

AGM NOTICE

Notice is hereby given that the Seventy Fourth Annual General Meeting of the shareholders of Bajaj Holdings & Investment Ltd. will be held on Friday, 26 July 2019 at 4.00 p.m. at the registered office of the Company at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Rajivnayan Rahul Kumar Bajaj (DIN 00018262), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Anami N Roy as an Independent Director of the Company for a first term of five consecutive years with effect from 1 April 2019

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act'), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Anami N Roy (DIN 01361110) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act 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 Act has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years, effective from 1 April 2019 up to 31 March 2024.

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Anami N Roy 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."

5. Appointment of Niraj Kumar Ramkrishnaji Bajaj as a Non-Executive and Non-Independent Director of the Company with effect from 18 May 2019

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of section 152 and any other applicable provisions of the Companies Act, 2013 ('the Act'), the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendations of the Nomination and Remuneration Committee, Niraj Kumar Ramkrishnaji Bajaj (DIN 00028261) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act 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 Act has been received in the prescribed manner, be and is hereby appointed as a Non-Executive and Non-Independent Director, liable to retire by rotation.

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Niraj Kumar Ramkrishnaji Bajaj 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."

6. Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act'), the Rules made thereunder read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Nanoo Gobindram Pamnani (DIN 00053673), who was appointed as an Independent Director of the Company for a term of five years up to 31 March 2019 and is eligible for being re-appointed as an Independent Director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation for the year 2018-19, be and is hereby re-appointed as an Independent Director on the Board of the Company for a second term of five consecutive years, effective from 1 April 2019 up to 31 March 2024.

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Nanoo Gobindram Pamnani, beyond 26 February 2020, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date.

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Nanoo Gobindram Pamnani 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."

7. Re-appointment of Balaji Rao Jagannath Rao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act'), the Rules made thereunder read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Balaji Rao Jagannath Rao Doveton (DIN 00025254), who was appointed as an Independent Director of the Company for a term of five years up to 31 March 2019 and is eligible for being re-appointed as an Independent Director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation for the year 2018-19, be and is hereby re-appointed as an Independent Director on the Board of the Company for a second term of five consecutive years, effective from 1 April 2019 up to 31 March 2024.

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Balaji Rao Jagannath Rao Doveton, beyond 1 April 2019, as an Independent Director of the Company on account of his having already attained age of 75 years as on 1 April 2019.

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Balaji Rao Jagannath Rao Doveton 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."

8. Re-appointment of Dr. Gita Piramal as an Independent Director of the Company for a second term of five consecutive years with effect from 17 July 2019

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act'), the Rules made thereunder read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Gita Piramal (DIN 01080602), who was appointed as an Independent Director of the Company for a term of five years up to 16 July 2019 and is eligible for being re-appointed as an Independent Director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the

prescribed manner and considering the report of her performance evaluation for the year 2018-19, be and is hereby re-appointed as an Independent Director on the Board of the Company for a second term of five consecutive years, effective from 17 July 2019 up to 16 July 2024.

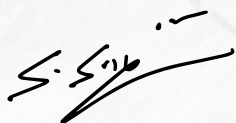
“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Dr. Gita Piramal be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed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

9. Approval for continuation of Rahulkumar Kamalnayan Bajaj as a Non-Executive and Non- Independent Director of the Company from 1 April 2019 to 17 May 2019

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the shareholders be and is hereby accorded for continuation of Rahulkumar Kamalnayan Bajaj (DIN 00014529) beyond 1 April 2019, on account of his having already attained the age of 75 years as on 1 April 2019 and on account his having already resigned as Director after office hours of 17 May 2019, as a Non-Executive and Non-Independent Director of the Company for the period from 1 April 2019 up to 17 May 2019.”

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



Sriram Subbramaniam
Company Secretary

Pune: 17 May 2019

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 A 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. Statement pursuant to section 102 of the Companies Act, 2013 ('the Act') forms part of this Notice.
4. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and as per provisions of the Act.
5. The Board of Directors has recommended dividend of ₹ 32.50 per equity share of the face value of ₹ 10 for FY2019 for the approval of shareholders at the annual general meeting (AGM).
6. Pursuant to the provisions of section 91 of the Act and Regulation 42 of the SEBI Listing Regulations, the register of members and share transfer books of the Company will remain closed from Saturday, 13 July 2019 to Friday, 26 July 2019 (both days inclusive) for the purpose of payment of dividend.
7. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched between Tuesday, 30 July 2019 and/or Wednesday, 31 July 2019 as under:
 - a) to all those shareholders holding shares in physical form, as per the details provided by Karvy Fintech Pvt. Ltd. ('Karvy') to the Company, as on or before the closing hours on Friday, 12 July 2019; and
 - b) 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, 12 July 2019.
8. As per the SEBI Listing Regulations and pursuant to SEBI Circular dated 20 April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared, will be paid through electronic mode, where the bank account details of the members required for this purpose are available. Where dividend payments are made through electronic mode, intimations regarding such remittance will be sent separately to the members. In case, where the dividend cannot be paid through electronic mode, the same will be paid by account payee/non-negotiable instruments/warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on such payment instruments.

For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Friday, 12 July 2019, updated particulars of their bank account, to Karvy along with a photocopy of a 'cancelled' cheque of the bank account and self-attested copy of Permanent Account Number (PAN) card. Beneficial owners holding shares in electronic form are requested to furnish their bank account details to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 12 July 2019. The request for updating of particulars of bank account should be signed as per the specimen signature registered with Karvy/depository participants, as the case may be.
9. Members, holding shares in physical form, are requested to notify change of address, if any, to Karvy on or before Friday, 12 July 2019. Beneficial owners holding shares in electronic form are requested to notify any change of address, etc. to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 12 July 2019.
10. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat 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.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the 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.
12. In terms of sections 101 and 136 of the Act read together with the Rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, Board report, etc. by electronic mode. The Company is accordingly sending soft copies of the above- referred documents to all those members, who have registered their email ids with their respective depository participants or with Karvy.

The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are also available at the Company's website on www.bhil.in

13. To receive various shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their email address with Karvy on mohsin.mohd@karvy.com
14. With a view to help us serve the members better, those 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 into one folio.
15. SEBI vide its notification dated 8 June 2018, as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable including sending of letters/ reminder letters to shareholders holding shares in physical form requesting them to demat their physical holdings.
16. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail 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.
17. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays, up to the date of AGM.
18. 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 in terms of the applicable provisions of the Act, from Monday to Friday from 10.00 a.m. to 12.30 p.m. except holidays:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM 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 Act. The said Register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the AGM.
19. Pursuant to section 72 of the Act, 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 Karvy. In respect of shares held in electronic/demat form, the members may please contact their respective depository participants.
20. In terms of section 124(5) of the Act dividend amount for the year ended 31 March 2012 remaining unclaimed for a period of seven years shall become due for transfer in August 2019 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/shares in respect of the financial years from 2011-12 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.

21. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

Notice

22. 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 AGM.
23. 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 at the meeting for the purpose of identification.
24. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
25. Route map for directions to the venue of the meeting is also available on <https://www.bhil.in/miscellaneous-route-map.pdf>
26. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e., Friday, 19 July 2019, such person may obtain the User ID and Password from Karvy by email request on mohsin.mohd@karvy.com

27. Voting through electronic means

In terms of the provisions of section 108 of 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, the Company is providing remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Friday, 19 July 2019 (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 or to vote at the AGM. Any person who is not a member as on the cut-off date should consider this Notice for information purposes only.

The instructions for remote e-voting are as under:

A. For members who receive Notice of AGM through email:

- i. Initial password is provided in the body of the email.
- ii. Use the following URL for e-voting: <https://evoting.karvy.com>
- iii. Enter the login credentials, i.e., user id and password mentioned in your email. 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.
- iv. After entering the details appropriately, click on LOGIN.
- v. 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.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT. Select **Bajaj Holdings & Investment Ltd.** from the drop-down menu.
- viii. The voting page will open. 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.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. 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.

- xi. 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. 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.'
- xii. Remote e-voting facility where members can cast their vote online shall be open from 23 July 2019 (9.00 a.m.) till 25 July 2019 (5.00 p.m.) and at the end of Remote e-voting period, the facility shall forthwith be blocked.
- xiii. 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 Fintech Pvt. Ltd. on 1800 345 4001 (toll free).

B. For members who receive the Notice of AGM in physical form:

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

C. Voting facility at AGM:

- i. In addition to the remote e-voting facility as described above, the Company has made voting facility available at the venue of the AGM 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. Live Webcast of AGM:

Pursuant to Regulation 44(6) of the SEBI Listing Regulations, your Company has provided the facility of one-way live webcast of the proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the e-voting website of Karvy at <https://evoting.karvy.com> using the secure login credentials provided for e-voting. Members are encouraged to use this facility of webcast.

E. General Instructions:

- i. The Board of Directors has appointed Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587 CP No. 572) as the Scrutiniser for the e-voting process and voting at the venue of the AGM in a fair and transparent manner.
- ii. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company and make, not later than 3 (three) 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/Managing Director & CEO of the Company, who shall countersign the same.
- iii. The Scrutiniser shall submit his report to the Chairman/Managing Director & CEO 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 at 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 AGM of the Company.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND THE ACT.

Item No. 3 of the Notice

Rajivnayan Rahulkumar Bajaj (DIN 00018262)

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

Information about the appointee

Rajivnayan Rahulkumar Bajaj, (born on 21 December 1966) graduated first in class, with distinction, in Mechanical Engineering from the University of Pune in 1988, and then completed his masters in Manufacturing Systems Engineering, with distinction, from the University of Warwick in 1991.

He has since worked at Bajaj Auto Ltd. (Bajaj Auto) in the areas of Manufacturing & Supply Chain (1990-95), R+D and Engineering (1995-2000) & Marketing and Sales (2000-2005) and has been its Managing Director since April 2005.

His current priority is the application of the scientific principles of Homoeopathy to the task of building a brand centred strategy at Bajaj Auto with the objective of achieving its vision of being one of the world's leading motorcycle manufacturers.

He has won a number of awards & recognitions from various prestigious bodies & institutions for his Business Leadership, Entrepreneurship & Innovation.

More details of his profile & awards won are available at www.bhil.in

As on 31 March 2019, he holds 2,000 shares in the Company. He was first appointed in the Board on 5 March 2002 and his last drawn remuneration during the Financial Year 2018-19 was ₹ 900,000/-. He will also be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.

He is not related to any of the Directors or Key Managerial Personnel of the Company (except Rahulkumar Kamalnayan Bajaj, Sanjivnayan Rahulkumar Bajaj, and Manish Santoshkumar Kejriwal).

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

Nature of expertise in specific functional areas: Management and Strategy, Global Business Leadership, Operations & Engineering, Commercial, Purchase & Supply chain, Manufacturing, Automobile Engineering & Project management, Sales, Marketing & International Business and Research & Development.

Major Directorships

1. Bajaj Auto Ltd.
2. Bajaj Finserv Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Holdings & Investment Ltd.
5. KTM AG (Austrian Company)

***Committee Chairmanships:** Nil

***Committee Memberships:** Nil

**Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

None of the Directors (except Rahulkumar Kamalnayan Bajaj, Sanjivnayan Rahulkumar Bajaj, Rajivnayan Rahulkumar Bajaj and Manish Santoshkumar Kejriwal) or Key Managerial Personnel or their relatives is concerned or interested in the said resolution except to the extent of their respective shareholding, if any, in the Company.

The Board commends item No. 3 of the Notice for approval by shareholders.

Statement under section 102 of the Act and regulation 36(3) of SEBI Listing Regulations

Item No. 4 of the Notice

Anami N Roy (DIN 01361110)

Anami N Roy, (born on 15 May 1950) was appointed by the Board of Directors of the Company at its meeting held on 14 March 2019 as an additional director in the capacity of Non-Executive Independent Director with effect from 1 April 2019. He holds office until the ensuing AGM pursuant to section 161(1) of the Companies Act, 2013 ('the Act').

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

In respect of his appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act (as amended) and Rules made thereunder, has been received by the Company, regarding his candidature for the office of the director. He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, his appointment as an Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations and that the said appointment is independent of the Management.

He will also be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.

The terms and conditions of appointment of independent director shall be open for inspection at the registered office of the Company by any member from Monday to Friday from 10.00 am to 12.30 pm, except holidays and the same shall also be available at the Company's website at www.bhil.in

Brief resume

Anami N Roy is a distinguished former civil servant, having served in the Indian Police Service in Maharashtra and the Government of India for over 38 years. He held a wide variety of assignments both in Maharashtra and the Central Government including Commissioner of Police, Aurangabad, Pune and Mumbai and retired as Director General of Police, Maharashtra, commanding a 225,000 strong Force.

While working for the Government of India, he headed the operations of the elite Special Protection Group, looking after proximate security of Prime Minister, former Prime Ministers and their families, in which capacity he travelled extensively within India and overseas and interacted with the forces and governments of many foreign countries around the world.

Known popularly as the People's Commissioner, he set up many citizen-friendly schemes and systems to resolve and fulfil people's problems and expectations.

He was appointed Advisor to the Governor of Andhra Pradesh when the State was under President's rule in 2014. He also dealt with the separation of Andhra Pradesh in two states, AP and Telangana and supervised the General Elections of 2014 in both the states.

Post retirement, he is engaged in the social/non-profit sector; and runs a not-for-profit company, Vandana Foundation for supporting people at the bottom of the pyramid with livelihood.

He is on the Board of many prominent companies. He is also involved in many other companies in an Advisory capacity. He brings with him a wide and rich experience of public service and functioning of governments at the state and central level.

Major Directorships

1. Bajaj Auto Ltd.
2. Bajaj Finserv Ltd.
3. Glaxosmithkline Pharmaceuticals Ltd.
4. Bajaj Finance Ltd.
5. Bajaj Holdings & Investment Ltd.
6. Mayar Health Resorts Ltd.

***Committee Chairmanships:** Nil

***Committee Memberships:**

1. Mayar Health Resorts Ltd.

**Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Shareholding in the Company as on 31 March 2019: Nil

Nature of expertise in specific functional areas: Management & Strategy, Human Resources & Industrial Relations, Corporate Governance & Ethics, Regulatory, Government & Security matters, CSR, Sustainability & NGO matters and such other areas.

He did not receive any remuneration from the Company during the financial year 2018-19.

None of the directors, key managerial personnel of the Company and their relatives (except Anami N Roy) are, concerned or interested, in this resolution.

The Board commends this ordinary resolution set out in item No. 4 of the Notice for approval by shareholders.

Item No. 5 of the Notice

Nirajkumar Ramkrishnaji Bajaj (DIN 00028261)

Nirajkumar Ramkrishnaji Bajaj, (born on 10 October 1954) was appointed by the Board of Directors of the Company at its meeting held on 14 March 2019 as an additional director in the capacity of Non-Executive Non-Independent Director with effect from 18 May 2019. He holds office until the ensuing AGM pursuant to section 161(1) of the Act.

In respect of his appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act and Rules made thereunder, has been received by the Company, regarding his candidature for the office of the director. He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

Brief resume

Nirajkumar Ramkrishnaji Bajaj's career spans more than 35 years. Born on 10 October 1954, he did his B.Com., from Sydenham College of Commerce & Economics, Mumbai. He acquired his Masters in Business Administration from Harvard Business School, Boston, U.S.A.

Nirajkumar Ramkrishnaji Bajaj is one of the Promoter - Directors of the Bajaj Group. The Bajaj Group has about 50,000 employees and the market capitalization of the Group is approx 3,75,000 crores making it the third largest Business House in the Country.

Nirajkumar Ramkrishnaji Bajaj is on the Boards of various Bajaj Group Companies. He is also Chairman & Managing Director of Mukand Limited.

Nirajkumar Ramkrishnaji Bajaj was the President of the Indian Merchants' Chamber, ten years back when it was celebrating its Centenary Year. He was also President of the Alloy Steel Producer's Association and Indian Stainless Steel Development Association.

He represented India in table tennis for 7 years between 1970-77, of which last 4 years was as the Captain. He has been three-times All-India Table Tennis Champion and ranked India No.1, four times. He is the Recipient of: Arjuna Award, India's highest Sport's honour, Shiv Chhatrapati Award, Maharashtra's highest Sport's honour and Awarded the Maharashtra Gaurav Puraskar.

Major Directorships

1. Bajaj Auto Ltd.
2. Bajaj Allianz General Insurance Company Ltd.
3. Bajaj Allianz Life Insurance Company Ltd.
4. Mukand Engineers Ltd.
5. Mukand Ltd.

***Committee Chairmanships:** Nil

***Committee Memberships:** Nil

*Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.

He holds 53,80,692 equity shares (includes beneficial shareholding held in other capacity) of ₹ 10 each in the Company. as on 31 March 2019

Nature of expertise in specific functional areas: Management & Strategy, Global Business Leadership, Insurance, Mutual Fund, Financial Services and such other areas.

He did not receive any remuneration from the Company during the financial year 2018-19.

None of the directors, key managerial personnel of the Company and their relatives (except Nirajkumar Ramkrishnaji Bajaj and Madhurkumar Ramkrishnaji Bajaj) are, concerned or interested, in this resolution.

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

Item Nos. 6 to 8 of the Notice

Section 149 of the Act which came into effect from 1 April 2014, requires every listed Company to have one-third of the total number of directors as Independent Directors. Accordingly, with the recommendations of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 28 March 2014, appointed Nanoo Gobindram Pamnani and Balaji Rao Jagannathrao Doveton as Independent Directors of the Company for first term of five consecutive years from 1 April 2014 up to 31 March 2019 and also Dr. Gita Piramal as an Independent Director with effect from 17 July 2014 up to 16 July 2019. These appointments were also approved by the shareholders at Sixty Ninth AGM of the Company held on 17 July 2014.

Since the first term of these Independent Directors was due for expiry, based on the recommendation of the Nomination and Remuneration Committee, considering the skills, experience, knowledge they possess and the report of performance evaluation of these Independent Directors for the financial year 2018-19, the Board at its meeting held on 14 March 2019 recommended for the approval of the members, the re appointment of Nanoo Gobindram Pamnani and Balaji Rao Jagannathrao Doveton for a second term of consecutive five years from 1 April 2019 up to 31 March 2024 and of Dr. Gita Piramal from 17 July 2019 up to 16 July 2024 in terms of section 149 read with Schedule IV to the Act ('the Act'), SEBI Listing Regulations or any amendment thereto or modification thereof.

In accordance with section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Nanoo Gobindram Pamnani, Balaji Rao Jagannathrao Doveton and Dr. Gita Piramal fulfil the requirements of an Independent Director as laid down under section 149(6) of the Act and regulation 16 of the SEBI Listing Regulations.

In respect of the appointments of the aforesaid directors, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of each of these directors for the office of the director.

The Independent Directors have accorded their consent to act as directors and have also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that they meet the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations are not disqualified from being appointed as a director in terms of section 164 of the Act.

The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member from Monday to Friday from 10.00 am to 12.30 pm, except holidays and the same shall also be available at the Company's website www.bhil.in

Notice

The Board is of the opinion that these directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to continue to have their association with the Company as Independent Directors of the Company.

According to section 152 of the Act read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointments fulfil the conditions specified in the Act and the Rules made thereunder as also the applicable provisions of SEBI Listing Regulations, and is independent of the Management.

Pursuant to regulation 17(1A) of the SEBI Listing Regulations, as amended on 9 May 2018, with effect from 1 April 2019, consent of the shareholders by way of Special Resolution is required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years. Accordingly, considering the significant benefits reaped by the Company from their experience, expertise and mature advice to the business of the Company during their tenure as Independent Directors, the Board recommends re-appointment for a second term of consecutive five years effective from 1 April 2019 up to 31 March 2024 of Balaji Rao Jagannathrao Doveton on account of his having already attained the age of 75 years as on 1 April 2019 and for continuation of Nanoo Gobindram Pamnani beyond 26 February 2020 on account of his attaining the age of 75 years on that date.

Brief resume of Independent Directors are given below:

1. **Nanoo Gobindram Pamnani (DIN 00053673)**

Nanoo Gobindram Pamnani, (born on 26 February 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). He is on the boards of many leading companies. In his career spanning over 40-years, 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, based in Singapore.
- Non-Executive Chairman of Citibank, N.A., India
- 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) based in London.
- Division Executive, Citibank, N.A., Asia Pacific Private Banking Group, based in Singapore.
- Chief Executive Officer, Citibank, N.A., Philippines, based in Manila.

His directorships/committee positions are as under:

Major Directorships

1. Bajaj Finserv Ltd.
2. Bajaj Auto Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Holdings & Investment Ltd.
5. Bajaj Housing Finance Ltd.
6. Bajaj Allianz Life Insurance Company Ltd.
7. Bajaj Allianz General Insurance Company Ltd.

***Committee Chairmanships:**

1. Bajaj Auto Ltd.
2. Bajaj Finance Ltd.
3. Bajaj Finserv Ltd.

***Committee Memberships**

1. Bajaj Finance Ltd.
2. Bajaj Finserv Ltd.
3. Bajaj Holdings & Investment Limited
4. Bajaj Allianz Life Insurance Company Ltd.
5. Bajaj Allianz General Insurance Company Ltd
6. Bajaj Housing Finance Ltd.

**Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Shareholding in the Company as on 31 March 2019: Nil

Nature of expertise in specific functional areas: Management & Strategy, Global Business Leadership, Information Technology, Systems & Computers, Finance & Taxation, Banking, Investment & Treasury and Forex Management, Insurance, Mutual Fund & Financial Services, Audit & Risk Management, Corporate Governance and Ethics and such other areas.

He was first appointed on the Board (erstwhile Bajaj Auto Limited) with effect from 14 May 2003 and his last drawn remuneration during the financial year 2018-19 was ₹ 11,250,000. More details about the remuneration are available in the Annual Report. He will also be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.

He is not related to any of the Directors or Key Managerial Personnel of the Company.

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

None of the directors, key managerial personnel of the Company and their relatives (except Nanoo Gobindram Pamnani) are concerned or interested, in this resolution.

The Board commends this special resolution set out in item No. 6 of the Notice for approval by shareholders.

2. **Balaji Rao Jagannathrao Doveton (DIN 00025254)**

Balaji Rao Jagannathrao Doveton, (born on 15 December 1939) a B.E. Degree in Mechanical Engineering from the University of Madras and is an Associate Member of Indian Institution of Industrial Engineering (AMIIIE). He attended the advanced management programme at the European Institute of Business Administration (INSEAD) at Fountainebleu, France in 1990.

He pursued his career as an Industrial Engineer for about 8 years before joining erstwhile ICICI Ltd. (since merged with ICICI Bank Ltd.) in 1970. After wide ranging responsibilities in different locations, he reached the position of Deputy Managing Director. He subsequently took over as the Vice Chairman and Managing Director of SCICI Ltd., in August 1996. With the merger of SCICI Ltd. with ICICI Ltd., he moved to Infrastructure Development Finance Co. Ltd. (IDFC), as its first Managing Director, which he served till his superannuation in January 2000. He has served as the Non-Executive Chairman of 3M India Ltd. between 2008 and 2014. He is on the boards of many leading companies, including Bajaj Auto Ltd., Bajaj Finance Ltd. and CMI FPE Ltd.

His directorships/committee positions are as under:

Major Directorships

1. Bajaj Auto Ltd.
2. Bajaj Finserv Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Holdings & Investment Ltd.
5. CMI-FPE Ltd.

***Committee Chairmanships**

1. Bajaj Auto Ltd.
2. CMI-FPE Ltd.
3. Bajaj Holdings & Investment Ltd.

***Committee Memberships**

1. Bajaj Auto Ltd.
2. Bajaj Finserv Ltd.

**Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Shareholding in the company as on 31 March 2019: Nil

Notice

Nature of expertise in specific functional areas: Management & Strategy, Operations & Engineering, Finance & Taxation, Banking, Investment & Treasury and Forex Management, Insurance, Mutual Fund & Financial Services, Audit & Risk Management, Corporate Governance and Ethics and such other areas.

He has been associated with the Company (erstwhile Bajaj Auto Limited) since 29 March 1997 and his last drawn remuneration during the financial year 2018-19 was ₹ 18,00,000. More details about the remuneration are available in the Annual Report. He will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.

He is not related to any of the Directors or Key Managerial Personnel of the Company.

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

None of the directors, key managerial personnel of the Company and their relatives (except Balaji Rao Jagannathrao Doveton) are, concerned or interested, in this resolution.

The Board commends this special resolution set out in item No. 7 of the Notice for approval by shareholders.

3. Dr. Gita Piramal (DIN 01080602)

Gita Piramal, (born on 4 September 1954) is currently engaged in academic research at the University of Oxford. An entrepreneur and businesswoman, author and journalist, she has a PhD in business history from Bombay University. For two decades, she contributed to several Piramal family companies in India in various positions. She launched a publishing company and a real estate company. In 2012, she retired and gave up board responsibilities and management roles.

An award-winning author, she has written best-seller books, case studies, articles in international and Indian publications and commissioned and edited over 1,000 articles for The Smart Manager. She has also scripted, edited, featured and anchored television documentaries for international and Indian channels. She conceptualised and created content for three best-selling, award-winning programs for CNBC-TV18. She is associated with several trade and industry organisations, non-profit organisations and educational institutions. She is on the boards of many leading companies.

Major Directorships

1. Bajaj Finserv Ltd.
2. Bajaj Finance Ltd.
3. Bajaj Auto Limited
4. Bajaj Holdings & Investment Ltd.

*Committee Chairmanships

1. Bajaj Finserv Ltd

*Committee Membership

1. Bajaj Finserv Ltd.
2. Bajaj Finance Ltd.
3. Bajaj Auto Ltd.
4. Bajaj Holdings & Investment Ltd.

**Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Shareholding in the Company as on 31 March 2019: Nil

Nature of expertise in specific functional areas: Management & Strategy, Global Business Leadership, Banking, Investment & Treasury and Forex Management, Corporate Governance & Ethics, Academics, Education, Authorship and such other areas.

She was first appointed on the Board with effect from 28 March 2014 and her last drawn remuneration during the financial year 2018-19 was ₹ 13,50,000. More details about the remuneration are available in the Annual Report. She will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.

She is not related to any of the Directors or Key Managerial Personnel of the Company.

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

None of the directors, key managerial personnel of the Company and their relatives (except Dr. Gita Piramal) are, concerned or interested, in this resolution.

The Board commends this special resolution set out in item No. 8 of the Notice for approval by shareholders.

Item No. 9 of the Notice

SEBI vide its circular dated 9 May 2018 has amended SEBI Listing Regulations, and has now mandated all listed companies vide regulation 17(1A) of the said regulations to obtain shareholders' approval through special resolution for appointment/continuation of directorship of a non-executive director, who has attained the age of 75 years w.e.f. 1 April 2019.

Since Rahul Kumar Kamalnayan Bajaj, (DIN 00014529), Non-Executive Director and Chairman of the Company has already attained the age of seventy-five years, consent of the Members by way of Special Resolution is sought by the Company in compliance with regulation 17 (1A) of SEBI Listing Regulations, for continuance as Non-Executive Directors of the Company beyond the age of 75 years with effect from 1 April 2019 up to 17 May 2019.

Considering the significant benefits reaped by the Company from his experience, expertise and mature advice to the business of the Company during his tenure as the Chairman and considering that Rahul Kumar Kamalnayan Bajaj, vide his letter dated 15 February 2019, has tendered a letter of resignation as the Non-Executive Chairman of the Company to be effective from 17 May 2019 after the board meeting scheduled that day, the Board recommends his continuation as a Director for the period from 1 April 2019 up to 17 May 2019.

Rahul Kumar Kamalnayan Bajaj, the Non-Executive Chairman of the Company has vast and rich experience and extensive knowledge in management, business and industry and has been an invaluable asset to the Company. Driven by his vision and under his esteemed guidance, the Company has attained high and consistent growth for five decades.

Brief resume

Rahul Bajaj (DIN 00014529)

Rahul Kumar Kamalnayan Bajaj, (born on 10 June 1938) is recognised 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 motorised two and three-wheelers, home appliances, electric lamps, wind energy, special alloy and stainless steel, material handling equipment, travel, general and life insurance and investment and consumer finance.

He holds an Honours Degree in Economics from Delhi University, a degree in Law from Bombay 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 2006-2010).

He has received many prestigious awards and recognitions, notably the '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 appointed by the Government of India, Chairman (1986-89) of the Government owned domestic carrier, Indian Airlines.

He was nominated by the President of India, the Chairman of the Board of Governors of the Indian Institute of Technology, Bombay during 2003-06.

He has been conferred Honorary Doctorates by six Universities including IIT, Roorkee. He was the President of Confederation of Indian Industry (CII-1979-80/1999-2000), Society of Indian Automobile Manufacturers (SIAM), Maharashtra Chamber of Commerce, Industry and Agriculture (MCCIA) and Chairman of the Development Council for Automobiles and Allied Industries.

He is a Member and former Chairman of the International Business Council of the World Economic Forum, Geneva and a Member of Harvard Business School's Global Advisory Board and the International Advisory Committee of NYSE Euronext. He has been 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.

Notice

He spearheads the CSR initiatives of the Bajaj Group through 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.

He has been associated with the Company as its Chairman for almost five decades.

Major Directorships

1. Bajaj Auto Ltd.
2. Bajaj Finserv Ltd.
3. Bajaj Holdings & Investment Ltd.
4. Bajaj Finance Ltd.
5. Bajaj Allianz Life Insurance Company Ltd.
6. Bajaj Allianz General Insurance Company Ltd

***Committee Chairmanships:** NIL

***Committee Memberships:** NIL

**Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Shareholding in the Company: He holds 81,61,371 equity shares (includes beneficial shareholding held in other capacity) of ₹ 10/- each in the Company as on 31 March 2019.

Nature of expertise in specific functional areas: Management & Strategy, Global Business Leadership, Automobile Industry, Insurance, Financial Services, Law, Corporate Governance & Ethics, CSR, Sustainability & NGO matters and such other areas.

He has been associated with the Company (erstwhile Bajaj Auto Limited) as a director since 1 April 1970 and his last drawn remuneration (as Commission) during the financial year 2018-19 was ₹ 10,50,000. More details about the remuneration are available in the Annual Report. Rahul Bajaj is not disqualified from being re-appointed as a Director in terms of section 164 of the Act.

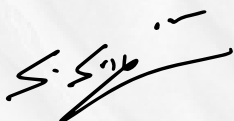
Disclosures of his relationship *inter-se* with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any of the Directors or Key Managerial Personnel of the Company, except Rajivnayan Rahulkumar Bajaj, Sanjivnayan Rahulkumar Bajaj and Manish Santoshkumar Kejriwal.

None of the Directors (except Rahulkumar Kamalnayan Bajaj, Sanjivnayan Rahulkumar Bajaj, Rajivnayan Rahulkumar Bajaj and Manish Santoshkumar Kejriwal) or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Board commends this special resolution set out in item No. 9 of the Notice for approval by shareholders.

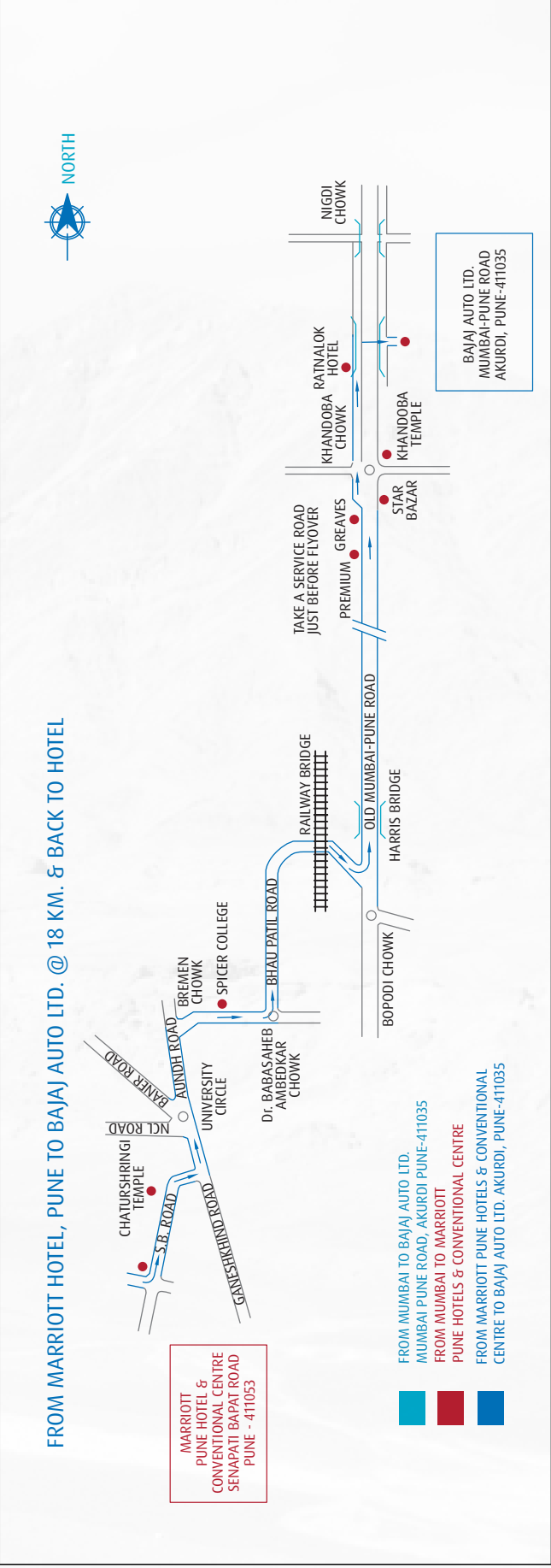
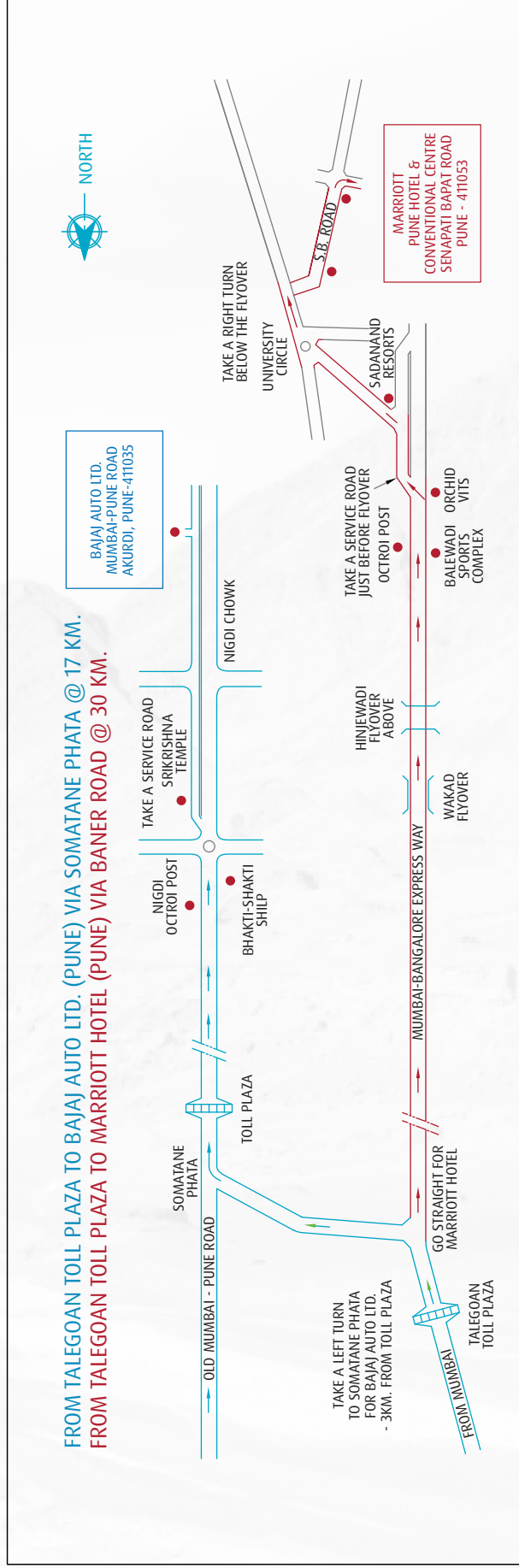
By order of the Board of Directors
for Bajaj Holdings & Investment Ltd.



Sriram Subbramaniam
Company Secretary

Pune: 17 May 2019

ROUTE MAP TO VENUE OF THE MEETING



BAJAJ HOLDINGS & INVESTMENT LTD.

(CIN: L65993PN1945PLC004656)

Registered office:

Mumbai-Pune Road, Akurdi, Pune 411 035.

Email: investors@bhil.in, website: www.bhil.in

Phone: (020) 2747 2851, Fax: (020) 2740 7380

BAJAJ**74th ANNUAL REPORT 2018-19****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 FOURTH annual general meeting of the Company, to be held on **Friday, 26 July 2019** 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 | Item No. | Description | For | Against |
|----------|--|-----|---------|----------|--|-----|---------|
| | Ordinary Business | | | | | | |
| 1. | Adoption of financial statements for the financial year ended 31 March 2019 and Directors' and Auditors' Reports thereon | | | 6. | Re-appointment of Nanoo Pamnani (DIN 00053673) as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019 | | |
| 2. | Declaration of dividend of ₹ 32.50 per equity share, for the year ended 31 March 2019 | | | 7. | Re-appointment of D J Balaji Rao (DIN 00025254) as an Independent Director of the Company for a second term with effect from 1 April 2019 | | |
| 3. | Re-appointment of Rajiv Bajaj (DIN 00018262), who retires by rotation | | | 8. | Re-appointment of Dr. Gita Piramal (DIN 01080602) as an Independent Director of the Company for a second term with effect from 17 July 2019 | | |
| | Special Business | | | | | | |
| 4. | Appointment of Anami N Roy (DIN 01361110) as an Independent Director | | | 9. | Approval for continuation of Rahul Bajaj (DIN 00014529) as a Non-Executive and Non-Independent Director of the Company from 1 April to 17 May 2019 | | |
| 5. | Appointment of Niraj Bajaj (DIN 00028261) as a Non-Executive and Non-Independent Director of the Company | | | | | | |

Signed this _____ day of _____ 2019

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, 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****74th Annual Report 2018-19**

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

Name & 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 FOURTH annual general meeting of the Company on **Friday, 26 July 2019 at 4.00 p.m.** at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune 411 035.

Signature of First holder/Proxy/Authorised Representative

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.