

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: 020-27407389
Website: www.bhil.in

21 July 2018

Corporate Relations Department.

BSE Limited

1st Floor, New Trading Ring
Rotunda Building, P J Tower
Dalal Street,
Mumbai 400 001

BSE Code: 500490

Corporate Listing Department.

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor
Plot No.C-1, G Block
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051

NSE Code: BAJAJHLDNG

Dear Sirs,

Sub: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") of 73rd Annual General Meeting (AGM) held on 20 July 2018

We wish to inform you that 73rd AGM of the Company was held on **Friday, 20 July 2018** at **4.00 p.m.** at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made thereunder, as amended ("Rules") and Regulation 44 of the SEBI Listing Regulations, 2015, the Company had provided facility for remote e-voting to the shareholders as on 13 July 2018 (being the cut-off date for the purpose of e-voting), to cast their votes on the items of business stated in the AGM notice. The remote e-voting system was open from Tuesday, 17 July 2018 (9.00 am) to Thursday, 19 July 2018 (5.00 pm).

As required under the said Rules, electronic voting facility was also made available at the venue of the AGM and members attending the meeting who had not already cast their votes by remote e-voting were able to cast their vote at the venue of the meeting using electronic voting (InstaPoll).

The Company has now received the consolidated report of the Scrutinizer, duly countersigned by the Chairman of the AGM, confirming details of voting through remote e-voting and details of electronic voting at the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of the AGM, i.e. on 20 July 2018.

A disclosure of the voting results of the meeting in terms of Regulation 44 of the SEBI Listing Regulations, 2015 and the businesses considered and approved by the shareholders with an overwhelming majority is enclosed, together with the Scrutinizer's report on e-voting. A copy of the same is also being placed on the Company's website and that of Karvy Computershare Pvt. Ltd.

Kindly acknowledge and take the same on record.


Thanking you,

Yours faithfully,

For **Bajaj Holdings & Investment Limited**


Vallari Gupte
Company Secretary

Encl. A/a



	BAJAJ HOLDINGS & INVESTMENT LIMITED
Date of the AGM/EGM	20-07-2018
Total number of shareholders on record date	46585
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	43
Public:	82
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of audited standalone & consolidated financial statements for the year ended 31 March 2018 and Directors' and Auditors' Reports thereon									
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	Votes Invalid	
Promoter and Promoter Group	E-Voting	50705278	50705278	100.0000	50705278	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		50705278	100	50705278	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	22040656	20192410	91.6144	20184545	7865	99.9610	0.0389	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		20192410	91.6144	20184545	7865	99.9610	0.0390	0	
Public- Non Institutions	E-Voting	38547576	12089133	31.3616	12089133	0	100.0000	0.0000	0	
	Poll		15560	0.0404	15560	0	100.0000	0.0000	55350	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		12104693	31.4020	12104693	0	100.0000	0.0000	55350	
Total		111293510	83002381	74.5797	82994516	7865	99.9905	0.0095	55350	

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend of Rs. 40 per equity share, for the year ended 31 March 2018								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	50705278	50705278	100.0000	50705278	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		50705278	100	50705278	0	100.0000	0.0000	0
Public- Institutions	E-Voting	22040656	20192410	91.6144	19876341	316069	98.4347	1.5653	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		20192410	91.6144	19876341	316069	98.4347	1.5653	0
Public- Non Institutions	E-Voting	38547576	12089133	31.3616	12089133	0	100.0000	0.0000	0
	Poll		15560	0.0404	15560	0	100.0000	0.0000	55350
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12104693	31.4020	12104693	0	100.0000	0.0000	55350
Total		111293510	83002381	74.5797	82686312	316069	99.6192	0.3808	55350

Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Rahul Bajaj (DIN 00014529), who retires by rotation								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	50705278	50705278	100.0000	50705278	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		50705278	100	50705278	0	100.0000	0.0000	0
Public- Institutions	E-Voting	22040656	20192410	91.6144	19926643	265767	98.6838	1.3161	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		20192410	91.6144	19926643	265767	98.6838	1.3162	0
Public- Non Institutions	E-Voting	38547576	12089133	31.3616	12089133	0	100.0000	0.0000	0
	Poll		15560	0.0404	15560	0	100.0000	0.0000	55350
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12104693	31.4020	12104693	0	100.0000	0.0000	55350
Total		111293510	83002381	74.5797	82736614	265767	99.6798	0.3202	55350

Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Fixing of remuneration of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) Statutory Auditors of the Company, for the year 2018-19 and thereafter								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	50705278	50705278	100.0000	50705278	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		50705278	100	50705278	0	100.0000	0.0000	0
Public- Institutions	E-Voting	22040656	20192410	91.6144	20184545	7865	99.9610	0.0389	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		20192410	91.6144	20184545	7865	99.9610	0.0390	0
Public- Non Institutions	E-Voting	38547576	12089133	31.3616	12089133	0	100.0000	0.0000	0
	Poll		15560	0.0404	15560	0	100.0000	0.0000	55350
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12104693	31.4020	12104693	0	100.0000	0.0000	55350
Total		111293510	83002381	74.5797	82994516	7865	99.9905	0.0095	55350

Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Naushad Forbes (DIN 00630825) as an independent director								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	50705278	50705278	100.0000	50705278	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		50705278	100	50705278	0	100.0000	0.0000	0
Public- Institutions	E-Voting	22040656	20192410	91.6144	20183090	9320	99.9538	0.0461	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		20192410	91.6144	20183090	9320	99.9538	0.0462	0
Public- Non Institutions	E-Voting	38547576	12089132	31.3616	12089127	5	99.9999	0.0000	1
	Poll		15560	0.0404	15560	0	100.0000	0.0000	55350
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12104692	31.4020	12104687	5	100.0000	0.0000	55351
Total		111293510	83002380	74.5797	82993055	9325	99.9888	0.0112	55351

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

303, Parag-Wahini C.H.S Ltd,
126 Dahanukar Colony, Lane No 4
Kothrud, Pune: 411 038.
Tel.: (O) 25 38 99 85 (R) 25230773
E-mail: shyamprasad.limaye@gmail.com

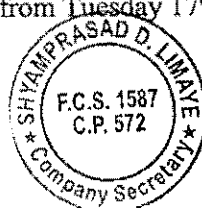
Scrutinizer's Report

[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 Holdings & Investment Limited
CIN: L35911PN1945PLC004656,
Bajaj Auto Ltd. Complex,
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 scrutinizer for the purpose of Scrutinizing the e-voting process along with 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 73rd Annual General Meeting (AGM) of the members of the Company, held on Friday 20th July, 2018 at 4.00 p.m. at Registered office of the Company at Mumbai-Pune road, Akurdi, Pune 411035.
2. The notice dated 18th May, 2018 convening the 73rd 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 instapoll on the resolutions contained in the Notice to the 73rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and instapoll 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 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 and instapoll.
4. Further to the above, I submit my report as under:-
 - i. The remote e-voting period remained open from Tuesday 17th July, 2018 (9:00 A.M) to Thursday 19th July, 2018 (5:00 P.M).



Shyamprasad D. Limaye

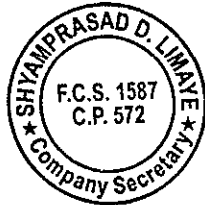
Company Secretary

- ii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 13th July, 2018, (End of Day), entitled to vote on the resolutions as set out in the notice of the 73rd Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Thursday, 19th July, 2018 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Aditya Abhyankar who are not in the employment of the Company.
- iv. The instapoll was again provided at the 73rd Annual General Meeting on Friday 20th July, 2018 for those members who attended the meeting but not voted through remote e-voting facility, and such e-voting was unblocked after completion of such voting.
- v. Thereafter considering remote e-voting and votes by instapoll, the combined result of the voting is annexed. The details containing inter alia, votes put in or "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 - 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: 20/07/2018



Based on above the Resolutions No. 1 to 5 are passed with requisite majority.

For Bajaj Holdings & Investment Limited

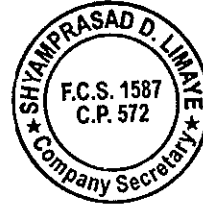


Nanoo Pamnani
Chairman of the Meeting

X.

BAJAJ HOLDINGS & INVESTMENT LIMITED AGM-20/07/2018 eVoting and Instapoll

Srl	Resolution	Ballots		Favour			Against			Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	
1	Adoption of audited financial statements for the year ended 31 March 2018 and Directors' and Auditors' Reports thereon	299	83076601	297	82994516	99.9905	1	7865	0.0095	0	0	18870
2	Declaration of dividend of Rs.40 per equity share, for the year ended 31 March 2018	299	83076601	295	82686312	99.6192	3	316069	0.3808	0	0	18870
3	Re-appointment of Rahul Bajaj (DIN 00014529), who retires by rotation	299	83076601	287	82736614	99.6798	11	265767	0.3202	0	0	18870
4	Fixing of remuneration of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) Statutory Auditors of the Company, for the year 2018-19 and thereafter	299	83076601	297	82994516	99.9905	1	7865	0.0095	0	0	18870
5	Appointment of Dr. Naushad Forbes (DIN 00630825) as an independent director	299	83076601	295	82993055	99.9888	2	9325	0.0112	1	1	18870



Shyamprasad D. Limaye

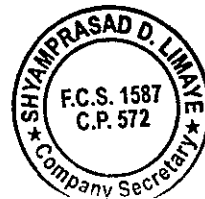
Shyamprasad D. Limaye
FCS 1587 CP 572

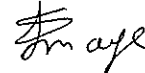
BAJAJ HOLDINGS & INVESTMENT LIMITED AGM-20/07/2018 Evoting

Srl	Resolution	Ballots		Favour			Against			Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	
1	Adoption of audited financial statements for the year ended 31 March 2018 and Directors' and Auditors' Reports thereon	255	83005691	254	82978956	99.9905	1	7865	0.0095	0	0	18870
2	Declaration of dividend of Rs.40 per equity share, for the year ended 31 March 2018	255	83005691	252	82670752	99.6191	3	316069	0.3809	0	0	18870
3	Re-appointment of Rahul Bajaj (DIN 00014529), who retires by rotation	255	83005691	244	82721054	99.6797	11	265767	0.3203	0	0	18870
4	Fixing of remuneration of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) Statutory Auditors of the Company, for the year 2018-19 and thereafter	255	83005691	254	82978956	99.9905	1	7865	0.0095	0	0	18870
5	Appointment of Dr. Naushad Forbes (DIN 00630825) as an independent director	255	83005691	252	82977495	99.9888	2	9325	0.0112	1	1	18870

BAJAJ HOLDINGS & INVESTMENT LIMITED AGM-20/07/2018 Instapoll

Srl	Resolution	Ballots		Favour			Against			Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	
1	Adoption of audited financial statements for the year ended 31 March 2018 and Directors' and Auditors' Reports thereon	44	70910	43	15560	100	0	0	0	0	0	0
2	Declaration of dividend of Rs.40 per equity share, for the year ended 31 March 2018	44	70910	43	15560	100	0	0	0	0	0	0
3	Re-appointment of Rahul Bajaj (DIN 00014529), who retires by rotation	44	70910	43	15560	100	0	0	0	0	0	0
4	Fixing of remuneration of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) Statutory Auditors of the Company, for the year 2018-19 and thereafter	44	70910	43	15560	100	0	0	0	0	0	0
5	Appointment of Dr. Naushad Forbes (DIN 00630825) as an independent director	44	70910	43	15560	100	0	0	0	0	0	0




 Shyamprasad D. Limaye
 FCS 1587 CP 572