

**Registered office:**

Mumbai-Pune Road, Akurdi, Pune 411 035.

**Email:** [investors@bhil.in](mailto:investors@bhil.in), **website:** [www.bhil.in](http://www.bhil.in)**Phone:** (020) 2747 2851, **Fax:** (020) 2740 7380**NOTICE**

Notice is hereby given that the seventy third annual general meeting of the shareholders of Bajaj Holdings & Investment Ltd. will be held on **Friday, 20 July 2018** at **4.00 pm** 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 standalone financial statements and the consolidated financial statements of the Company for the year ended 31 March 2018, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Rahul Bajaj (DIN 00014529), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To authorise the Board to fix the remuneration of S R B C & CO LLP, Chartered Accountants, Statutory Auditors of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the 72nd Annual General Meeting held on 20 July 2017 in respect of the appointment of S R B C & CO LLP, Chartered Accountants (firm registration no. 324982E/E300003) till the conclusion of the 77th Annual General Meeting, the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors for the period commencing from the year 2018-19, until the conclusion of the 77th Annual General Meeting of the Company scheduled to be held in the year 2022."

**SPECIAL BUSINESS:****5. Appointment of Dr. Naushad Forbes as an independent director**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **ordinary resolution:**

"RESOLVED THAT Dr. Naushad Forbes (DIN 00630825) who was appointed by the Board of Directors as an Additional Director under section 161(1) of the Companies Act, 2013 and who vacates his office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, as amended, has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company, pursuant to section 149 of the Companies Act, 2013 and Rules made thereunder, for a period of five years with effect from 15 September 2017 up to 14 September 2022.

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dr. Naushad Forbes be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

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



**Vallari Gupte**  
Company Secretary

Pune: 18 May 2018



## NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UP TO, AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- 3 Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
- 4 Brief details of the director, who is seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations, 2015.
- 5 Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from **Saturday, 7 July 2018** to **Friday, 20 July 2018**, both days inclusive.
- 6 Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched between **24 July 2018** and/or **25 July 2018** as under:
  - a) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data 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, 6 July 2018**; 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.('Karvy')) on or before the close of business hours on **Friday, 6 July 2018**.
- 7 As per the SEBI Listing Regulations, 2015, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on the warrants.
- 8 **To ensure timely credit of dividend through the approved electronic mechanism or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/relevant details, to the respective depository participant in case of shares held in demat mode or share transfer agent of the Company in case of shares held in physical mode, on or before 6 July 2018.**
- 9 To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
- 10 The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Karvy.
- 11 In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
- 12 **To receive shareholders' communications through electronic means, including annual reports and notices, members 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, members are advised to register their e-mail address with Karvy Computershare Pvt. Ltd. on - [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com)**

- 13 With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 14 Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 15 Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.
- 16 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others as specified below:
  - i) Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
  - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
- 17 Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic form, the members may please contact their respective depository participant.
- 18 In terms of section 124(5) of the Companies Act, 2013, dividend amount for the year ended 31 March 2011 remaining unclaimed for a period of 7 years shall become due for transfer in August 2018 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account.

Members who have not claimed dividends in respect of the financial years from 2010-11 onwards are requested to approach the Company/Karvy for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.

- 19 Corporate members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.
- 20 Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the Meeting. Proxies are requested to bring their Identity proof to the meeting for the purpose of identification.
- 21 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
- 22 Route map for the directions to venue of the meeting is available on [http://www.bhil.in/pdf/agm\\_route\\_map.pdf](http://www.bhil.in/pdf/agm_route_map.pdf)
- 23 For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

#### 24 **Voting through electronic means –**

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **13 July 2018** (end of day) being the **Cut-off date** for the purpose of Rule 20 (4) (vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Computershare Pvt. Ltd. (Karvy) or to vote at the annual general meeting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.



The instructions for remote E-Voting are as under:

#### **A. For members who receive Notice of annual general meeting through e-mail:**

- i. Use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e. User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. **Bajaj Holdings & Investment Ltd.**
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. **Once you confirm, you will not be allowed to modify your vote subsequently.** During the voting period, you can login multiple times, till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutiniser through e-mail [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name\_EVENT No.'
- xi. Remote e-voting facility where members can cast their vote online shall be open from: **17 July 2018 (9 a.m.)** till **19 July 2018 (5 p.m.)** and at the end of Remote e-voting period, the facility shall forthwith be blocked.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Computershare Pvt Ltd. on 1800 345 4001 (toll free).

#### **B. For members who receive the Notice of annual general meeting in physical form:**

Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the e-voting facility for which the User Id and initial password are provided on the attendance slip. Please follow steps from Sl. No. (i) to (xii) under heading A above to vote through e-voting platform.

## C. Voting facility at Annual General Meeting

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

## D. General Instructions:

- i. The Board of Directors has appointed Shyamprasad D. Limaye, Practising Company Secretary (FCS No. 1587 CP No.572) as the scrutiniser to the e-voting process (including voting through ballot form received from the members) and voting at the venue of the annual general meeting in a fair and transparent manner.
- ii. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website: [www.bhil.in](http://www.bhil.in) and on the website of Karvy - <https://evoting.karvy.com>, and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company scheduled to be held on **Friday, 20 July 2018**.



## ANNEXURE TO THE NOTICE

### BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS, 2015

#### Item No. 3 of the Notice

#### Rahul Bajaj (DIN 00014529)

As regards re-appointment of Rahul Bajaj referred to in item no. 3 of the Notice, following necessary disclosures are made for the information of the shareholders:

#### Information about the appointee:

Rahul Bajaj, 79, is recognized as one of the most successful business leaders of India. He heads the Bajaj Group of Companies which is a leader in a variety of manufactured products and financial services in India and abroad including motorized 2 and 3-wheelers, home appliances, electric lamps, wind energy, special alloy and stainless steel, cranes, forgings, infrastructure development, material handling equipment, travel, general and life insurance and consumer finance.

He holds an Honours Degree in Economics from Delhi University, a Degree in Law from Mumbai University and an MBA from Harvard Business School. He is the Chairman of the board of many companies. He was elected to the Upper House of Parliament (Rajya Sabha) for the period 2006-2010.

He has received numerous prestigious awards and recognitions, notable being the award of 'Padma-Bhushan' by the Government of India in 2001, Alumni Achievement Award by the Harvard Business School and Life Time Achievement Awards from Economic Times, Ernst and Young and CNBC TV18. He was appointed Knight in the Order of the Legion of Honour by the President of the French Republic. He was also awarded CII President's Award for Lifetime Achievement. He has been recently awarded the prestigious Lifetime Achievement Award for Corporate Governance by the Institute of Company Secretaries of India.

He has been conferred Honorary Doctorates by six Universities including IIT Roorkee.

He was the President of Confederation of Indian Industry (CII), Society of Indian Automobile Manufacturers (SIAM), Mahratta Chamber of Commerce Industry and Agriculture (MCCIA) and Chairman of the Development Council for Automobiles and Allied Industries.

He was appointed by the Government of India as the Chairman (1986-89) of the Government owned domestic carrier, Indian Airlines. He was nominated by the President of India as the Chairman of the Board of Governors of the Indian Institute of Technology, Mumbai during 2003-06. He is a Member of the International Business Council of the World Economic Forum, Geneva, a Member of Harvard Business School's Global Advisory Board and the International Advisory Committee of NYSE Euronext. He is also a Member of the International Advisory Council of the Brookings Institution, Washington DC and a Member of the Executive Board of Indian School of Business.

He spear-heads the CSR activities of the Bajaj Group of Companies and charitable trusts including Jamnalal Bajaj Foundation, Jankidevi Bajaj Gram Vikas Sanstha and Shiksha Mandal and a number of social organisations including Bharatiya Yuva Shakti Trust and Ruby Hall Clinic, a large hospital in Pune.

#### Major Directorships

Bajaj Holdings & Investment Ltd.  
Bajaj Auto Ltd.  
Bajaj Finserv Ltd.  
Bajaj Finance Ltd.  
Bajaj Allianz General Insurance Company Ltd.  
Bajaj Allianz Life Insurance Company Ltd.  
Indian School of Business

#### Committee position/chairmanships: Nil

**Shareholding in the Company:** 8,059,671 (including shares held in different capacities) equity shares as on 31 March 2018.

Rahul Bajaj is not disqualified from being appointed as a Director in terms of section 164 of the Act and is eligible for payment of sitting fee and commission, as payable to non-executive directors of the Company.

Disclosures of his relationship inter-se with other directors and details on the number of Board meetings attended by him are given in the Corporate Governance Report.

None of the directors/key managerial personnel and/or their relatives, except Rahul Bajaj and his relatives Rajiv Bajaj, Sanjiv Bajaj and Manish Kejriwal, is concerned or interested in the said resolution.

The Board commends the ordinary resolution set out at Item No. 3 of the Notice for approval by shareholders.

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND DISCLOSURE UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS, 2015**

### **Item No.5 of the Notice**

Dr. Naushad Forbes (DIN 00630825) was appointed by the Board of Directors of the Company on 15 September 2017 as an additional director in the category of non-executive, independent director, w.e.f. 15 September 2017. He holds office until the ensuing annual general meeting under section 161(1) of the Companies Act, 2013.

He has submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in section 149(6) and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015. Dr. Naushad Forbes is not disqualified from being appointed as a Director in terms of section 164 of the Act.

In respect of the appointment of Dr. Forbes, a notice in writing in the prescribed manner as required by section 160 of the Companies Act, 2013, as amended and Rules made thereunder has been received by the Company, regarding his candidature for the office of the director.

The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

The Board is of the opinion that Dr. Forbes possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have his association with the Company as an independent director.

According to section 152 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, in the opinion of the Board, the proposed appointment of Dr. Naushad Forbes as an independent director, fulfills the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations, 2015 and that the proposed appointment of Dr. Naushad Forbes is independent of the Management.

### **Brief Profile:**

Dr. Naushad Forbes, 58 is the Co - Chairman of Forbes Marshall, India's leading Steam Engineering and Control Instrumentation firm. He chairs the Steam Engineering Companies within that group.

Dr. Forbes was an occasional Lecturer and Consulting Professor at Stanford University from 1987 to 2004 where he developed courses on Technology in Newly Industrializing Countries. He received his Bachelors, Masters and PhD Degrees from Stanford University.

He is on the Board of several educational institutions and public companies. He is the Chairman of Centre for Technology, Innovation and Economic Research in Pune. He has long been an active member of CII and has at various times chaired the National Committees on Higher Education, Innovation, Technology and International Business. He was President of CII for 2016 – 17.



### **Directorships:**

Forbes Marshall Pvt. Ltd.  
Bajaj Auto Ltd.  
Bajaj Finserv Ltd.  
Bajaj Holdings & Investment Ltd.  
Zodiac Clothing Company Ltd.  
Forbes Solar Pvt. Ltd.  
Forbes Marshall Arca Pvt. Ltd.  
Forbes Marshall (Hyd) Pvt. Ltd.  
Forbesvyncke Pvt. Ltd.  
J N Marshall Pvt. Ltd.  
Krohne Marshall Pvt. Ltd.  
Centre for Technology Innovation and Economic Research

### **Committee position:**

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

### **Shareholding in the Company: Nil**

None of the directors/key managerial personnel and/or their relatives, except Dr. Naushad Forbes, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company, in the resolution set out in Item No. 5 of the Notice.

The Board commends the ordinary resolution set out in Item No. 5 of the Notice for approval by the shareholders.

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



**Vallari Gupte**  
Company Secretary

Pune: 18 May 2018



**BAJAJ HOLDINGS & INVESTMENT LTD.**

(CIN: L65993PN1945PLC004656)

**Registered office:**

Mumbai-Pune Road, Akurdi, Pune 411 035.

**Email:** [investors@bhil.in](mailto:investors@bhil.in), **website:** [www.bhil.in](http://www.bhil.in)**Phone:** (020) 2747 2851, **Fax:** (020) 2740 7380**BAJAJ****PROXY FORM****Form No. MGT-11***[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN : L65993PN1945PLC004656  
 Name of the Company : Bajaj Holdings & Investment Ltd.  
 Registered office : Mumbai-Pune Road, Akurdi, Pune 411 035  
 Name of the member(s) : \_\_\_\_\_  
 Registered address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Folio No/Client ID : \_\_\_\_\_  
 DP ID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

(1) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him;  
 (2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the SEVENTY THIRD annual general meeting of the Company, to be held on **Friday, 20 July 2018 at 4.00 p.m.** at Mumbai-Pune Road, Akurdi, Pune 411 035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For	Against
	<b>Ordinary Business</b>		
1	Adoption of audited financial statements for the year ended 31 March 2018 and Directors' and Auditors' Reports thereon		
2	Declaration of dividend of ₹ 40 per equity share, for the year ended 31 March 2018		
3	Re-appointment of Rahul Bajaj, who retires by rotation		
4	Authorising the Board to fix the remuneration of S R B C & CO LLP, Chartered Accountants (firm registration no. 324982E/E300003), Statutory Auditors of the Company, for the year 2018-19 and thereafter		
	<b>Special Business</b>		
5	Appointment of Dr. Naushad Forbes (DIN 00630825) as an independent director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Affix  
revenue  
stamp  
of ₹ 1

Signature of shareholder

Signature of Proxy holder(s)

**Note:**

- This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- As provided under regulation 44 of the SEBI Listing Regulations, 2015, shareholder may vote either for or against each resolution.**

**BAJAJ HOLDINGS & INVESTMENT LIMITED**

(CIN: L65993PN1945PLC004656)

**Registered office:**

Mumbai - Pune Road, Akurdi, Pune 411 035

**E-mail:** investors@bhil.in**Website:** www.bhil.in**Phone:** (020) 27472851; **Fax:** (020) 27407380**ATTENDANCE SLIP****BAJAJ****73rd ANNUAL REPORT 2017-18**

Reg. Folio No./DP ID No./Client ID No. :

Name &amp; Address :

Name(s) of Joint Member(s), if any :

No. of Shares held :

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the SEVENTY THIRD annual general meeting of the Company on  
**Friday, 20 July 2018 at 4.00 p.m.** at the Registered Office of the Company at Mumbai-Pune Road, Akurdi,  
Pune 411 035.

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Signature of First holder/Proxy/Authorised Representative

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Signature of Joint holder(s)

Place:

Date:

**Notes:**

1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

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**E-VOTING****Users who wish to opt for e-voting may use the following login credentials.****EVEN (E-VOTING EVENT NO.)****USER ID****PASSWORD****Note:**

Please follow steps for remote e-voting procedure as given in the Notice of AGM by logging on to-  
**<https://evoting.karvy.com>** and the same is available on Company's website **[www.bhil.in](http://www.bhil.in)**