

NOTICE

Notice is hereby given that the Sixty eighth annual general meeting of the shareholders of Bajaj Holdings & Investment Ltd. will be held on Friday, 19 July 2013 at 4.15 p.m. at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

ORDINARY BUSINESS:

- 1 To consider and adopt the audited Balance Sheet as at 31 March 2013 and the Statement of Profit and Loss for the year ended 31 March 2013 and the Directors' and Auditors' Reports thereon.
- 2 To declare a dividend.
- 3 To appoint a director in place of Nanoo Pamnani, who retires by rotation and being eligible offers himself for re-appointment.
- 4 To appoint a director in place of P Murari, who retires by rotation and being eligible offers himself for re-appointment.
- 5 To appoint auditors of the Company for the period commencing from the conclusion of this annual general meeting till the conclusion of the next annual general meeting and to fix their remuneration.

By order of the Board of Directors
for Bajaj Holdings & Investment Ltd.



Vallari Gupte

Company Secretary

Date: 16 May 2013

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2 Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of clause 49 of the listing agreement.
- 3 The register of members and share transfer books of the Company will remain closed from Saturday, 6 July 2013 to Friday, 19 July 2013, both days inclusive.
- 4 Dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched between 23 July 2013 to 25 July 2013 as under:
 - a) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Friday, 5 July 2013; and
 - b) to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/share transfer agent (i.e Karvy Computershare Pvt. Ltd.) on or before the close of business hours on Friday, 5 July 2013.
- 5 To ensure timely delivery of shareholders' communications and also credit of dividend through National Electronic Clearing Service (NECS) or dividend warrants/payment instruments:
 - a. Shareholders, holding shares in physical form, are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/NECS details, to the share transfer agent of the Company (i.e. Karvy Computershare Pvt. Ltd.), on or before 5 July 2013.
 - b. Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc. to their respective depository participants and make sure that such changes are recorded correctly on or before 5 July 2013.
- 6 Dividend will be preferably paid through NECS, wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the shareholders. In cases where the dividends cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
- 7 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection by members and others as prescribed in the respective sections of the Companies Act, 1956 as specified below:
 - i) Register of contracts with companies and firms in which directors are interested under section 301 of the Companies Act, 1956 on all working days during business hours.
 - ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 on all working days during business hours between the period beginning fourteen days before the date of annual general meeting and ending three days after the date of its conclusion.
- 8 Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote at the annual general meeting.
- 9 Members/Proxies are requested to bring their attendance slips along with the copies of annual reports to the meeting.
- 10 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
- 11 To receive faster communication of all shareholder communications, including annual reports, the shareholders are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, shareholders are advised to register their email address with M/s Karvy Computershare Pvt. Ltd.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Item No. 3 of the Notice

Nanoo Pamnani

As regards reappointment of Nanoo Pamnani referred to in item no. 3 of the notice, following necessary disclosures are made for the information of the shareholders:

Brief profile of Nanoo Pamnani is given below:

Nanoo Pamnani (b. February 26, 1945) is B A (Hons) from Bombay University (stood first in the University in Economic Major), B Sc (Economics) from London School of Economics (Majored in Economics and Econometrics).

In his 40-year long career with Citibank, N.A., he held many key positions and handled a range of senior assignments both in India and abroad, which include the following:

- Director for Citibank, N.A., Asia Pacific Group
- Chief Executive Officer, Citibank, N.A., India
- Sector Executive, Citibank, N.A., Emerging Markets, (Asia, Latin America, Central and Eastern Europe, and Middle East and Africa)
- Division Executive, Citibank, N.A., Asia Pacific Private Banking Group
- Chief Executive Officer, Citibank, N.A., Philippines

Major Directorships

Bajaj Auto Ltd.
Bajaj Finance Ltd.
Bajaj Finserv Ltd.
Bajaj Holdings & Investment Ltd.
P N Writer & Co Pvt Ltd.
Writer LifeStyle Pvt Ltd.

Committee Chairmanships

Bajaj Auto Ltd.
Bajaj Finserv Ltd.
Bajaj Finance Ltd.
Bajaj Holdings & Investment Ltd.

Committee positions

Bajaj Finance Ltd.
Bajaj Holdings & Investment Ltd.
P. N. Writer & Co. Pvt. Ltd.
Writer Lifestyle Pvt. Ltd.

Advisory Position

BMR Advisors, Mumbai, India

Shareholding in the Company

Nil

The Board commends the resolution for your approval.

None of the directors, except Nanoo Pamnani is concerned or interested in the said resolution.

Item No. 4 of the Notice

P. Murari

As regards reappointment of P Murari referred to in item No 4 of the notice, following necessary disclosures are made for the information of the shareholders:

Brief profile of P Murari is given below:

P Murari (b.August 19, 1934) having done M A (Economics) from Madras University joined the Indian Administrative Service (IAS), in which he served from 1957 till 1992.

During his illustrious career as a civil servant, he has held many distinguished positions, including:

- Sub-divisional and District Magistrate, Sub-Collector, Deputy Director of Census Operations
- Chairman/Managing Director/Director in State undertakings of Government of Tamil Nadu
- Health Secretary, Chairman - Electricity Board, Commissioner for Commercial Taxes, Govt of Tamil Nadu
- Additional Secretary to GOI, Ministry of Industry
- Secretary to GOI, Cabinet Secretariat, Implementation Committee for Pandit Jawaharlal Nehru Centenary
- Secretary, Ministry of Food Processing Industries, GOI
- Secretary, Ministry of Information and Broadcasting, GOI

He has undertaken many special projects for the Government of India and has chaired numerous high level commissions and committees. He has served on the Boards/Councils of several reputed institutions and professional bodies. He has represented India in the Asian Productivity Council. He has a number of important publications to his credit.

He retired as Secretary to the President of India in August, 1992.

He is currently Adviser to President, FICCI. He is also the elected President of the Indo American Association, Chennai.

Major Directorships

Aban Offshore Ltd.
Aditya Birla Nuvo Ltd.
Adayar Gate Hotel Ltd.
Bajaj Auto Ltd.
Bajaj Holdings & Investment Ltd.
Fortis Malar Hospital Ltd.
Great Eastern Energy Corporation Ltd.
HEG Ltd.
IDEA Cellular Ltd.
Xpro India Ltd.

Committee Chairmanships

Aban Offshore Ltd.
Adayar Gate Hotel Ltd.
Bajaj Holdings & Investment Ltd.

Committee positions

Aditya Birla Nuvo Ltd.
Fortis Malar Hospitals Ltd.
Great Eastern Energy Corporation Ltd.
Xpro India Ltd.

Shareholding in the Company

Nil

The Board commends the resolution for your approval.

None of the directors, except P Murari is concerned or interested in the said resolution.

By order of the Board of Directors
for Bajaj Holdings & Investment Ltd.

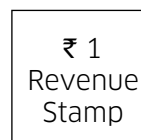


Vallari Gupte
Company Secretary
Date: 16 May 2013

PROXY

I/We of
 in the district of being member/s of
 BAJAJ HOLDINGS & INVESTMENT LTD. hereby appoint
 of in the district of or failing him
 of in the district of
 as my/our proxy to vote for me/us on my/our behalf at the SIXTY EIGHTH ANNUAL GENERAL MEETING of the
 Company to be held on Friday, 19 July 2013 at 4.15 p.m. and any adjournment thereof.
 Signed this day of 2013.

Folio No.
DP ID No.
Client ID No.



Signature.....

E-mail ID:

NOTE:

The proxy duly completed must be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting.

Members who have multiple folios/demat accounts with different joint-holders may use copies of this proxy form.

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ATTENDANCE SLIP

I hereby record my presence at the SIXTY EIGHTH ANNUAL GENERAL MEETING of the Company on Friday, 19 July 2013 at 4.15 p.m. at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune-411 035.

Folio No or Client ID and DP ID No.

.....
 Full Name of the *Shareholder/proxy
 (in block letters)

*Strike out whichever is not applicable

.....
 Signature of *Shareholder/proxy

E-mail ID

NOTE:

Members who have multiple folios/demat accounts with different joint-holders may use copies of this attendance slip.

The BAJAJ logo is rendered in a bold, white, sans-serif typeface. The letters are closely spaced, with the 'A's having a distinctive shape. The logo is positioned in the upper right quadrant of the page, set against a background of overlapping, curved blue shapes that create a sense of depth and movement.

BAJAJ

68th Annual Report 2012-13
Bajaj Holdings & Investment Limited

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Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Madhur Bajaj

Rajiv Bajaj

D J Balaji Rao

S H Khan

Nanoo Pamnani

Manish Kejriwal

Naresh Chandra

P Murari

Dalal & Shah
Chartered Accountants

Citibank N A
HDFC Bank

**Registered under the Indian
Companies Act, 1913**

Vallari Gupte
(w.e.f. 3 December 2012)

Mumbai-Pune Road
Akurdi, Pune 411 035

Directors' Report

Introduction

The directors present their sixty eighth annual report and the audited statements of accounts for the year ended 31 March 2013.

Operations

The operations and financial figures of the Company are elaborated in the annexed Management Discussion and Analysis Report. The highlights are as under:-

Financial results (Standalone)

	(₹ In Crore)	
	2013	2012
Total revenue	745.15	650.37
Total expenses	14.70	7.56
Profit before tax	730.45	642.81
Tax expense	67.12	75.35
Profit after tax	663.33	567.46
Add: Balance brought forward from previous year	486.09	411.05
Profit available for appropriation	1,149.42	978.51
Transfer to Reserve fund u/s 45-IC(1) of Reserve Bank of India Act, 1934	132.67	113.49
Transfer to General reserve	66.33	56.75
Proposed dividend (inclusive of dividend tax)	325.02	322.18
Balance carried to Balance Sheet	625.40	486.09
Earnings per share (₹)	59.6	51.0

Financial results (Consolidated)

The highlights of the Consolidated Financial Results are as under:

	(₹ In Crore)	
	2013	2012
Total revenue	339.46	301.03
Profit before exceptional item and tax	322.02	288.94
Profit before tax	322.02	274.93
Income from associate after tax	1,602.69	1,480.70
Profit for the year	1,856.38	1,679.17
Earnings per share (₹)	166.8	150.9