

# **Shareholder' Guide**

## **Transfer of shares**

### **1. What is the procedure for transfer of shares in favour of transferee(s)?**

Transferee(s) need to send share certificate(s) along with share transfer deed in the prescribed Form No SH 4, duly filled in, executed and affixed with share transfer stamps, to the Company's STA, within 60 days from the date of execution. It takes about 15 days for the Company's STA to process the transfer, although the statutory time limit fixed for completing a transfer is 15 days under the Listing Agreement and one month under the Companies Act, 2013.

### **2. Where should I send the shares for transfer?**

Transferee is requested to forward the share transfer deed along with the share certificate(s) stated therein to Karvy Computershare Private Limited (**Share Transfer Agent or 'STA'**) at the following address:

Karvy Computershare Private Limited  
**Unit: Bajaj Holdings & Investment Limited (BHIL)**  
Karvy Selenium Tower B,  
Plot 31-32, Gachibowli Financial District,  
Nanakramguda,  
Hyderabad 500 032 (A P)

Tel: (040) 6716 2222 or (040) 6716 1562

Fax: (040) 2300 1153

Toll Free no.: 1800-345-4001

E-mail : [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com)

#### **Contact person:**

Mr Mohd Mohsinuddin

Transferee may also submit the documents at any of the nearest Karvy authorised office.

### **3. What is the stamp duty on shares? Where do I get these stamps?**

The stamp duty applicable on share transfer is at 0.25% of the market value on the date of execution of the transfer deed. Share Transfer Stamps can be obtained from the authorised stamp vendors or nearest "General Post Office". Your share broker can also help you in this regard.

Alternatively, you can get the Transfer Deed franked with the requisite stamp fee by any bank where franking services are available.

**4. What should transferee (purchaser) do in case transfer form is returned with objections?**

Transferee needs to immediately proceed to get the errors/ discrepancies corrected. Transferee needs to contact the transferor (seller) either directly or through his broker for rectification or replacement with good securities. After rectification or replacement of the securities, the same can be resubmitted for effecting transfer. In case the errors are non rectifiable, purchaser has recourse to the seller and his broker through the Stock Exchange to get back his money. However, in case of off-market transactions, matter should be settled with the seller only.

Photo copy of Claimant (s) PAN Card duly certified by a Gazetted Officer. It is mandatory as per SEBI Norms vide Circular No. SEBI/MRD/Dop/SE/RTA/Cir- 03/2010 dated 07th January 2010.

**5. Procedure to add the name of another person as a joint-holder**

Addition of name is deemed to be transfer of shares. In such cases, the procedure laid for transfer of shares as stated above is required to be followed.

**Transposition of shares**

**6. Meaning of Transposition**

Transposition is the process of interchanging the order of names in respect of shares held under a folio.

**7. How can the change in order of names (i.e. transposition) be effected?**

Share certificates along with a request letter duly signed by all the joint holders may be sent to the Company's STA. Transposition can be done only for the entire holdings under a folio and therefore, requests for transposition of part holding cannot be accepted by the Company / STA. For shares held in demat form, investors are advised to approach their DP concerned for transposition of the shares.

Submission of a copy of PAN card is mandatory for transposition of shares also in terms of SEBI's Circular no. SEBI/MRD/DoP/SE/RTA/Cir-03/2010 dated January 07, 2010

**Transmission of shares**

**8. What is the procedure for getting shares in the name of surviving shareholder(s), in the event of death of one shareholder?**

The surviving shareholder(s) will have to submit a request letter supported by an attested copy of the death certificate of the deceased shareholder and accompanied by the relevant share certificate(s). The Company's STA, on receipt of the said documents and after due scrutiny, will

delete the name of the deceased shareholder from its records and return the share certificate(s) to the surviving shareholder(s) with necessary endorsement.

Submission of a copy of PAN card is mandatory for transposition of shares also in terms of SEBI's Circular no. SEBI/MRD/DoP/SE/RTA/Cir-03/2010 dated January 07, 2010

**9. If a shareholder who holds shares in his sole name dies without leaving a Will, how can his legal heir(s) claim the shares?**

The legal heir(s) should obtain a Succession Certificate or Letter of Administration with respect to the shares and send a true copy of the same, duly attested, along with a request letter, transmission form, and the share certificate(s) in original, to the Company's STA for transmission of the shares in his / their name(s). In case of electronic holdings these documents have to be submitted to the concerned DP.

SEBI vide its Circular dated 28.10.2013, has directed listed companies to adhere to a standardized and simplified procedure for transmission of shares in physical mode registered in the name of sole / single shareholder. Accordingly, in case of -

**A. Shares registered in single / sole name, without registration of nominee,** in respect of shares registered in the name of deceased shareholder/s with market value of shares in its entirety, (no part transmission of shares to be permitted) as on the date of application, **within a threshold limit of Rs. 2,00,000**, production of Succession Certificate / Letter of probate / Letter of Administration will be waived, subject to production of documents as per the standardized and simplified documents stipulated by SEBI (viz., No objection certificate from all legal heir/s who do not object to such transmission / copy of Family Settlement Deed duly notarised or attested by a Gazetted Officer and executed by all the legal heirs of the deceased holder and Indemnity made on appropriate non judicial stamp paper - indemnifying the STA / Issuer Company).

For securities of **value of more than Rs. 2 lacs**, the company will continue to follow the current procedure of calling for Succession Certificate / Probate of will / Letter of Administration/Court Decree.

**B. Where nomination is registered** in respect of shares registered in the name of a single / sole Shareholder, no Succession Certificate / Letter of Probate / Letter of Administration is sought for currently and this procedure will continue unchanged.

You may get in touch with the STA or the Company for more details.

**10. In case of a deceased shareholder who held shares in his/ her own name (single) and had left a Will, how do the legal heir(s) get the shares transmitted in their name(s)?**

The legal heir(s) shall have to get the Will probated by the Court of competent jurisdiction and then send to the Company's STA a copy of the Will probated by the Court, along with relevant

details of the shares, the relevant share certificate(s) in original and transmission form for transmission of the shares in his / their name(s). In case of electronic holdings these documents have to be submitted to the concerned DP.

#### **List of documents required for processing request for transmission of shares.**

1. Copy of Succession Certificate / Letter of Administration/ Probate of Will duly certified by Notary / Gazetted Officer.
2. Transmission Form to be filled, signed and submitted with us. Please ensure that your specimen signature is attested by a Nationalized Bank Manager with their Official Seal.
3. No Objection Letter from other legal heirs which is required to be executed on Non-Judicial stamp paper of the value of Rs.100/-, if applicable, along with their copies of Address proof i.e., Passport / Driving License duly certified by Notary/Bank Manager with their Official Seal.
4. Photo copy of Claimant (s) PAN Card duly certified by a Gazetted Officer. It is mandatory as per SEBI Norms vide Circular No. SEBI/MRD/Dop/SE/RTA/Cir- 03/2010 dated 07th January 2010.
5. Claimant's proof of address, such as Electricity Bill/Telephone Bill/Water Bill/Ration Card/Pass Port/Driving License, duly attested.
6. Copy of Death certificate of the shareholders, duly certified by Notary/ Gazetted Officer.
7. Original share certificates.
8. Request letter duly signed by the Claimant(s) for transmission of share(s).

All attested/certified copies should bear Official seal, Name, Address and Signature of attesting authority.

#### **Necessity of getting the will probated**

You will appreciate that in order to ascertain that the will in question is the last will and testament made by the deceased, it is important and necessary that the same is authenticated/probated by the Court. This is to protect the interest of the investors at large and to obviate any future claims/disputes on the same.

**11. The name of a joint holder was included only for convenience by the first holder. I am the only heir. Could you transfer the shares in my name as per the will/probate?**

As per law, the joint holder is deemed to be having indivisible ownership of the joint property and the company cannot ascertain as to how or why the name was included. As per the Articles of Association of the company, the surviving joint holders are the only persons recognized as having title to the shares.

You are requested to get in touch with the STA for further details and formats.

<b>Duplicate issue of shares</b>
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**12. What if I have lost my share certificate(s)?**

Following are Indicative formalities for getting duplicate share certificates

Please inform the STA about loss of share certificates quoting your folio number and details of share certificates if available. They shall immediately mark a caution on your folio to prevent any further transfer of shares covered by the lost share certificates.

Shareholder will be required to complete the following formalities for issue of duplicate share certificate. However, shareholder may get in touch with STA for any specific requirements.

1. Lodge a complaint with Police Station and submit a Copy of FIR (mentioning folio no, share certificate(s), unit name, distinctive no(s) and no. of lost shares) in original or attested by notary/gazette officer. Please note that FIR should have/contain clear impression of rubber stamp of the concerned Police Station.
2. Execute Indemnity & Affidavit on a non-judicial stamp paper of the Value of Rs.200/- & Rs.20/- duly attested by Notary Public/Special Executive Magistrate respectively (as per proforma enclosed). Affidavit should be attested by notary with appropriate notarial stamps affixed together with the seal and the registration no of the notary.
3. Stamp Paper must be purchased only in the name of the executor .i.e., registered shareholder.
4. Copy of Pan Card holder/s **with self-attestation.**
5. **Questionnaire Form** to be filled in by applicant(s) for issue of Duplicate Certificate(s) in respect of security/ies for which original certificate(s) are lost
6. **SURETY FORM** to be filled and submit with complete details along with his/her copy of PAN card duly attested by Notary/gazetted officer

7. **Surety** holder supporting documents like **salary certificate/pay slip** or copy of **latest Assessment Order passed by Income Tax authorities** or proposed valuation Report issued by Revenue Authorities/Municipal Authorities /Secretary of Gram panchayat duly attested by a Notary/Gazetted officer. Income of surety should be more than the present market value of shares.
8. Share holder specimen signature duly attested by the Banker as per the proforma enclosed.
9. Full name, address and signature of the surety should appear in the indemnity Bond and Surety form to be filled by same person who has signed as surety on the Indemnity.
10. Share holders' proof of residence like Electricity Bill/Telephone Bill/Water Bill/Pass port/Driving License duly attested by notary/Gazetted officer and latest Bank statement/ pass book of share holder
11. Any correction / modification on these documents need initials of the executors.
12. All the particulars of the shares like folio no, certificate no. and distinctive numbers to be mentioned in the Indemnity and Affidavit.
13. **ADVERTISEMENT** for the loss of shares to be published in any English newspaper having wide Circulation as per notice enclosed and an original copy of the same to be sent to us.
14. Request letter duly signed by shareholder for issue of duplicate share certificate.

On receipt of above we shall revert to you. While sending the documents please mention your phone or mobile number/Email ID in your covering letter to enable us to contact you for any further requirement.

### 13. What if I my share certificate is torn or damaged?

Please contact STA with a request letter and original certificate. STA will inform you if any further formality is required to be complied for the same.

## Dematerialization / Rematerialization of shares

### 14. Meaning of Dematerialization?

The process of converting securities (i.e. shares, bonds etc.) held in physical form into electronic form is known as dematerialization. Under this process, securities held by an investor in physical form are converted to an equal number of securities in electronic form and credited into the investor's demat account maintained by him with his Depository Participant (DP). It is similar to a

bank account, where entry is made in Statement of Account of the number of shares held in a demat account.

#### **15. What are the benefits of availing depository services?**

- i. A safe, convenient way to hold securities; especially if you are holding shares of many companies
- ii. Immediate transfer of securities;
- iii. No stamp duty on transfer of securities;
- iv. Elimination of risks associated with physical certificates such as bad delivery, fake securities, Delays in transit, thefts etc.
- v. Ease in pledging the shares
- vi. Reduction in paperwork involved in transfer of securities;
- vii. Reduction in transaction cost;
- viii. No odd lot problem, even one share can be sold;
- ix. Change in address recorded with DP gets registered with all companies in one go in which the investor holds securities electronically thereby eliminating the need to correspond with each of them separately;
- x. Easy Nomination facility;
- xi. Faster disbursement of non cash corporate benefits like rights, bonus, etc..
- xii. Faster settlement cycle
- xiii. SMS alert facility

Further, SEBI has made it compulsory for all investors to settle their trades in BHIL shares only in electronic form. Hence, shareholders intending to trade in BHIL shares are required to hold the same in electronic form.

As a shareholder holding shares in dematerialized form, he / she will have the same rights as a shareholder of the Company viz. right to receive dividend, bonus shares, subscribe to rights shares, attend general meetings, receive communications etc.

#### **16. Procedure for dematerialization of shares?**

- i. Open a Beneficiary Account with a DP registered with SEBI and with any one of the Depositories i.e., NSDL or CDSL.
- ii. Submit the Dematerialization Request Form (DRF) (in triplicate) to your DP duly filled in and signed by all the shareholders, along with share certificate(s) and requisite documents. Ensure that the names and order of names as per certificate(s) match with the names and order of the names as per the DP account.
- iii. Obtain an acknowledgement from the DP.
- iv. On receipt of DRF as above, DP will generate a Dematerialization Request Number (DRN) and the said DRN is electronically transmitted to the Company / STA through the concerned Depository.
- v. Simultaneously, DP will send the physical certificate(s) with the original DRF to the Company/STA for verification and confirmation.

- vi. The Company/STA, on receipt of DRF and share certificate(s) as above, will process the said request and if the DRF is found in order {viz. verification of signature and certificate(s)}, will electronically confirm the said request.
- vii. The DP on receipt of such confirmation, will credit the account with the shares dematerialized.
- viii. The DP will hold the shares in the dematerialized form thereafter on your behalf and you will become beneficial owner of these dematerialized shares.

#### **17. Can I Pledge dematerialized shares?**

Shares held in dematerialized form can be pledged as security for the purpose of availing loan/credit facility from a bank or as collateral for availing finance from other financial institutions, subject to complying with the terms and conditions prescribed by the DP.

#### **18. What is the Procedure for pledging of dematerialized shares?**

- Both the Pledger as well as the Pledgee must maintain depository accounts;
- Pledger has to initiate the pledge by filling and submitting to his DP the "Pledge Request Form" (PRF) in duplicate, duly filled in all respects;
- The PRF should be signed by all joint-holders. The Pledgee may countersign the PRF;
- On receipt of the PRF, the Pledger's DP verifies whether the securities proposed to be pledged are unencumbered and there is enough free balance;
- The Pledger's DP then sets up a pledge in the depository system and a unique Pledge Sequence No. is generated;
- The Pledger is required to submit the acknowledged copy of the PRF to the Pledgee;
- The Pledgee's DP can access the request online. Based on the Pledgee's copy of PRF received from the Pledger, the Pledgee's DP either accepts or rejects the request using accept / reject flag.

The procedures indicated above are by way of guidance only and the same could vary from DP to DP or could be amended from time to time. Request you to check with your DP for updated procedure and forms.

#### **19. Who has to bear Charges for demat of shares?**

The charges for demat have to be borne by the shareholder. The charges differ from DP to DP and you may choose your DP for the same.

#### **20. What are the Rights on dematerialized shares?**

The Depositories (NSDL/CDSL) will provide the list of demat account holders and the number of shares held by them in electronic form on the Record date to the company /STA (known as Benpos). On the basis of Benpos, the company concerned will issue dividend warrants in favour of the demat account holders. The rights of the shareholders holding shares in demat form are at par with the holders in physical form. Hence you will be eligible to get the Annual Report and will have the right to attend the AGM as a shareholder.

**21. What are the Chances of any fraud/disputes in using a demat account?**

Common risk factors applicable to trading in physical shares like mismatch in signatures, loss in postal transit, etc., are absent since the dematerialized shares are traded scrip less. However, in the event of any other dispute, the concerned Stock Exchange and/or Depository Custodian viz. NSDL/CSDL or SEBI would have to be approached for resolving such issues.

**22. What is rematerialisation of shares?**

It is the process through which shares held in demat form are converted into physical form by issuance of share certificate(s).

If you are holding shares in electronic form, you still have the option to convert your holding in physical form by submitting a Rematerialization Request Form (RRF) through your DP in the same manner as Dematerialization. Upon receipt of such request from your DP, the Company/Registrars will issue share certificate(s) for the number of share(s) so rematerialized.

<b>Dividend</b>
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**23. What is the dividend declared by the Company?**

Bajaj Holdings & Investment Limited (erstwhile Bajaj Auto Limited) has been declaring dividends since past many years. Details of dividends declared by the company each year can be found on the company's website on the link – [www.bhil.in](http://www.bhil.in) >> Investors >> Stock History >> Dividend History

**24. How can I check if I have unpaid dividend lying with the company?**

Details of unclaimed and unpaid dividends for the past 7 years are available on the company's website on the link - [www.bhil.in](http://www.bhil.in) >> Investors >> Stock History >> Unclaimed Dividend

**25. Is there a procedure to claim such unpaid dividend?**

Please contact the company / STA with details of your demat account number / folio number. We will check if there is any unclaimed / unpaid dividend and process the same.

**26. What is the procedure for obtaining a duplicate dividend warrant**

In case, you have not received the dividend warrant or credit thereof is not reflected in your bank statement, you are requested to inform the STA in writing quoting your Folio No. / DP & Client ID.

STA will check the status with Bank and send a demand draft in lieu of dividend warrant, if the same is unpaid.

**27. I want to receive dividend directly in my bank account, what is the procedure?**

SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 has stipulated that all listed companies shall use approved electronic mode of payment viz., ECS, NECS, NEFT etc., for the purpose of making payments to the shareholders.

You are therefore advised to update your bank mandate details along with the 9 digit MICR/NECS details, to the respective depository participant in case of shares held in demat/share transfer agent of the Company in case of shares held in physical.

**28. I want to update my bank account details for receiving dividend.**

You may contact your respective depository participant in case of shares held in demat / share transfer agent of the Company in case of shares held in physical, for updating your bank account details along with the 9 digit MICR/NECS details.

<b>Nomination on shares</b>
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Nomination refers to the act of nominating a person in whom the shares would vest in the event of death of the shareholder.

**29. I want to add nomination to my shareholding in the company.**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of the registered shareholder(s).

The prescribed nomination form (SH-13) will be sent by the share transfer agent of the Company upon such request and is also available on the Company's website. Nomination facility for shares held in electronic form is also available with depository participant as per the bye-laws and business rules applicable to NSDL and CDSL.

**30. Do I have to send my share certificates along with the nomination form?**

No.

**31. Whether the joint holder/s nominees to the shares?**

Joint holders are not nominees. They are joint holders of the relevant shares having joint rights on the same. In the unfortunate event of death of any one of the joint holders, the surviving joint holder/s of the shares is/are the only person/persons recognized by the company as the holders of the shares.

**32. Can a nomination once made be changed?**

Nomination once made can be revoked by a shareholder by giving a fresh nomination. If the nomination is made by joint holders, and one of the joint-holders dies, the remaining joint holder/s can make a fresh nomination by revoking existing nomination.

**33. Legal position of the nominee in case of death of the shareholders**

Upon the death of a shareholder, the Nominee, to the exclusion of any other legal heir/beneficiary, is the only person in whom the shares vest. In other words, in case of a valid nomination, the company will not entertain any claim from legal heirs or beneficiaries and the shares will be transmitted only in favour of the Nominee.

In case the nomination is made by joint-holders, the nomination will come into play only upon the death of all the joint holders. Therefore, if one of the joint shareholders dies, the shares will devolve on the surviving shareholders to the exclusion of the Nominee. In this case, the surviving shareholders may make a fresh nomination if they so desire.

#### **34. Procedure for the nominee to get the shares in his name**

Upon death of a shareholder, the nominee is entitled to have the shares transmitted in his favour. He/She will have to give a notice in writing to this effect along with the share certificate(s) of the deceased shareholders. Alternatively, the nominee can transfer the shares held by the deceased shareholder, to a third party.

If a nominee opts for registration of shares in his name, he is required to produce proof of identity, e.g., copy of passport, driving license, voter's identity card or such other proof to the satisfaction of the company. The nominee should also submit his specimen signature duly attested along with a request for transfer.

Upon scrutiny of the documents submitted by the nominee, shares will be transmitted in his favour and share certificates returned to him duly endorsed.

#### **35. Can the nominee sell the shares without registration in his favour? What is the procedure?**

Yes, a nominee can sell the shares to a third party, without registration of shares in his favour. However, the usual procedure for transfer of shares will have to be followed.

<b>Demat suspense account with HDFC Bank</b>
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#### **36. Shares in Demat Suspense Account**

In accordance with the provisions contained in the clause 5A of the listing agreement as amended by SEBI vide Circular dated 16 December 2010, the Company was required to send three reminders at the registered addresses of the shareholders whose shares were lying "Undelivered/Unclaimed" with the Company, requesting for the correct particulars to dispatch such share certificates. If no response was received, the shares were required to be transferred to an "Unclaimed Share Suspense Account", being maintained by the Company in the electronic form.

Further, voting rights on such shares are to remain frozen till the rightful owner claims the shares.

Accordingly, during the year 2011-12, Company had sent three reminders to these shareholders, followed by opening of the said suspense account with HDFC Bank.

The Company, acting as a trustee in respect of the unclaimed shares, follows the modalities for the operation of the said account in the manner set out in clause 5A of the listing agreement.

As and when any shareholder approaches at a later date, the Company delivers the shares to him/her from the said account, after proper verification/identification.

Please contact Company / STA for more details.

## General

### **37. I want to update my new address with the company.**

Please contact your depository participant for updating your address. In case your shares are in physical mode, please contact the company or the STA with a copy of address proof for your new address.

### **38. Please update your email address -**

As a Go Green initiative, Ministry of Corporate Affairs as well as SEBI has permitted companies to communicate with the shareholders through email. The same is reflected in the Companies Act, 2013 and Listing Agreement.

Therefore, to receive shareholders' communications through electronic means, including annual reports and notices, you are requested to kindly register/update their email address with the respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, you may please register your email address with Karvy Computershare Private Ltd. on [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com).

## General information about company

### ➤ **Present paid-up share capital of BHIL**

It is Rs.1,112,935,100 divided into 111,293,510 Equity Shares of Rs.10/- each.

### ➤ **Shareholding Pattern**

Please refer 'Shareholding Pattern' on the link [www.bhil.in](http://www.bhil.in) >> [Investors](#) >> [Shareholding Pattern](#)>>. At the start of every quarter, Shareholding Pattern for the previous quarter is uploaded after submission to the stock exchanges.

### ➤ **Share price details**

Under 'Investors' Section, you can click on 'Market Tracker' to know the NSE quotes and 'Stock Watch' to know the BSE quotes.

Apart from share prices, details of all information submitted to stock exchanges by the Company can be seen on 'Market Tracker' and 'Stock Watch'.

### ➤ **Listing on stock exchanges**

Shares of the Company are currently listed on the following stock exchanges:

## **BHIL – Shareholders' Guide**

**1. BSE Ltd., Mumbai**

1st Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

**2. National Stock Exchange of India Ltd. (NSE)**

Exchange Plaza  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

GDRs are listed on the London Stock Exchange, having its office at EC2N 1HP, London UK.

➤ **Stock code**

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|---|--------------|
| • BSE, Mumbai                             | 500490       |
| • National Stock Exchange                 | BAJAJHLDNG   |
| • Reuters                                 | BJAT.BO      |
| • Bloomberg                               | BJA.IN       |
| • ISIN for Depositories (NSDL and CDSL)   | INE118A01012 |
| • SEDOL for GDRs on London Stock Exchange | 4039077      |
| 7. ISIN for GDRs on London Stock Exchange | US0571002080 |

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