



BAJAJ HOLDINGS & INVESTMENT LTD.

CIN: L65993PN1945PLC004656

Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411 035

Tel + 020 66107150 Website: www.bhil.in; E-mail: investors@bhil.in

POSTAL BALLOT FORM

Serial No.

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

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

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

(4) No. of share(s) held

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

Table with 5 columns: Sr. No., Description, No. of shares, I/We assent to the resolution (For), I/We dissent to the resolution (Against). Rows 1-4 describe resolutions regarding Memorandum of Association, Articles of Association, Foreign Portfolio Investors' investment limit, and remuneration to Managing Director & CEO.

Place :

Date :

Signature of the Sole/First named member

ELECTRONIC VOTING PARTICULARS

Table with 3 columns: EVEN (E-Voting Event Number), USER ID, PASSWORD/PIN.

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

Table with 2 columns: Commencement of Voting (14 February 2020 at 9:00 a.m. (IST)), End of Voting (14 March 2020 at 5:00 p.m. (IST)).

Note:

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

INSTRUCTIONS

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