BAJAJ

Bajaj Holdings & Investment Limited
(formerly Bajaj Auto Limited)
CIN: L35911PN1945PLC004656
Regd. Office : Bajaj Auto Limited Complex,
Mumbai Pune Road, Akurdi, Pune 411035.
Tel.: 020-27472851, Fax :020-27407380
Website: www.bhil.in

23 July 2015

Corporate Relations Department.
BSE Limited
1st Floor, , New Trading Ring
Rotunda Building, P J Tower
Dalal Street, Mumbai 400 001
Email: corp.relations@bseindia.com

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
Email: cmlist@nse.co.in

NSE Code: BAJAJHLDNG

Dear Sirs,

Sub: Announcement-Outcome of 70th Annual General Meeting (AGM) held on 23 July 2015

Ref: Submission of Voting Results pursuant to Clause 35A of the Listing Agreement.

We wish to inform you that 70th AGM of the company was held on Thursday, 23 July 2015 at 4.15 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 ("Amended Rules") and Clause 35B of the Listing Agreement, the Company had provided facility for remote e-voting to the shareholders as on 16 July 2015 (being the cut-off date for the purpose of e-voting), along with physical ballot form (Assent/Dissent Form) to cast their votes on the items of business stated in the AGM notice. The remote e-voting system was open from Monday, 20 July 2015 (9.00 am) to Wednesday, 22 July 2015 (5.00 pm).

As required under the Amended 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.

The Company has now received the consolidated report of the Scrutinzer, 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 23 July 2015.

A disclosure of voting results of the meeting in terms of clause 35A of the Listing Agreement and the businesses considered and approved by the shareholders with an overwhelming majority is enclosed, together with the Scrutinizer's consolidated report on e-voting. A copy of the same is also being placed on the Company's & Karvy's website.

Kindly acknowledge and take the same on record.

Thanking you,

Yours faithfully,
For Bajaj Holdings & Investment Limited

Vallari Gupte
Company Secretary

Encl. As above

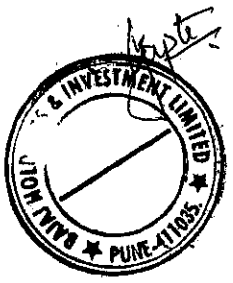
BAJAJ HOLDINGS & INVESTMENT LIMITED

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Sr. No.	Description	Particulars
A.	Date of AGM	**23 JULY 2015**
B.	Total number of shareholders on Cut-off date	**44,707**
C.	No of shareholders present in the meeting either in person or through proxy	**121**

	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter and promoter group	**21**	**29**	**50**	**44,465,587**	**39.95**
	Public	**69**	**2**	**71**	**56,84,421**	**5.11**
	Total	**90**	**31**	**121**	**50,150,008**	**45.06**

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



ANNEXURE

Details of Voting Results

Agenda-wise

All the resolutions required to be passed as ordinary resolution

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 the AGM.

Resolution 1 : Adoption of standalone financial statements and consolidated financial Statements of the Company for the year ended 31 March 2015, together with the Directors' and Auditors' Reports thereon. (Ordinary Resolution)

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	45,845,335	45,321,606	98.86	45,321,606	0	100.00	0.00
Public – Institutional holders	28,332,720	19,693,913	69.51	19,693,236	0	100.00	0.00
Public-Others	37,115,455	11,422,578	30.78	11,422,277	0	100.00	0.00
Total	**111,293,510**	**76,438,097***	**68.68**	**76,437,119**	**0**	**100.00**	**0.00**

** Includes 978 shares - Votes invalid / abstained*

Resolution 2 : Declaration of Dividend on Equity Shares (Ordinary Resolution)

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	45,845,335	45,321,606	98.86	45,321,606	0	100.00	0.00
Public – Institutional holders	28,332,720	19,693,913	69.51	19,693,236	0	100.00	0.00
Public-Others	37,115,455	11,422,578	30.78	11,422,278	0	100.00	0.00
Total	**111,293,510**	**76,438,097****	**68.68**	**76,437,120**	**0**	**100.00**	**0.00**

*** Includes 977 shares - Votes invalid / abstained*



Resolution 3 : Appointment of Shri Rajiv Bajaj , Director retiring by rotation (Ordinary Resolution)

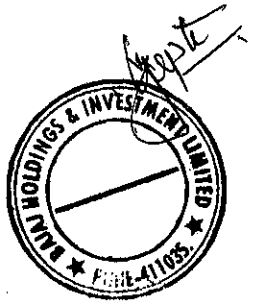
Promoter/Public	No. of shares held (as on the cut off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes –in Favour (4)	No. of Votes – against (5)	% of Votes in Favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	45,845,335	45,321,606	98.86	45,321,606	0	100.00	0.00
Public – Institutional holders	28,332,720	19,693,913	69.51	16,923,173	2,276,718	85.93	11.56
Public-Others	37,115,455	11,422,578	30.78	11,422,278	0	100.00	0.00
Total	**111,293,510**	**76,438,097#**	**68.68**	**73,667,057**	**2,276,718**	**96.37**	**2.98**

 # Includes 494,322 shares - Votes invalid / abstained

Resolution 4 : Ratification of appointment of Statutory Auditors and fixing their Remuneration (Ordinary Resolution)

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	45,845,335	45,321,606	98.86	45,321,606	0	100.00	0.00
Public – Institutional holders	28,332,720	19,693,913	69.51	19,693,236	0	100.00	0.00
Public-Others	37,115,455	11,422,578	30.78	11,422,277	1	100.00	0.00
Total	**111,293,510**	**76,438,097^**	**68.68**	**76,437,119**	**1**	**100.00**	**0.00**

^ Includes 977 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 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, has 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 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 70th Annual General Meeting (AGM) of the members of the Company, held on Thursday 23rd July, 2015 at 4.15 p.m. at Registered office of the Company at Mumbai-Pune road, Akurdi, Pune 411035.

2. The notice dated 21st May, 2015 convening the 70th 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 70th 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 20th July, 2015 (9:00 A.M) to Wednesday 22nd July, 2015 (5:00 P.M).

SHYAMPRASAD D. LIMAYE * F.C.S. 1537 C.P. 572 * Company Secretary

Shyamprasad D. Limaye Company Secretary

ii. Ballot forms received till Wednesday 22nd 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, 16th July, 2015, (End of Day) entitled to vote on the resolutions as set out in the notice of the 70th Annual General Meeting (AGM) of the Company.

iv. The e-voting was again provided at the 70th Annual General Meeting on Thursday 23rd 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 D. LIMAYE ★ Company Secretary ★ F.C.S. 1587 C.P. 572

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 4 have been passed with requisite majority.

For Bajaj Holdings & Investment Limited

RAHUL BAJAJ
CHAIRMAN

BAJAJ HOLDINGS & INVESTMENT LIMITED

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

Resolution ID	Resolution Description	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 together with the Directors' and Auditors' Reports thereon.	Electronic	221	76415439	220	76414761		0	0	0	0	0		*2	678	
		Physical	3	1910	2	1610		0	0	0	1	300		0	0	
		Instapoll	44	20748	44	20748		0	0	0	0	0		0	0	
	TOTAL		**268**	**76438097**	**266**	**76437119**	**100.00**	**0**	**0**	**0**	**1**	**300**	**0.00**	***2**	**678**	**0.00**
2	To declare dividend.	Electronic	221	76415439	221	76414762		0	0	0	0	0		*1	677	
		Physical	3	1910	2	1610		0	0	0	1	300		0	0	
		Instapoll	44	20748	44	20748		0	0	0	0	0		0	0	
	TOTAL		**268**	**76438097**	**267**	**76437120**	**100.00**	**0**	**0**	**0**	**1**	**300**	**0.00**	***1**	**677**	**0.00**
3	Re-appointment of Rajiv Bajaj, who retires by rotation.	Electronic	221	76415439	173	73644699		46	2276718		0	0		*3	494022	
		Physical	3	1910	2	1610		0	0	0	1	300		0	0	
		Instapoll	44	20748	44	20748		0	0	0	0	0		0	0	
	TOTAL		**268**	**76438097**	**219**	**73667057**	**96.37**	**46**	**2276718**	**2.98**	**1**	**300**	**0.00**	***3**	**494022**	**0.65**
4	Ratification of appointment of Dalal & Shah, Chartered Accountants, as Auditors and fixing their remuneration	Electronic	221	76415439	220	76414761		1	1	0	0	0		*1	677	
		Physical	3	1910	2	1610		0	0	0	1	300		0	0	
		Instapoll	44	20748	44	20748		0	0	0	0	0		0	0	
	TOTAL		**268**	**76438097**	**266**	**76437119**	**100.00**	**1**	**1**	**0.00**	**1**	**300**	**0.00**	***1**	**677**	**0.00**

***Partially voted in favour & Partially not voted. Hence Ballot numbers appear more by 1 number.**

