



BAJAJ HOLDINGS & INVESTMENT LIMITED

CIN: L65100PN1945PLC004656

Registered Office: C/o. Bajaj Auto Limited,
Mumbai-Pune Road, Akurdi, Pune - 411 035

E-mail: investors@bhil.in

Website: www.bhil.in

Tel No.: (020) 7157 6066 | Fax No.: (020) 7150 5792

NOTICE OF 81st ANNUAL GENERAL MEETING

Notice is hereby given that the eighty-first Annual General Meeting ('AGM') of the members of Bajaj Holdings & Investment Limited ('BHIL' or the 'Company') will be held on **Friday, 31 July 2026 at 4:00 p.m. (IST)** through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') (hereinafter referred to as 'e-AGM'), to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2026, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend of ₹ 130 per equity share of face value of ₹ 10 each for the financial year ended 31 March 2026.
3. To appoint a director in place of Shekhar Bajaj (DIN: 00089358), 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. Re-appointment of Dr. Arindam Kumar Bhattacharya (DIN: 01570746) as an independent director of the Company for a second term of five (5) consecutive years w.e.f. 17 September 2026.

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the 'Act'), including the rules made thereunder, read with schedule IV to the Act and regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and other applicable provisions of the SEBI Listing Regulations and relevant circulars issued by the Reserve Bank of India ('RBI') from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for re-appointment of Dr. Arindam Kumar Bhattacharya (DIN: 01570746), as a non-executive, independent director of the Company, who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for re-appointment under the provisions of the Act, the rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing under section 160(1) of the Act proposing his candidature for the office of the director, as a non-executive, independent director, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years from 17 September 2026 up to 16 September 2031.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and regulation 17(6) of the SEBI Listing Regulations, Dr. Arindam Kumar Bhattacharya, be paid such fees and remuneration and profit-related commission as the Board of Directors may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for implementation of the aforesaid resolution, without being required to seek any further consent or approval of the members of the Company.”

5. Approval for payment of Commission to non-executive directors for a period of five (5) years commencing from 1 April 2026

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

“**RESOLVED THAT** pursuant to the provisions of section 197 read along with schedule V and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) a sum not exceeding one (1) percent per annum of the net profits of the Company, calculated in accordance with the provision of section 198 of the Act be paid to and distributed amongst the directors of the Company or some or any of them (other than the Managing Director and Whole-Time Directors, if any) in such amounts, subject to such ceiling/s and in such manner and in such respects, as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year for a period of five (5) years commencing from 1 April 2026.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the non-executive directors shall be paid remuneration by way of commission as set out above, as may be decided by the Board of Directors of the Company, notwithstanding that, it may exceed one (1) percent of the net profits of the Company, subject to such restrictions, if any, as may be set out in the applicable provisions of and schedule V to the Act from time to time.”

By order of the Board
For Bajaj Holdings & Investment Limited

Sd/-
Saurabh Erande
Company Secretary
Membership No.: A25908
Pune: 7 May 2026

NOTES

General Information

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 03/2025 dated 22 September 2025, permitted holding of the AGM through VC/OAVM, without physical presence of the members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. KFin Technologies Limited ('KFin'), Registrar to an Issue and Share Transfer Agent ('RTA') of the Company, will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 16 below and is also available on the website of the Company at <https://www.bhil.in/investors.html#url-annual-reports>
3. In terms of sections 101 and 136 of the Companies Act, 2013 (the 'Act') read with the rules made thereunder, regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and in terms of MCA circular, the listed companies may send the notice of AGM along with the Annual Report only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Accordingly, this notice of eighty-first (81st) e-AGM has been sent to the members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the eighty-first (81st) e-AGM and Annual Report for FY2026 will also be available on the Company's website at <https://www.bhil.in/investors.html#url-annual-reports> website of the stock exchanges viz., BSE Ltd. ('BSE') at <https://www.bseindia.com/> and National Stock Exchange of India Ltd. ('NSE') at <https://www.nseindia.com/> and on the website of KFin at <https://evoting.kfintech.com>. In this notice, the term member(s) or shareholder(s) are used interchangeably.
4. Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members, who would like to express their views or ask questions during the e-AGM may register themselves as a 'Speaker' by following the process as specified at the note no. 23.
6. Institutional/Corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutiniser by e-mail through its registered e-mail address to sbhagwatcs@yahoo.co.in with a copy marked to mohsin.mohd@kfintech.com
7. Statement pursuant to the provisions of section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under SEBI Listing Regulations and Circulars issued thereunder are also annexed.
8. Brief details of the director, who is being re-appointed, is annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings.
9. The facility of joining the e-AGM through VC/OAVM will be opened 30 minutes before the scheduled start time of the e-AGM, i.e., from 3:30 p.m. (IST).
10. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the [Annual Report](#).
11. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

Person who becomes Member after dispatch of e-AGM Notice

12. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Friday, 24 July 2026, such member may obtain the user ID and password from KFin by sending request on evoting@kfintech.com from registered e-mail ID. In case the e-mail ID is not registered, such members are requested to register/update the same with the respective depository participants.

Scrutiniser details

13. The Board of Directors at its meeting held on 7 May 2026 have appointed Sachin Bhagwat, Practicing Company Secretary (ACS No. 10189, CP No. 6029), or failing him Amruta Patil (ACS No. A25028, CP No. 27101), Partner, Jog Limaye & Associates, as the Scrutiniser to the e-voting process and voting at the AGM in a fair and transparent manner.
14. The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated scrutinisers' report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.
15. The results declared along with the scrutiniser's report shall be placed on the Company's website at <https://www.bhil.in/investors.html#url-stock-exchange-intimations> and on the website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx> and shall also be communicated to the stock exchanges.
16. General instructions for remote e-voting and joining e-AGM are as follows:

E-voting related instructions

A. Voting through electronic means:

- i. 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 members are being provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the e-AGM.
- ii. Members, whose names appear in the Register of members/list of Beneficial Owners as on **Friday, 24 July 2026** (end of day), being the cut-off date fixed for determining voting rights of members who are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- iii. Members can cast their vote through remote e-voting from **Monday, 27 July 2026 (9:00 a.m. IST)** till **Thursday, 30 July 2026 (5:00 p.m. IST)**, voting beyond the said date shall not be allowed and the remote e-voting facility shall forthwith be blocked.
- iv. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- v. A letter providing the web-link for accessing the Annual report, including the exact path along with e-voting login credentials, will be sent to those members who have not registered their email address with the Company/Depository Participant.
- vi. The details of the process and manner for remote e-voting are explained herein below:

I. Login method for remote e-voting for individual shareholders holding securities in demat mode:

Pursuant to SEBI Master circular no HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/registered Depository Participants ('DPs') in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” Section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider – KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. <p>B. User not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member/Creditor’ Section. 2. A new screen will be opened. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider – KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. <p>D. NSDL Speede:</p> <p>Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile app is available on:



Type of shareholders	Login method
Individual shareholders holding securities in demat mode with CDSL	<p>A. Existing user who has opted for Easi/Easiest:</p> <ol style="list-style-type: none"> The CDSL e-voting facility, viz. Easi / Easiest, can be accessed either on Laptop or Mobile by typing the URL https://web.cdslindia.com/myeasitoken/Home/Login Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFinTech to cast your vote. <p>B. User not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration, proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile and e-mail ID as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFinTech.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL website after successful authentication, wherein you can see e-voting feature. Click on option available against Company name or e-voting service provider- KFinTech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID or Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- Initial password will be provided in the body of the e-mail or letter sent to shareholder as mentioned in 16 A(v), in case email address is not registered.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e., User ID and Password mentioned in your e-mail/ aforesaid letter. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on LOGIN.
- 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.

6. You need to login again with the new credentials.
7. Upon successful login, the system will prompt you to select the EVENT i.e., Bajaj Holdings & Investment Limited.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date i.e., **Friday, 24 July 2026** will appear.
9. If you desire to cast all the votes assenting/dissenting to the resolution, 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' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
10. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
11. 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.
12. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at sbhagwatcs@yahoo.co.in and 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 'BHIL_EVENT No.'

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' Section of <https://evoting.kfintech.com> or call KFin on toll free No. 1800 309 4001.

B. Voting facility at e-AGM:

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM but shall not be entitled to cast their vote again.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 30 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen.
- v. Members can also login on the e-Meeting webpage using their credentials and click on the 'Thumbs-up' icon against the Company Name/ Unit to vote.

Instructions for members for attending the e-AGM

17. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using the Registered e-Mail and OTP or Registered Mobile and OTP combination.
 - a. Select the meeting (Bajaj Holdings & Investment Limited) from the drop down and enter the details (e-Mail ID or Mobile Number)
 - b. Click on send OTP.
 - c. OTP will be delivered either on Registered E-Mail ID or Mobile Number.
 - d. Post verification, members will be allowed to Login.

18. Members will also be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
19. Members may join the meeting using headphones for better sound clarity.
20. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
21. Members who need technical assistance before or during the e-AGM can contact KFin at Helpline No.: 1800 309 4001.
22. Members may reach out at the contact details mentioned below for addressing e-voting related grievances:
Mr. Mohd. Mohsin Uddin,
Asst. Vice President – Corporate Registry
KFin Technologies Ltd.
Unit: **Bajaj Holdings & Investment Limited.**
Selenium Building, Tower-B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy
Telangana - 500 032
Helpline - 1800 309 4001
E-mail ID: einward.ris@kfintech.com

Speaker Registration

23. Members who would like to express their views or ask questions may register themselves as a Speaker by sending the request mentioning their name, demat account number/folio number, E-mail ID and mobile number at investors@bhil.in Only those speaker registration requests received till **Wednesday, 29 July 2026** shall be considered and allowed as Speakers during the AGM.
24. Further, members registered as 'Speakers' will be allowed to use their camera/webcam during e-AGM and hence are requested to use internet with good bandwidth to avoid any disconnection or disturbance during the meeting. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the e-AGM.

KYC Related information

25. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN and KYC details. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update:
 - a. PAN and KYC details;
 - b. Particulars of bank account or change in their address, for receiving dividends directly in their account through electronic clearing service (ECS) or such other electronic mode as approved by the RBI;
 - c. E-mail address to receive communication through electronic means, including Annual report and notice.

The said form is available on the website of the Company at <https://www.bhil.in/investors.html#url-shareholders-guide-including-iepf-matters> and on the website of KFin at <https://ris.kfintech.com/clientservices/investors/isrs.aspx> Members have an option to submit the duly filled Form ISR-1 in person at any of the branches of KFin, details of which are available at <https://www.kfintech.com/contact-us/> or submit e-signed form online along with requisite documents by registering with PAN on the link <https://kprism.kfintech.com/> or physical forms can be sent through post at following address:

KFin Technologies Ltd.
Unit: **Bajaj Holdings & Investment Limited**
Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy,
Telangana - 500 032
Toll No.: 1800 309 4001

26. Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with the respective depository participants ('DPs').

Dividend Related Information

27. The Board of Directors, at its meeting held on 07 May 2026, has recommended a final dividend of ₹ 130 per equity share of the face value of ₹ 10 each for FY2026 [This includes a special payout of ₹ 50 (500%), in celebration of 100 years of the Bajaj Group.] for the approval of members at the eighty-first (81st) e-AGM.
28. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared, at the e-AGM, will be credited on or before **Wednesday, 05 August 2026:**
- to all those members holding shares in physical form, as per the details provided to the Company by KFin, as on closing hours on **30 June 2026;** and
 - to all those beneficial owners holding shares in electronic form, as per beneficial ownership details provided to the Company by National Securities Depository Ltd. ('NSDL') and Central Depository Services (India) Ltd. ('CDSL'), as of the end of the day on **30 June 2026.**
29. As per the SEBI Listing Regulations and pursuant to SEBI circular dated 20 April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, final dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. Therefore, members are requested to keep their latest bank account details updated with Company or depository participant, as the case may be.
30. With effect from 1 April 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company.
31. The Company shall not issue any physical warrants or cheques for payment of dividend in case of failure of electronic credit or where the bank account details of the members are not available or not updated.
32. For any queries regarding tax on dividend, members are requested to refer the note on taxation on dividend.

Taxation on Dividend

Shareholders may note that as per Income-tax Act, 2025, (the 'IT Act'), dividends paid or distributed by a Company shall be taxable in the hands of shareholders. Accordingly, the Company would be required to deduct applicable Tax at Source ('TDS') in respect of payment of approved dividend to its shareholders (resident as well as non-resident).

Category of Shareholders	Applicable TDS rate
Individual Shareholder – Aggregate dividend amount (including dividend already paid in a financial year, if any) is up to ₹ 10,000 during the financial Year	0%
Submission of valid declaration in Form 121 (applicable to all shareholders other than Companies or Firms)	0%
As per section 397(2) of the IT Act, In case <ul style="list-style-type: none"> • PAN is not submitted, or PAN is invalid; or • PAN is not linked with Aadhaar. 	20%
Mutual funds, Insurance companies, National Pension Scheme Trust etc.	0% (subject to submission of valid documents)
Other shareholders	10%

The Company would rely on the online functionality of the Income Tax Department for determining status of PAN of shareholder and shall accordingly determine the applicable TDS rate.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company (TAN – PNEB05805C), tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident shareholders

Tax is required to be deducted at source in case of non-resident shareholders in accordance with the provisions of section 393(2) of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders.

For Foreign Institutional Investors/Foreign Portfolio Investors shareholders, TDS will be deducted at applicable rate under section 393(2) [Table: Sr No. 15] of the IT Act.

However, as per section 159 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') read with applicable Multilateral Instrument provisions, if they are more beneficial to them.

A list of documents/declarations required to be provided by the resident shareholders and list of documents/declarations required to claim the benefit of DTAA by the non-resident shareholders are being made available on the Company's website <https://www.bhil.in/investors.html#url-miscellaneous>. Kindly note that the documents should be uploaded with KFin at <https://ris.kfintech.com/form15>.

No communication on the tax determination/deduction shall be entertained after 10 July 2026.

The documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the required details/documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to e-mail the soft copy of the TDS certificate, if applicable, to shareholders at the e-mail ID registered with DPs and KFin within the prescribed time as per IT Act. The amount of TDS can also be viewed in Form 168 on the website of the Income Tax department of India at <https://www.incometax.gov.in/iec/foportal/>.

In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholders, such Shareholders will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any assessment/appellate proceedings before the Tax/Government authorities.

For further details and formats of declaration, please refer FAQs relating to above which are being made available on the Company's website at <https://www.bhil.in/investors.html#url-miscellaneous>

Note: For the purpose of clarity and uniform interpretation, the references to sections, rules, and forms under the Income tax Act, 2025 mentioned herein are mapped, for guidance only, to their corresponding provisions under the Income tax Act, 1961, as set out below:

Sr. No.	Reference under the Income-tax Act, 2025	Corresponding Provision under the Income-tax Act, 1961
1	Form 121	Form 15G and Form 15H
2	Section 397(2)	Section 206AA
3	Section 395(1)	Section 197
4	Section 393(2)	Section 195
5	Section 393(2) [Table: Sr.No. 15]	Section 196D
6	Section 159	Section 90
7	Form 168	Form 26AS

IEPF related information

33. In terms of section 124(5) of the Act, dividend amount for FY2019 remaining unclaimed for a period of 7 years shall become due for transfer in August 2026 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 7 years, the corresponding shares shall also be transferred to the IEPF's demat account.

Members who have not claimed dividends from FY2019 onwards are requested to approach the Company/KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

Inspection of documents

34. In accordance with the MCA circulars, following registers along with other documents referred in the Notice will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting:

- a. Register of contracts or arrangements in which directors are interested under section 189 of the Act.
- b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 31 July 2026. Members seeking to inspect such documents can send an email to investors@bhil.in

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS – 2 ('SS-2')

Item no. 3 of the Notice relating to re-appointment of Shekhar Bajaj (DIN: 00089358), who retires by rotation and being eligible, offers himself for re-appointment.

Brief profile:

Shekhar Bajaj, Chairman, is also the Chairman of Bajaj Electricals Ltd. (BEL) and Bajel Projects Ltd. ('BPL'). He has served as the past President of prestigious industry bodies including ASSOCHAM, IMC, ELCOMA (Electric Lamp & Components Manufacturers Association), IFMA (Indian Fans Manufacturers Association) and CFBP (Council of fair business practice).

He is on the board of a number of companies and was recently conferred with an Honorary Doctorate for his long and outstanding service to the industry.

Born into the esteemed Bajaj family, Shri Bajaj's upbringing was steeped in trust, transparency and Gandhian ideals, instilled by his grandfather, Late Shri Jamnalal Bajaj and social reformer grandmother Late Smt Jankidevi Bajaj. He further inherited core values of ethical business along with a strong sense of national duty from his father Shri Ramkrishna Bajaj. Armed with a B.Sc. (Hons) degree in Mathematics from Pune University and further fortified by an MBA from New York University, Shri Bajaj embarked on his professional journey with a blend of academic background and practical wisdom.

He began his professional career at Bajaj Sevashram and his tenure at Bajaj Sevashram was crucial in honing his skills and in acquiring an in depth understanding of business operations. Over the years, Shri Bajaj assumed various leadership roles within Bajaj Electricals, culminating in his appointment as Managing Director in 1984, followed by Chairman & Managing Director in 1990.

Shri Bajaj has consistently guided the organisation with a balanced approach combining visionary leadership and pragmatic decision making, enabling sustained growth in assets, revenues and profitability while navigating competitive market challenges.

He has been personally committed to and has led several Corporate Social Responsibility ("CSR") initiatives of the Bajaj Group and is deeply associated with community development efforts. He firmly believes that CSR extends beyond philanthropy and statutory compliance and involves embracing ethical values, responsible business practices and contributing to sustainable development for the benefit of society, the nation and the environment. His initiatives include programmes focused on healthcare, including accessible eye-care in remote areas, large-scale afforestation through the creation of mini forests on barren land, support to small-scale industries and weavers of Khadi, and anti-tobacco awareness initiatives, among other endeavours that characterise the Bajaj Group's motto of 'Going Beyond'.

He inspires future generations of leaders, embodying the values of integrity, resilience, and compassionate leadership.

Other information:

Particulars	Details
Age	77 years
Qualifications	B.Sc. (Hons) degree in Mathematics from Pune University (1968) and an MBA degree from New York University (1974)
Experience	Covered in the brief profile
Terms and Conditions of Re-appointment	Non-executive director, liable to retire by rotation
Remuneration last drawn (FY2025-26)	<ul style="list-style-type: none"> • Sitting Fees: ₹ 6,00,000 • *Commission: ₹ 18,00,000
Remuneration proposed to be paid	Sitting fees @ ₹ 1 Lakh and Commission @ ₹ 3 Lakh per meeting of the Board and Committee, if any or such other amount as may be proposed by the Board of Directors, from time to time.
Date of first appointment on the Board	1 May 2021
Shareholding in the Company	4,500 shares
Relationship with other Directors / Key Managerial Personnel	Niraj Bajaj, Vice-Chairman and Shekhar Bajaj are related to each other as brothers
Number of meetings of the Board attended during FY2026	6 (Six) meetings of the Board were held, and Shekhar Bajaj has attended all the meetings.
Directorships in listed companies and other directorship	<p>Listed companies:</p> <ol style="list-style-type: none"> 1. Bajaj Electricals Ltd. 2. Bajel Projects Ltd. 3. Hercules Investments Ltd. (Formerly known as Hercules Hoists Ltd.) 4. Indef Manufacturing Ltd. <p>Unlisted Public Companies:</p> <ol style="list-style-type: none"> 5. Hind Musafir Agency Ltd. 6. Bachhraj and Company Private Ltd. 7. Bajaj Sevashram Private Ltd. 8. Hind Lamps Private Ltd. 9. Shekhar Holdings Private Ltd. 10. Bajaj International Private Ltd. <p>Section 8 Companies:</p> <ol style="list-style-type: none"> 11. Council For Fair Business Practices 12. Bhoopati Shikshan Pratisthan 13. Mahakalpa Arogya Pratisthan

Particulars	Details	
Membership/Chairmanship of Committees of other Boards	Chairman:	
	Committee	Company
	Stakeholders Relationship Committee	
	Risk Management Committee	Bajel Projects Ltd.
	Corporate Social Responsibility Committee	
	Finance Committee	
	Stakeholders Relationship Committee	Indef Manufacturing Ltd.
	Corporate Social Responsibility Committee	
	Risk Management Committee	Bajaj Electricals Ltd.
	Finance Committee	
	Stakeholders Relationship Committee	Hercules Investments Ltd. (Formerly known as Hercules Hoists Ltd.)
	Membership:	
	Committee	Company
	Nomination and Remuneration Committee	Bajel Projects Ltd.
Nomination and Remuneration Committee		
Stakeholders Relationship Committee	Bajaj Electricals Ltd.	
Corporate Social Responsibility Committee		
Nomination and Remuneration Committee	Hercules Investments Ltd. (Formerly known as Hercules Hoists Ltd.)	
Resignation during past 3 years from listed companies	Nil	
Nature of expertise in specific functional areas	Management and Governance, Financial Services, Understanding of accounting and financial statements, Risk Assurance and Internal Controls, Regulatory, Public Policy and economics and Business Transformation and Strategy.	

*Commission relates to FY 2025-26, which will be paid during FY2026-27

Pursuant to regulation 17(1A) of the SEBI Listing Regulations, the members of the Company, at the Annual General Meeting held on 22 July 2021, had approved the continuation of Shekhar Bajaj as a non-executive, non-independent director beyond the age of seventy-five (75) years, hence, no fresh approval is being sought.

Interest of Directors and KMP:

Shekhar Bajaj, being the appointee and to the extent of remuneration and shareholding in the Company, is deemed to be interested in this item of business. Relatives of Shekhar Bajaj are deemed to be interested to the extent of their shareholding, if any, in the Company.

Further, Shekhar Bajaj is not disqualified from being appointed as a director in terms of section 164 of the Act and is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any.

The Board recommends passing of the ordinary resolution as set out in item no. 3 of the Notice for approval by the Members.

STATEMENT PURSUANT TO SECTION 102 OF THE ACT ALONG WITH INFORMATION PURSUANT TO REGULATION 36 OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')

Item no. 4: Re-appointment of Dr. Arindam Kumar Bhattacharya as an Independent Director of the Company for a second term of five (5) consecutive years w.e.f. 17 September 2026

As per section 149(10) of the Act, an independent director shall hold office for a term of up to five (5) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of up to five (5) consecutive years. Further, in terms of schedule IV of the Act read with regulation 19 and schedule II of the SEBI Listing Regulations, such re-appointment of an independent director shall be based on the report of performance evaluation.

The Members through Postal Ballot dated 17 September 2021, had appointed Dr. Arindam Kumar Bhattacharya as an independent director of the Company for a first term of five (5) consecutive years from 17 September 2021 up to 16 September 2026, pursuant to provisions of the Act and the SEBI Listing Regulations.

Dr. Bhattacharya is not disqualified from being appointed as a director in terms of section 164 of the Act. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has received requisite declaration from Dr. Bhattacharya that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and under the regulation 16(1)(b) of SEBI Listing Regulations and that he meets the fit and proper criteria prescribed by the Reserve Bank of India ('RBI') and other applicable guidelines.

In the opinion of the Board, Dr. Bhattacharya fulfils the conditions for appointment as an independent director as specified in the Act and the SEBI Listing Regulations and is independent of the Management and also meets the Fit and Proper criteria as specified by the RBI guidelines.

During his tenure, the Board has carried out performance evaluation of independent director, inter alia, based on attendance, participation, openness to ideas, independent judgement and overall contribution. Based on such evaluation, Dr. Bhattacharya has consistently received favourable feedback and strong recommendations for continuation as an independent director.

While considering his re-appointment, the Board took into account his professional background, experience and expertise, his outstanding attendance record demonstrating strong time commitment, his active participation and valuable contributions in Board and Committee deliberations, and the consistently high-performance ratings received during his tenure.

The Board is of the view that Dr. Bhattacharya is a person of integrity and possesses relevant expertise and experience, including proficiency, and will continue to provide valuable guidance, devote sufficient time and effort as required.

Dr. Bhattacharya holds directorship in various Bajaj Group companies. His consistent attendance record, across the Company and other group entities indicates that his appointment is unlikely to impede his ability to dedicate sufficient time and attention to his responsibilities as an independent director.

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends to the members, the re-appointment of Dr. Arindam Kumar Bhattacharya as a non-executive, independent director, not liable to retire by rotation, for a second term of five (5) consecutive years w.e.f. 17 September 2026 up to 16 September 2031.

The Company has received a notice in writing under section 160 of the Act proposing the candidature of Dr. Bhattacharya for the office of Director.

A copy of letter of appointment setting out the terms and conditions is available for inspection by the members on the website of the Company at <https://www.bhil.in/investors.html#url-disclosures> from the date of dispatch of this notice up to the last day of e-voting.

Brief profile:

Dr. Arindam Kumar Bhattacharya is an independent director of our Company. He has more than 30 years of expertise in the business world, specialising in consulting for the industrial sector. Dr. Bhattacharya retired as the Managing Director and Senior Partner of the Boston Consulting Group (BCG), India.

Dr. Bhattacharya formerly served on the National Council of Confederation of Indian Industry and co-chaired its National Manufacturing Council. He is on the international advisory boards of the Munjal School for Global Manufacturing at the Indian School of Business, the School of Global Policy and Strategy at the University of California, San Diego and the Oxford India Centre for Sustainable Development. He serves on the boards of the WISH Foundation (one of India's largest public health NGOs) and Lemon Tree Hotels.

He began his career as a graduate engineer trainee with the Eicher Group in India. He also led the BCG's growing engagement with Central and State Governments on both economic and social sector topics such as education and health and has consulted with organisations such as World Food Programme, Save the Children, Gates Foundation and World Bank.

Dr. Bhattacharya was educated at IIT Kharagpur, IIM Ahmedabad. He completed his MSc in Manufacturing Systems and received his Engineering Doctorate from Warwick Manufacturing Group, University of Warwick, UK.

Other information:

Particulars	Details
Age	64 years
Qualifications	B.Tech, MBA, PhD
Experience	Covered in the brief profile
Terms and Conditions of Re-appointment	Non-executive, independent director, not liable to retire by rotation
Remuneration last drawn (FY2025-26)	Sitting Fees: ₹ 16,00,000 *Commission: ₹ 48,00,000
Remuneration proposed to be paid	Sitting fees @ ₹ 1 Lakh and Commission @ ₹ 3 Lakh per meeting of the Board and Committee, if any or such other amount as may be proposed by the Board of Directors, from time to time.
Date of first appointment on the Board	17 September 2021
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	NA
Number of meetings of the Board attended during FY2026	6 (Six) meetings of the Board were held, and Dr. Arindam Kumar Bhattacharya has attended all the meetings of the Board.
Directorships in listed companies and other directorship	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. Bajaj Finance Ltd. 2. Bajaj Housing Finance Ltd. <p>Unlisted companies:</p> <ol style="list-style-type: none"> 3. **Gaja Alternative Asset Management Ltd. 4. Arindam Advisory Services Private Ltd.

Particulars	Details	
Membership/Chairmanship of Committees of other Boards	Chairmanships:	
	Committee	Company
	Audit Committee	Gaja Alternative Asset Management Ltd.
	IT Strategy Committee	
	Nomination and Remuneration Committee	Bajaj Housing Finance Ltd.
	Risk Management Committee	
	Memberships:	
	Committee	Company
	Audit Committee	Bajaj Finance Ltd.
	Stakeholders Relationship Committee	
	Audit Committee	Bajaj Housing Finance Ltd.
	Review Committee for Wilful Defaulter	
Risk Management Committee	Gaja Alternative Asset Management Ltd.	
Stakeholders Relationship Committee		
Resignation during past 3 years from listed companies	a) Info Edge (India) Ltd. b) Lemon Tree Hotels Ltd.	
Nature of expertise in specific functional areas	Management and Governance, Understanding of accounting and financial statements, Risk Assurance and Internal Controls, Regulatory, Public Policy and economics and Business Transformation and Strategy.	

* Commission relates to FY 2025-26, which will be paid during FY2026-27.

** Have filed the Draft Red Herring Prospectus with SEBI. Hence, considered.

Interest of Directors and KMP:

Dr. Arindam Kumar Bhattacharya, being the appointee and to the extent of remuneration and shareholding in the Company, is deemed to be interested in this item of business. Relatives of Dr. Bhattacharya are deemed to be interested to the extent of their shareholding, if any, in the Company.

Except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any.

The Board recommends passing of the special resolution as set out in item no. 4 of the Notice for approval by the members.

Item no. 5: Approval for payment of commission to non-executive directors for a period of five years commencing from 1 April 2026

Pursuant to the provisions of section 197(1) read with section 197(4) of the Companies Act, 2013 ('the Act'), a company may pay remuneration to its directors, who are neither Managing Director nor Whole-time Director, by way of commission, not exceeding one percent of the net profits of the Company in a financial year, subject to approval of the Members by way of a Special Resolution.

The members of the Company had earlier approved such payment by a special resolution passed on 22 July 2021 for a period of five (5) years, which expired on 31 March 2026.

In view of the increased responsibilities of non-executive directors, their enhanced participation in Board and Committee deliberations, and evolving statutory and regulatory expectations with respect to corporate governance, it is proposed to continue payment of commission to the non-executive directors for a further period of five years commencing from 1 April 2026 up to 31 March 2031.

The commission shall be payable annually after approval of the audited financial statements by the Board of Directors and adoption thereof by the members.

Further, pursuant to the Companies (Amendment) Act, 2020 read with the applicable rules, in the event of absence or inadequacy of profits in any financial year, remuneration may be paid to non-executive directors, including independent directors, in accordance with the provisions of schedule V of the Act.

The proposed payment of commission is within the limits prescribed under section 197 of the Act and does not require approval of the Central Government. Such payment shall be in addition to the sitting fees payable to the non-executive directors for attending meetings of the Board and its Committees (including separate meetings of independent directors), which is presently ₹ 1,00,000 per meeting.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, except the non-executive directors to the extent of remuneration that may be received by them and their respective shareholding, if any, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the special resolution set out at Item No. 5 of the Notice for approval by the members.

For Bajaj Holdings & Investment Limited

Sd/-
Saurabh Erande
Company Secretary
Membership No.: A25908
Pune: 7 May 2026