

18 July 2014

<p>Corporate Relations Department. BSE Limited 1st Floor, , New Trading Ring Rotunda Building, P J Tower Dalal Street, Mumbai 400 001 Email: corp.relations@bseindia.com</p> <p>BSE Code: 500490</p>	<p>Corporate Relations Department. National Stock Exchange of India Ltd Exchange Plaza, 5th Floor Plot No.C-1; G Block Bandra-Kurla Complex Bandra (East), MUMBAI 400 051 Email: cmlist@nse.co.in</p> <p>NSE Code: BAJAJHLDNG</p>
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Dear Sirs,

Sub: Announcement-Outcome of 69th Annual General Meeting (AGM)
held on 17 July 2014

Ref: Submission of Voting Results pursuant to Clause 35A of the Listing Agreement.

We wish to inform you that 69th AGM of the company was held on Thursday, 17 July 2014 at 4.15 p.m. at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made thereunder and Clause 35B of the Listing Agreement, the Company had provided facility for e-voting to the shareholders as on 30 May 2014 (being the cut-off date for the purpose of e-voting), along with physical ballot form (Assent/Dissent Form) to cast their votes on the items of business stated in the AGM notice. The e-voting system was open from Friday, 11 July 2014 (9.00 am) to Sunday 13 July 2014 (6.00 pm).

The Chairman at the said meeting held on 17 July 2014 declared the results of e-voting. As per the said Rules, on account of receipt of sufficient votes, the resolutions are deemed to be passed on the date of the AGM, i.e. on 17 July 2014.

A disclosure of voting results of the meeting in terms of clause 35A of the Listing Agreement and the businesses considered and approved by the shareholders with an overwhelming majority is enclosed, together with the Scrutinizer's report on e-voting.


Kindly acknowledge and take the same on record.

Thanking you,

Yours faithfully,
For **Bajaj Holdings & Investment Limited**


Vallari Gupte
Company Secretary

Encl: as above



Bajaj Holdings & Investment Limited

Details of Voting Results

Date of the AGM / EGM :	17-Jul-2014		
Book Closure Dates	5 July 2014 to 17 July 2014		
Total number of shareholders on record date (i.e. 4 July 2014 – record date for dividend purpose) :	45,658		
Total number of shareholders on record date (i.e. 30 May 2014 – cut-off date for e-voting purpose) :	46,257		
No. of shareholders present in the meeting either in person or through proxy :	169		
	Present in person	Present through Proxy	Total
Promoters and Promoter Group :	27	25	52
Public :	65	52	117
Total	92	77	169
No. of shareholders attended the meeting through Video conferencing.	No video conferencing facility was made available.		

Agenda-wise

All the resolutions required to be passed as ordinary resolution

The Mode of voting for all resolutions was E-voting (which included Physical Ballot forms sent in advance).

Resolution 1 : Adoption of (a) Audited Financial Statement of the Company for the financial year ended 31 March 2014, the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,551,865	0	100.00	0.00
Public-Others	37,909,762	10,919,989	28.81	10,919,989	0	100.00	0.00
Total	111,293,510	80,177,069	72.04	80,177,069	0	100.00	0.00



Resolution 2 : Declaration of Dividend on Equity Shares (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast $(6)=[(4)/(2)]*100$	% of Votes against on votes Cast $(7)=[(5)/(2)]*100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,551,865	0	100.00	0.00
Public-Others	37,909,762	10,919,989	28.81	10,919,989	0	100.00	0.00
Total	111,293,510	80,177,069	72.04	80,177,069	0	100.00	0.00

Resolution 3 : Appointment of Shri Rahul Bajaj , Director retiring by rotation (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast $(6)=[(4)/(2)]*100$	% of Votes against on votes Cast $(7)=[(5)/(2)]*100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,219,782	332,083	98.65	1.35
Public-Others	37,909,762	10,919,989	28.81	10,919,963	26	100.00	0.00
Total	111,293,510	80,177,069	72.04	79,844,960	332,109	99.59	0.41

Resolution 4 : Appointment of Auditors and fixing their Remuneration (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast $(6)=[(4)/(2)]*100$	% of Votes against on votes Cast $(7)=[(5)/(2)]*100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,502,415	0	99.80	0.00
Public-Others	37,909,762	10,919,989	28.81	10,919,964	25	100.00	0.00
Total	111,293,510	80,177,069*	72.04	80,127,594	25	100.00	0.00

* Includes 49,450 shares - Votes invalid / abstained



Resolution 5 : Appointment of Dr. Gita Piramal as an Independent director (Ordinary Resolution)

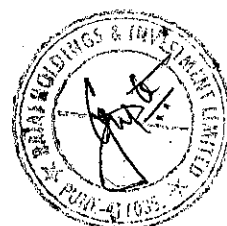
Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,551,865	0	100.00	0.00
Public-Others	37,909,762	10,919,989	28.81	10,919,963	26	100.00	0.00
Total	111,293,510	80,177,069	72.04	80,177,043	26	100.00	0.00

Resolution 6 : Appointment of S H Khan as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,287,740	264,125	98.92	1.08
Public-Others	37,909,762	10,919,989	28.81	10,919,963	26	100.00	0.00
Total	111,293,510	80,177,069	72.04	79,912,918	264,151	99.67	0.33

Resolution 7 : Appointment of Nanoo Pamnani as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,463,133	88,732	99.64	0.36
Public-Others	37,909,762	10,919,989	28.81	10,919,963	26	100.00	0.00
Total	111,293,510	80,177,069	72.04	80,088,311	88,758	99.89	0.11



Resolution 8 : Appointment of Naresh Chandra as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,384,053	167,812	99.32	0.68
Public-Others	37,909,762	10,919,989	28.81	10,919,963	26	100.00	0.00
Total	111,293,510	80,177,069	72.04	80,009,231	167,838	99.79	0.21

Resolution 9 : Appointment of D J Balaji Rao as an Independent director (Ordinary Resolution)

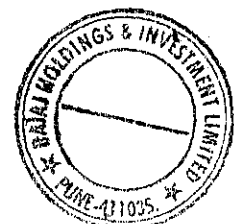
Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,169,378	382,487	98.44	1.56
Public-Others	37,909,762	10,919,989	28.81	10,919,963	26	100.00	0.00
Total	111,293,510	80,177,069	72.04	79,794,556	382,513	99.52	0.48

Resolution 10 : Appointment of P Murari as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	44,705,440	44,705,215	100.00	44,705,215	0	100.00	0.00
Public – Institutional holders	28,678,308	24,551,865	85.61	24,384,053	167,812	99.32	0.68
Public-Others	37,909,762	10,919,989	28.81	10,919,963	26	100.00	0.00
Total	111,293,510	80,177,069	72.04	80,009,231	167,838	99.79	0.21

For Bajaj Holdings & Investment Limited

Vallari Gupte
Company Secretary



Shyamprasad D. Limaye
B.Com.LL.B.,F.C.S
Company Secretary

32, Navketan Society,
Kothrud, Pune : 411 038.
Tel. : (O) 25 43 03 88 (R) 25230773
e-mail : shyamprasad.limaye@gmail.com

Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,
(Management and Administration) Rules, 2014]

To
The Chairman,
Bajaj Holdings & investment Limited,
At registered office: Mumbai-Pune road,
Akurdi, Pune 411035.

Dear Sir,

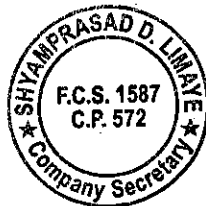
I, Shyamprasad D. Limaye, a Company Secretary in practice, have been appointed by the Board of Directors of Bajaj Holdings & investment Limited (The Company) as a scrutinizer for the purpose of Scrutinizing the e-voting process along with Ballot forms, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 69th Annual General Meeting (AGM) of the members of the Company, to be held on 17 July, 2014 at Registered office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune- 411035

The notice dated 15th May, 2014 convening the 69th Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company to be held on 17th July, 2014

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 69th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid" votes, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company and Ballot forms received.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Friday 11th July, 2014 (9:00 A.M) to Sunday 13th July, 2014(6:00 P.M)
- ii. The members of the Company as on the "cut-off" date i.e. Friday 30th May, 2014 were entitled to vote on the resolutions as set out in the notice of the 69th Annual General Meeting (AGM) of the Company
- iii. The votes cast were unblocked on Monday 14th July, 2014 in the presence of 2 witnesses, Mr. Shubhankar S. Limaye and Mr. Chaitanya V. Pol who are not in the employment of the Company.

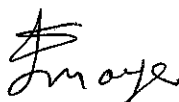


Shyamprasad D. Limaye

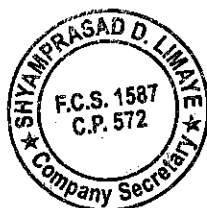
Company Secretary

- iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com/> and based on such reports generated, and combined with Ballot forms received, the result of the e-voting and Ballot forms is annexed.

Thanking You,
Yours faithfully,



Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 15/07/2014



Bajaj Holdings and Investment Limited

Annexure to the Scrutinizer's Report

Resolution	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid/ Abstain	
					Ballots	Votes	% to Total Valid Votes	Ballots	Votes	% to Total Valid Votes	Ballots	Votes
1	Adoption of financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon.	Electronic	204	7,66,22,755	204	7,66,22,755	100.00%	-	-	0.00%	-	-
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	213	8,01,77,069	100.00%	-	-	0.00%	-	-
2	To declare dividend.	Electronic	204	7,66,22,755	204	7,66,22,755	100.00%	-	-	0.00%	-	-
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	213	8,01,77,069	100.00%	-	-	0.00%	-	-
3	Re-appointment of Rahul Bajaj, who retires by rotation.	Electronic	204	7,66,22,755	196	7,62,90,646	99.57%	8	3,32,109	0.43%	-	-
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	205	7,98,44,960	99.59%	8	3,32,109	0.41%	-	-
4	Appointment of Dalal & Shah, Chartered Accountants, as Auditors and fixing their remuneration.	Electronic	204	7,66,22,755	202	7,65,73,280	100.00%	1	25	0.00%	1	49,450
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	211	8,01,27,594	100.00%	1	25	0.00%	1	49,450
5	Appointment of Dr. Gita Piramal as an Independent Director.	Electronic	204	7,66,22,755	202	7,66,22,729	100.00%	2	26	0.00%	-	-
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	211	8,01,77,043	100.00%	2	26	0.00%	-	-
6	Appointment of S H Khan as an Independent Director	Electronic	204	7,66,22,755	195	7,63,58,604	99.66%	9	2,64,151	0.34%	-	-
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	204	7,99,12,918	99.67%	9	2,64,151	0.33%	-	-
7	Appointment of Nanoo Pamnani as an Independent Director.	Electronic	204	7,66,22,755	197	7,65,33,997	99.88%	7	88,758	0.12%	-	-
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	206	8,00,88,311	99.89%	7	88,758	0.11%	-	-
8	Appointment of Naresh Chandra as an Independent Director.	Electronic	204	7,66,22,755	200	7,64,54,917	99.78%	4	1,67,838	0.22%	-	-
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	209	8,00,09,231	99.79%	4	1,67,838	0.21%	-	-
9	Appointment of D J Balaji Rao as an Independent Director.	Electronic	204	7,66,22,755	194	7,62,40,242	99.50%	10	3,82,513	0.50%	-	-
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	203	7,97,94,556	99.52%	10	3,82,513	0.48%	-	-
10	Appointment of P Murari as an Independent Director.	Electronic	204	7,66,22,755	200	7,64,54,917	99.78%	4	1,67,838	0.22%	-	-
		Physical	9	35,54,314	9	35,54,314	100.00%	-	-	0.00%	-	-
		Total	213	8,01,77,069	209	8,00,09,231	99.79%	4	1,67,838	0.21%	-	-

Signature

