISE DETAILS - AS IN ANNEXURE					



## Bajaj Auto Limited

### Details of Voting Results

#### Agenda-wise

The Mode of voting for all resolutions was remote e-voting (which included Physical Ballot forms sent in advance) and e-voting at the venue of AGM.

**Resolution 1 : Ordinary Resolution** - Adoption of Financial Statements for the year ended 31 March 2015 and the Directors' and Auditors'Reports thereon.

Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]* 100	% of Votes against on votes Cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	14,24,91,682	14,14,44,524	99.27	14,14,44,524	-	100.00	0
Public - Institutional holders	7,18,68,591	5,76,61,882	80.23	5,68,76,357	-	98.64	0
Public-Others	7,50,06,747	2,64,71,362	35.29	2,64,68,941	-	99.99	0
Total	28,93,67,020	*22,55,77,768	77.96	22,47,89,822	-	99.65	0

\* includes 7,87,946 shares - Votes invalid / abstained

**Resolution 2 : Ordinary Resolution** - Declaration of Dividend on Equity Shares.

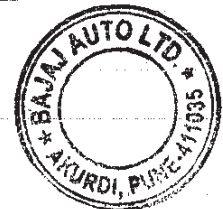
Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]* 100	% of Votes against on votes Cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	14,24,91,682	14,14,44,524	99.27	14,14,44,524	-	100.00	0
Public - Institutional holders	7,18,68,591	5,76,61,882	80.23	5,71,07,485	-	99.04	0
Public-Others	7,50,06,747	2,64,71,362	35.29	2,64,68,942	-	99.99	0
Total	28,93,67,020	*22,55,77,768	77.96	22,50,20,951	-	99.75	0

\* includes 5,56,817 shares - Votes invalid / abstained

**Resolution 3 : Ordinary Resolution** - Re-appointment of Shekhar Bajaj , who retires by rotation.

Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]* 100	% of Votes against on votes Cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	14,24,91,682	14,14,44,524	99.27	14,14,44,524	-	100.00	0.00
Public - Institutional holders	7,18,68,591	5,76,61,882	80.23	2,47,51,363	3,23,29,848	42.93	56.07
Public-Others	7,50,06,747	2,64,71,362	35.29	2,63,10,859	8,523	99.39	0.03
Total	28,93,67,020	*22,55,77,768	77.96	19,25,06,746	3,23,38,371	85.34	14.34

\* includes 7,32,651 shares - Votes invalid / abstained



**Resolution 4 : Ordinary Resolution - Re-appointment of Niraj Bajaj ,who retires by rotation.**

Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	14,24,91,682	14,14,44,524	99.27	14,14,44,524	-	100.00	0.00
Public – Institutional holders	7,18,68,591	5,76,61,882	80.23	5,53,64,731	17,42,754	96.02	3.02
Public-Others	7,50,06,747	2,64,71,362	35.29	2,64,68,888	54	99.99	0.00
Total	28,93,67,020	*22,55,77,768	77.96	22,32,78,143	17,42,808	98.98	0.77

\* Includes 5,56,817 shares - Votes invalid / abstained

**Resolution 5 : Ordinary Resolution - Ratification of appointment of Dalal & shah, Chartered Accountant, as Auditors and fixing their Remuneration.**

Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	14,24,91,682	14,14,44,524	99.27	14,14,44,524	-	100.00	0.00
Public – Institutional holders	7,18,68,591	5,76,61,882	80.23	5,56,77,532	9,08,310	96.56	1.58
Public-Others	7,50,06,747	2,64,71,362	35.29	2,64,68,812	130	99.99	0.00
Total	28,93,67,020	*22,55,77,768	77.96	22,35,90,868	9,08,440	99.12	0.40

\* Includes 10,78,460 shares - Votes invalid / abstained

**Resolution 6 : Ordinary Resolution - Appointment of Dr Gita Piramal as an Independent Director.**

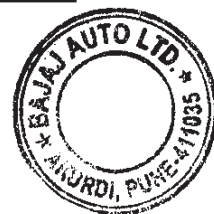
Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	14,24,91,682	14,14,44,524	99.27	14,14,44,524	-	100.00	0.00
Public – Institutional holders	7,18,68,591	5,76,61,882	80.23	5,70,67,356	40,129	98.97	0.07
Public-Others	7,50,06,747	2,64,71,362	35.29	2,64,68,920	22	99.99	0.00
Total	28,93,67,020	*22,55,77,768	77.96	22,49,80,800	40,151	99.74	0.02

\* Includes 5,56,817 shares - Votes invalid / abstained

**Resolution 7 : Special Resolution - Appointment of Rahul Bajaj as the Chairman for a term of 5 years.**

Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	14,24,91,682	14,14,44,524	99.27	14,14,44,524	-	100.00	0.00
Public – Institutional holders	7,18,68,591	5,76,61,882	80.23	3,09,93,184	2,49,94,588	53.75	43.35
Public-Others	7,50,06,747	2,64,71,362	35.29	2,64,60,472	8,470	99.96	0.03
Total	28,93,67,020	*22,55,77,768	77.96	19,88,98,180	2,50,03,058	88.17	11.08

\* Includes 16,76,530 shares - Votes invalid / abstained



**Resolution 8 : Special Resolution - Appointment of Madhur Bajaj as the Vice Chairman for a term of 5 years.**

Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	14,24,91,682	14,14,44,524	99.27	14,14,44,524	-	100.00	0.00
Public – Institutional holders	7,18,68,591	5,76,61,882	80.23	3,09,93,184	2,49,94,588	53.75	43.35
Public-Others	7,50,06,747	2,64,71,362	35.29	2,64,60,472	8,470	99.96	0.03
Total	28,93,67,020	*22,55,77,768	77.96	19,88,98,180	2,50,03,058	88.17	11.08

\* includes 16,76,530 shares - Votes invalid / abstained

**Resolution 9 : Special Resolution - Appointment of Rajiv Bajaj as the Managing Director for a term of 5 years.**

Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	14,24,91,682	14,14,44,524	99.27	14,14,44,524	-	100.00	0.00
Public – Institutional holders	7,18,68,591	5,76,61,882	80.23	3,09,93,184	2,49,94,588	53.75	43.35
Public-Others	7,50,06,747	2,64,71,362	35.29	2,64,60,468	8,474	99.96	0.03
Total	28,93,67,020	*22,55,77,768	77.96	19,88,98,176	2,50,03,062	88.17	11.08

\* includes 16,76,530 shares - Votes invalid / abstained



**Shyamprasad D. Limaye**  
B.Com. LL.B., F.C.S  
Company Secretary

32, Navketan Society,  
Kothrud, Pune: 411 038.  
Tel.: (O) 25 43 03 88 (R) 25230773  
E-mail: shyamprasad.limaye@gmail.com

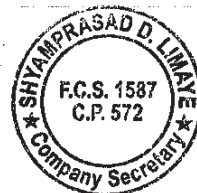
## Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,  
(Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Bajaj Auto Limited,  
CIN: L65993PN2007PLC130076,  
Bajaj Auto Ltd. Complex,  
Mumbai-Pune Road,  
Akurdi, Pune 411035.

Dear Sir,

1. I, Shyamprasad D. Limaye, a Company Secretary in practice, has been appointed by the Board of Directors of Bajaj Auto Limited ("The Company") as a scrutinizer for the purpose of Scrutinizing the e-voting process along with Ballot forms and instapoll, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 8<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday 23<sup>rd</sup> July, 2015 at 12.15 pm at Registered office of the Company at Mumbai-Pune road, Akurdi, Pune 411035.
2. The notice dated 21<sup>st</sup> May, 2015 convening the 8<sup>th</sup> Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and ballot forms on the resolutions contained in the Notice to the 8<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process, ballot forms and instapoll is restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from the e-voting process system provided by Karvy Computershare Private Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities, Ballot forms received and instapoll.
4. Further to the above, I submit my report as under:-
  - i. The remote e-voting period remained open from Monday 20<sup>th</sup> July, 2015 (9:00 A.M) to Wednesday 22<sup>nd</sup> July, 2015 (5:00 P.M).

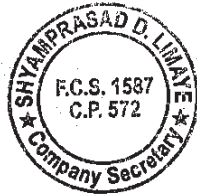
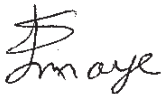


Shyamprasad D. Limaye

Company Secretary

- ii. Ballot forms received till Wednesday 22<sup>nd</sup> July, 2015 (5.00 P.M) are considered.
- iii. The members who were on record of the Company as on the "cut-off" date i.e. Thursday, 16<sup>th</sup> July, 2015, (End of Day) were entitled to vote on the resolutions as set out in the notice of the 8<sup>th</sup> Annual General Meeting (AGM) of the Company.
- iv. The e-voting was again provided at the 8<sup>th</sup> Annual General Meeting on Thursday 23<sup>rd</sup> July, 2015 for those members who attended the meeting but not voted through remote e-voting facility.
- v. The votes cast through remote e-voting were unblocked, after the conclusion of counting of the voting cast at the general meeting, in the presence of 2 witnesses, viz Mr. Neelkanth G. Limaye and Mr. Chaitanya V. Pol who are not in the employment of the Company.
- vi. Thereafter considering remote e-voting, the Ballot forms received and votes by instapoll, the combined result of the voting is annexed. The details containing inter alia, list of Equity Share Holders, who voted "for", "against", on each of the resolutions that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com/> and is based on such reports generated.

Thanking You,  
Yours faithfully,



Shyamprasad Limaye  
Company Secretary  
Membership No. FCS 1587 CP 572  
Place: PUNE  
Date: 23/07/2015

Based on the foregoing, the Resolution Nos. 1 to 9 have been passed with requisite majority.

For Bajaj Auto Limited



RAHUL BAJAJ  
CHAIRMAN

BAJAJ AUTO LIMITED

Ballot Control Report E-VOTING & INSTA-POLL For the AGM held on 23/07/2015

Resolution ID	Resolution Desc	Mode	Ballot Received	Total Votes	Favour Ballots	Favour Votes	Favour%	Against Ballots	Against Votes	Against%	Invalid Ballots	Invalid Votes	Invalid %	Abstain Ballots	Abstain Votes	Abstain %	
1	Adoption of Financial statements for the year ended 31 March 2015 and the Directors' and Auditors' Reports thereon	Electronic	617	225531979	608	224746453		0	0	0	0	0		*14	785526		
		Physical	2	625	1	25		0	0	0	0	1	600		0	0	
		Instapoll	81	45164	79	43344		0	0	0	0	0	0	0.00	*16	787346	0.35
<b>TOTAL</b>		<b>700</b>	<b>225577768</b>	<b>688</b>	<b>224789822</b>	<b>99.65</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>600</b>	<b>0.00</b>	<b>**5</b>	<b>554397</b>		
2	To declare dividend.	Electronic	617	225531979	616	224977582		0	0	0	0	0		0	0		
		Physical	2	625	1	25		0	0	0	0	1	600		0	0	
		Instapoll	81	45164	79	43344		0	0	0	0	0	0	0.00	**7	556217	0.25
<b>TOTAL</b>		<b>700</b>	<b>225577768</b>	<b>696</b>	<b>225020951</b>	<b>99.75</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>1</b>	<b>600</b>	<b>0.00</b>	<b>**7</b>	<b>556217</b>	<b>0.25</b>	
3	Re-appointment of Shekhar Bajaj, who retires by rotation.	Electronic	617	225531979	327	192463377		289	32338371	14.51	0	0		**7	730231		
		Physical	2	625	1	25		0	0	0	0	1	600		0	0	
		Instapoll	81	45164	79	43344		0	0	0	0	0	0	0.00	2	1820	
<b>TOTAL</b>		<b>700</b>	<b>225577768</b>	<b>407</b>	<b>192506746</b>	<b>85.34</b>	<b>289</b>	<b>32338371</b>	<b>14.34</b>	<b>0</b>	<b>1</b>	<b>600</b>	<b>0.00</b>	<b>**9</b>	<b>732051</b>	<b>0.32</b>	
4	Re-appointment of Niraj Bajaj, who retires by rotation.	Electronic	617	225531979	609	223234774		7	1742808	0.84	0	0		**5	554397		
		Physical	2	625	1	25		0	0	0	0	1	600		0	0	
		Instapoll	81	45164	79	43344		0	0	0	0	0	0	0.00	**7	556217	0.25
<b>TOTAL</b>		<b>700</b>	<b>225577768</b>	<b>689</b>	<b>223278143</b>	<b>98.98</b>	<b>7</b>	<b>1742808</b>	<b>0.77</b>	<b>0</b>	<b>1</b>	<b>600</b>	<b>0.00</b>	<b>**7</b>	<b>556217</b>	<b>0.25</b>	
5	Ratification of appointment of Dalal & Shah, Chartered Accountants, as Auditors and fixing their remuneration	Electronic	617	225531979	581	223547499		18	908440	0.7	0	0		**22	1076040		
		Physical	2	625	1	25		0	0	0	0	1	600		0	0	
		Instapoll	81	45164	79	43344		0	0	0	0	0	0	0.00	**24	1077860	0.48
<b>TOTAL</b>		<b>700</b>	<b>225577768</b>	<b>661</b>	<b>223590868</b>	<b>99.12</b>	<b>18</b>	<b>908440</b>	<b>0.40</b>	<b>0</b>	<b>1</b>	<b>600</b>	<b>0.00</b>	<b>**24</b>	<b>1077860</b>	<b>0.48</b>	
6	Appointment of Dr. Gita Piramal as an Independent Director	Electronic	617	225531979	613	224974731		3	40151	0.09	0	0		**5	554397		
		Physical	2	625	1	25		0	0	0	0	1	600		0	0	
		Instapoll	81	45164	79	43344		0	0	0	0	0	0	0.00	**7	556217	0.25
<b>TOTAL</b>		<b>700</b>	<b>225577768</b>	<b>693</b>	<b>224980800</b>	<b>99.73</b>	<b>3</b>	<b>40151</b>	<b>0.02</b>	<b>0</b>	<b>1</b>	<b>600</b>	<b>0.00</b>	<b>**8</b>	<b>1674110</b>		
7	Appointment of Rahul Bajaj as the Chairman for a term of 5 years.	Electronic	617	225531979	400	198854811		215	25003058	11.67	0	0		**8	1674110		
		Physical	2	625	1	25		0	0	0	0	1	600		0	0	
		Instapoll	81	45164	79	43344		0	0	0	0	0	0	0.00	**10	1675930	0.74
<b>TOTAL</b>		<b>700</b>	<b>225577768</b>	<b>480</b>	<b>198898180</b>	<b>88.17</b>	<b>215</b>	<b>25003058</b>	<b>11.09</b>	<b>0</b>	<b>1</b>	<b>600</b>	<b>0.00</b>	<b>**10</b>	<b>1675930</b>	<b>0.74</b>	
8	Appointment of Madhur Bajaj as the Vice Chairman for a term of 5 years	Electronic	617	225531979	400	198854811		215	25003058	11.67	0	0		**8	1674110		
		Physical	2	625	1	25		0	0	0	0	1	600		0	0	
		Instapoll	81	45164	79	43344		0	0	0	0	0	0	0.00	**10	1675930	0.74
<b>TOTAL</b>		<b>700</b>	<b>225577768</b>	<b>480</b>	<b>198898180</b>	<b>88.17</b>	<b>215</b>	<b>25003058</b>	<b>11.09</b>	<b>0</b>	<b>1</b>	<b>600</b>	<b>0.00</b>	<b>**10</b>	<b>1675930</b>	<b>0.74</b>	
9	Appointment of Rajiv Bajaj as the Managing Director for a term of 5 years.	Electronic	617	225531979	399	198854807		216	25003062	11.67	0	0		**8	1674110		
		Physical	2	625	1	25		0	0	0	0	1	600		0	0	
		Instapoll	81	45164	79	43344		0	0	0	0	0	0	0.00	**10	1675930	0.74
<b>TOTAL</b>		<b>700</b>	<b>225577768</b>	<b>479</b>	<b>198898176</b>	<b>88.17</b>	<b>216</b>	<b>25003062</b>	<b>11.09</b>	<b>0</b>	<b>1</b>	<b>600</b>	<b>0.00</b>	<b>**10</b>	<b>1675930</b>	<b>0.74</b>	

*Image*



\*Partially voted in favour & Partially not voted. Hence Ballot numbers appear more by 5 numbers.  
 \*\*Partially voted in favour & Partially not voted. Hence Ballot numbers appear more by 4 number.  
 \*\*\*Partially voted in favour and Partially Voted against(2) & Partially not voted(4). Hence Ballot numbers appear more by 6 number.