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

29 July 2016

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 71st Annual General Meeting (AGM) held on 27 July 2016

Ref: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015").

We wish to inform you that 71st AGM of the company was held on Wednesday, 27 July 2016 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 20 July 2016 (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 Sunday, 24 July 2016 (9.00 am) to Tuesday, 26 July 2016 (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 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 27 July 2016.

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 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. A/a

BAJAJ HOLDINGS & INVESTMENT LIMITED	
Date of the AGM / ~~EGM~~	27-07-2016
Total number of shareholders on record date	44016
No. of shareholders present in the meeting either in person or through proxy:	105
Promoters and Promoter Group:	23
Public:	82
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial statements for the year ended 31 March 2016 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
Promoter and Promoter Group	E-Voting	47,042,717	47,042,567	99.9997	47,042,567	-	100.0000	-
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		47,042,567	99.9997	47,042,567	-	100.0000	-
Public- Institutions	E-Voting	25,902,432	22,579,636	87.1719	22,579,636	-	100.0000	-
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		22,579,636	87.1719	22,579,636	-	100.0000	-
Public- Non Institutions	E-Voting	38,348,361	11,665,863	30.4208	11,665,863	-	100.0000	-
	Poll (InstaPoll at AGM)		19,354	0.0505	19,354	-	100.0000	-
	Total		11,685,217	30.4712	11,685,217	-	100.0000	-
	Total	111,293,510	81,307,420	73.0567	81,307,420	-	100.0000	-

Resolution required: (Ordinary/ Special)	ORDINARY - To declare final dividend and approve interim dividend for the year ended 31 March 2016.							
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
Promoter and Promoter Group	E-Voting	47,042,717	47,042,567	99.9997	47,042,567	-	100.0000	-
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		47,042,567	99.9997	47,042,567	-	100.0000	-
Public- Institutions	E-Voting	25,902,432	22,579,636	87.1719	22,579,636	-	100.0000	-
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		22,579,636	87.1719	22,579,636	-	100.0000	-
Public- Non Institutions	E-Voting	38,348,361	11,665,863	30.4208	11,665,863	-	100.0000	-
	Poll (InstaPoll at AGM)		19,354	0.0505	19,354	-	100.0000	-
	Total		11,685,217	30.4712	11,685,217	-	100.0000	-
	Total	111,293,510	81,307,420	73.0567	81,307,420	-	100.0000	-

BAJAJ HOLDINGS & INVESTMENT LIMITED PUNE-411035.

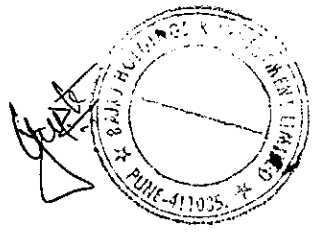
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Manish Kejriwal, Director, who retires by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?								NO
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled 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
Promoter and Promoter Group	E-Voting	47,042,717	47,042,567	99.9997	47,042,567	-	100.0000	-
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		47,042,567	99.9997	47,042,567	-	100.0000	-
Public- Institutions	E-Voting	25,902,432	22,579,636	87.1719	19,474,452	3,105,184	86.2479	13.7521
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		22,579,636	87.1719	19,474,452	3,105,184	86.2479	13.7521
Public- Non Institutions	E-Voting	38,348,361	11,665,863	30.4208	11,665,678	185	99.9984	0.0016
	Poll (InstaPoll at AGM)		19,354	0.0505	19,354	-	100.0000	-
	Total		11,685,217	30.4712	11,685,032	185	99.9984	0.0016
	Total	**111,293,510**	**81,307,420**	**73.0567**	**78,202,051**	**3,105,369**	**96.1807**	**3.8193**

Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of Dalal & Shah LLP, Chartered Accountants, as statutory auditors and fixing their remuneration for the year 2016-17.							
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
Promoter and Promoter Group	E-Voting	47,042,717	47,042,567	99.9997	47,042,567	-	100.0000	-
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		47,042,567	99.9997	47,042,567	-	100.0000	-
Public- Institutions	E-Voting	25,902,432	22,579,636	87.1719	22,563,136	16,500	99.9269	0.0731
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		22,579,636	87.1719	22,563,136	16,500	99.9269	0.0731
Public- Non Institutions	E-Voting	38,348,361	11,665,863	30.4208	11,665,863	-	100.0000	-
	Poll (InstaPoll at AGM)		19,354	0.0505	19,354	-	100.0000	-
	Total		11,685,217	30.4712	11,685,217	-	100.0000	-
	Total	**111,293,510**	**81,307,420**	**73.0567**	**81,290,920**	**16,500**	**99.9797**	**0.0203**

BAJAJ HOLDINGS & INVESTMENT LIMITED PUNE-411035

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for payment of commission to non-executive directors for a period of five years commencing from 1 April 2016.							
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**
Promoter and Promoter Group	E-Voting	47,042,717	47,042,567	99.9997	47,042,567	-	100.0000	-
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		47,042,567	99.9997	47,042,567	-	100.0000	-
Public- Institutions	E-Voting	25,902,432	22,579,636	87.1719	22,579,636	-	100.0000	-
	Poll (InstaPoll at AGM)		-	-	-	-	-	-
	Total		22,579,636	87.1719	22,579,636	-	100.0000	-
Public- Non Institutions	E-Voting	38,348,361	11,665,863	30.4208	11,665,860	3	99.9999	0.0001
	Poll (InstaPoll at AGM)		19,354	0.0505	19,271	83	99.5711	0.4289
	Total		11,685,217	30.4712	11,685,131	86	99.9993	0.0007
	Total	**111,293,510**	**81,307,420**	**73.0567**	**81,307,334**	**86**	**99.9999**	**0.0001**

Conclusion: Resolution No. 1 & 2 have been passed unanimously while Resolution No. 3, 4 & 5 have been passed overwhelmingly with requisite majority.



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 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 71st Annual General Meeting (AGM) of the members of the Company, held on Wednesday 27th July, 2016 at 4.00 p.m. at Registered office of the Company at Mumbai-Pune road, Akurdi, Pune 411035.

2. The notice dated 25th May, 2016 convening the 71st 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 71st 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 Sunday 24th July, 2016 (9:00 A.M) to Tuesday 26th July, 2016 (5:00 P.M).

Shyamprasad D. Limaye Company Secretary

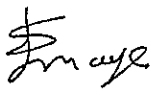
ii. The members who were on record of the Company as on the "cut-off" date i.e. Wednesday, 20th July, 2016, (End of Day) entitled to vote on the resolutions as set out in the notice of the 71st Annual General Meeting (AGM) of the Company.

iii. The votes cast via remote e-voting were blocked on Tuesday, 26th July, 2016 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Bhushan M. Lunawat who are not in the employment of the Company.

iv. The instapoll was again provided at the 71st Annual General Meeting on Wednesday 27th July, 2016 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,

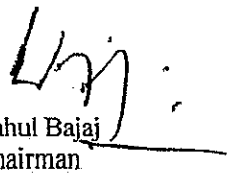




Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 27/07/2016

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

For Bajaj Holdings & Investment Limited



Rahul Bajaj
Chairman

BAJAJ HOLDINGS & INVESTMENT LIMITED-27/07/2016-MUMBAI-PUNE ROAD, AKURDI,PUNE eVoting and Instapoll

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Adoption of Financial	279	81342420	279	81307420	100.00	0	0	0.00	0	0	0	0	35000
2	To declare final dividend	279	81342420	279	81307420	100.00	0	0	0.00	0	0	0	0	35000
3	Re-appointment	279	81342420	222	78202051	96.18	57	3105369	3.82	0	0	0	0	35000
4	Ratification of appointment	279	81342420	278	81290920	99.98	1	16500	0.02	0	0	0	0	35000
5	Approval for payment of	279	81342420	275	81307334	100.00	4	86	0.00	0	0	0	0	35000

SHYAMPRASAD D. LIMAYE ★ Company Secretary ★ F.C.S. 1587 C.P. 572

Shyamprasad D.Limaye

F.C.S.1587 C.P.572

BAJAJ HOLDINGS & INVESTMENT LIMITED-27/07/2016-MUMBAI-PUNE ROAD, AKURDI,PUNE Evoting

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Adoption of Financial	229	81323066	229	81288066	100.00	0	0	0.00	0	0	0	0	35000
2	To declare final dividend	229	81323066	229	81288066	100.00	0	0	0.00	0	0	0	0	35000
3	Re-appointment	229	81323066	172	78182697	96.18	57	3105369	3.82	0	0	0	0	35000
4	Ratification of appointment	229	81323066	228	81271566	99.98	1	16500	0.02	0	0	0	0	35000
5	Approval for payment of	229	81323066	228	81288063	100.00	1	3	0.00	0	0	0	0	35000

BAJAJ HOLDINGS & INVESTMENT LIMITED-27/07/2016-MUMBAI-PUNE ROAD, AKURDI,PUNE Instapoll

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Adoption of Financial	50	19354	50	19354	100.00	0	0	0.00	0	0	0	0	0
2	To declare final dividend	50	19354	50	19354	100.00	0	0	0.00	0	0	0	0	0
3	Re-appointment	50	19354	50	19354	100.00	0	0	0.00	0	0	0	0	0
4	Ratification of appointment	50	19354	50	19354	100.00	0	0	0.00	0	0	0	0	0
5	Approval for payment of	50	19354	47	19271	99.57	3	83	0.43	0	0	0	0	0

SHYAMPRASAD D. LIMAYE
F.C.S. 1587
C.P. 572
Company Secretary

Shyamprasad D.Limaye
F.C.S.1587 C.P.572