

BAJAJ

Bajaj Holdings & Investment Limited

Regd Office : Mumbai-Pune Road

Akurdi, Pune 411 035

NOTICE

Notice is hereby given that the Sixty-sixth annual general meeting of the shareholders of Bajaj Holdings & Investment Limited will be held on Thursday, 14 July 2011 at 4.00 p m at the registered office of the company at Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:


- 1 To consider and adopt the audited balance sheet as at 31 March 2011 and the profit and loss account for the year ended 31 March 2011 and the directors' and auditors' reports thereon.
- 2 To declare a dividend.
- 3 To appoint a director in place of Madhur Bajaj, who retires by rotation and being eligible, offers himself for re-appointment.
- 4 To appoint a director in place of Rajiv Bajaj, who retires by rotation and being eligible, offers himself for re-appointment.
- 5 To appoint a director in place of S H Khan, who retires by rotation and being eligible, offers himself for re-appointment.
- 6 To appoint auditors of the company for the period commencing from the conclusion of this annual general meeting till the conclusion of the next annual general meeting and to fix their remuneration.

Special Business

- 7 To consider and if thought fit to pass, with or without modifications, the following resolution as a special resolution:

"RESOLVED that pursuant to the provisions of sections 309 and other applicable provisions, if any, of the Companies Act, 1956, a sum not exceeding one percent per annum of the net profits of the company, calculated in accordance with the provisions of sections 198, 349 and 350 of the Companies Act, 1956 be paid to and distributed amongst the directors of the company or some or any of them (other than the managing directors and whole-time directors) 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 and such payments shall be made in respect of the profits of the company for each year for a period of five years commencing 1 April 2011."

By order of the board of directors
for Bajaj Holdings & Investment Limited



Mandar Velankar
Company Secretary

Date: 18 May 2011

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2 Explanatory statement setting out all material facts concerning the aforesaid special business contained in Item No. 7 as required under section 173(2) of the Companies Act, 1956 is annexed hereto.
- 3 Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of clause 49 of the listing agreement.
4. The register of members and share transfer books of the company will remain closed from Friday, 1 July 2011 to Thursday, 14 July 2011, both days inclusive.
- 5 Dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched between 18 July 2011 and 20 July 2011:
 - a) to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end-of-the-day on Thursday, 30 June 2011; and
 - b) to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the company on or before the closing hours on Thursday, 30 June 2011.
- 6 Members holding shares in physical form are advised to furnish, on or before 30 June 2011, particulars of their bank account, if changed, to the share transfer agent (i.e. Karvy Computershare Pvt Ltd) of the company to incorporate the same in the dividend warrants/payment instruments. In cases where the payments to the shareholders holding shares in dematerialized form are made by dividend warrants/payment instruments, particulars of bank account registered with their depository participants will be considered by the company for printing the same on the dividend warrants/payment instruments.
- 7 Shareholders, holding shares in physical form, are requested to notify change of address, if any, to the share transfer agent (i.e. Karvy Computershare Pvt Ltd) of the company, preferably along with their bank/National Electronic Clearing Service (NECS) details on or before 30 June 2011. Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc. to their respective depository participants and make sure that such changes are recorded by them correctly on or before 30 June 2011.

Dividend will be preferably paid through NECS, wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the shareholders. In cases where the dividends cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.

- 8 The company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection of members and others as prescribed in the respective sections of the Companies Act, 1956 as specified below:
- i) Register of contracts with companies and firms in which directors are interested under section 301 of the Companies Act, 1956 on all working days during business hours.
 - ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 on all working days during business hours during the period beginning fourteen days before the date of annual general meeting and ending three days after the date of its conclusion.
9. Corporate members are requested to send in advance duly certified copy of the Board Resolution/ Power of Attorney authorising their representative to attend and vote at the annual general meeting.
10. Members/Proxies are requested to bring their attendance slips along with the copies of annual reports to the meeting.
11. For security reasons, no article/baggage will be allowed at the venue of the meeting.
12. To receive faster communication of all shareholder communications, including annual reports, the shareholders are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, shareholders are advised to register their e-mail address with M/s Karvy Computershare Private Limited, Hyderabad.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT AND EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 3 of the Notice

Madhur Bajaj

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

Madhur Bajaj (born August 19, 1952) is an alumni of Doon School, Dehra Dun. After obtaining his B.Com Degree from Sydenham College, Bombay, in 1973, he did his MBA at International Institute of Management Development (IMD), Lausanne, Switzerland, in 1979.

He is the Past President of SIAM, the apex association of Indian automobile manufacturers as also the Past President of Mahratta Chamber of Commerce, Industries and Agriculture (MCCIA), the apex Industries Association of Pune.

While he has been CII's Western Region Chairman, he is the current National Council Member of Confederation of Indian Industry (CII).

He is a Director and Vice Chairman of Bajaj Auto Limited – a leader in the motorised 2 and 3 wheeler sector. He is also the Chairman of Maharashtra Scooters Limited, besides being Director of Bajaj Electricals Limited, Bajaj Auto Finance Limited and several other companies of the Bajaj Group.

Major Directorships

Bajaj Auto Limited
Bajaj Finserv Limited
Bajaj Holdings & Investment Limited
Bajaj Electricals Limited
Maharashtra Scooters Limited, Chairman
Bajaj Auto Holdings Limited

Committee Positions

Nil

Shareholding in the Company

Madhur Bajaj holds 1,863,616 equity shares of ₹ 10/- each in the company as on 31 March 2011.

The board commends the resolution for your approval.

None of the directors, except Madhur Bajaj is concerned or interested in the said resolution.

Item No. 4 of the Notice

Rajiv Bajaj

As regards re-appointment of Rajiv Bajaj referred to in item no. 4 of the notice, following necessary disclosures are made for the information of the shareholders:

Rajiv Bajaj (born on December 21, 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 1990.

He has since worked at Bajaj Auto in the areas of Manufacturing & Supply Chain (1990-95), R&D and Engineering (1995-2000), and 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.

Major Directorships

Bajaj Auto Limited, Managing Director
Bajaj Finance Limited
Bajaj Holdings & Investment Limited
Bajaj Auto Holdings Limited
Bajaj Finserv Limited
KTM Power Sports A G

Committee positions

Bajaj Finserv Limited

Shareholding in the Company

Rajiv Bajaj holds 1,323,050 equity shares of ₹ 10/- each in the company as on 31 March 2011.

The board commends the resolution for your approval.

None of the directors, except Rahul Bajaj, Sanjiv Bajaj and Manish Kejriwal, being relatives of Rajiv Bajaj and Rajiv Bajaj himself is concerned or interested in the said resolution.

Item No. 5 of the Notice

S H Khan

As regards re-appointment of S H Khan referred to in item no. 5 of the notice, following necessary disclosures are made for the information of the shareholders:

S. H. Khan (born on July 1, 1938) is the former Chairman and Managing Director of Industrial Development Bank of India (IDBI). He holds a Masters Degree in Commerce and is a University Gold Medalist. He is an alumnus of the International Management Development Institute, Lausanne.

His professional career spanning over 38 years includes initial five years with Reserve Bank of India (RBI) and the remaining with IDBI, which he served in various positions, including as its Chairman and Managing Director for about five years. During his tenure as Chairman, IDBI recorded impressive growth in its operations and profits. He was instrumental in expanding its activities into several new areas like merchant banking, commercial banking, asset management and stock broking. He was also involved in the promotion of certain important institutions like National Stock Exchange of India, National Securities Depository Limited and Credit Analysis and Research Limited and served as their non-executive Chairman for several years.

During his official career, he served on the Boards of number of important institutions, including Unit Trust of India, Life Insurance Corporation of India, General Insurance Corporation, Indian Airlines and Air India. Currently, he serves as an Independent Director on the Boards of several Indian Companies, including ITC Limited, Bajaj Auto Limited and Infrastructure Development Finance Company Limited.

Major Directorships

Infrastructure Development Finance Co Limited
ITC Limited
Apollo Health Street Limited
Bajaj Finserv Limited
Bajaj Auto Limited
Bajaj Holdings & Investment Limited
Bajaj Allianz General Insurance Company Limited
Bajaj Allianz Life Insurance Company Limited

Committee positions

Apollo Health Street Limited
Bajaj Finserv Limited
Bajaj Auto Limited
Bajaj Holdings & Investment Limited
Bajaj Allianz General Insurance Company Limited
Bajaj Allianz Life Insurance Company Limited

Shareholding in the Company

S H Khan holds Nil equity shares of ₹ 10/- each in the company as on 31 March 2011.

The board commends the resolution for your approval.

None of the directors, except S H Khan is concerned or interested in the said resolution.

Item No 7 of the Notice

Section 309 of the companies act, 1956 permits the payment of remuneration to a director who is neither a whole-time director nor a managing director of a company, by way of commission not exceeding one percent of the net profits of the company, if the company authorizes such payment by a special resolution. Shareholders had approved such payment by a special resolution passed on 15 July 2006 for a period of five years, which expired on 31 March 2011. In view of the increased demands on non-executive directors' participation in board and committee meetings and the responsibilities they are expected to bear in the interest of higher level of excellence in corporate governance, it is proposed to continue to pay such commission to the non-executive directors for a further period of five years upto and including the year 2015-16.

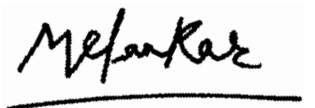
The amount of commission shall be payable each year after the annual accounts are approved by the board of directors and adopted by the shareholders.

The above payment to non-executive directors will be in addition to the sitting fees payable to them for attending board/committee meetings which at present is fixed at ₹ 20,000 per meeting.

The board commends the special resolution for approval.

The non-executive directors of the company may be deemed to be concerned or interested in the resolution to the extent of the remuneration that may be received by them.

By order of the board of directors
for Bajaj Holdings & Investment Limited



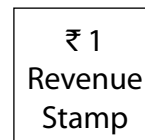
Mandar Velankar
Company Secretary

Date: 18 May 2011

PROXY

I/Weof
.....in the district ofbeing member/s of
BAJAJ HOLDINGS & INVESTMENT LIMITED hereby appoint
ofin the district ofor failing him
.....ofin the district of
as my/our proxy to vote for me/us on my/our behalf at the SIXTY SIXTH ANNUAL GENERAL MEETING of the
company to be held on Thursday, 14 July 2011 at 4.00 p.m. and any adjournment thereof.
Signed thisday of2011.

Folio No.
DP ID No.
Client ID No.



Signature
E-mail ID:.....

NOTE:

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

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



ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the meeting hall)

I hereby record my presence at the SIXTY SIXTH ANNUAL GENERAL MEETING of the company on Thursday, 14 July 2011 at 4.00 p.m. at the registered office of the company at Akurdi, Pune- 411035.

Folio No or Client ID & DP ID No. _____

Full Name of the * Shareholder/proxy
(in BLOCK LETTERS)
* Strike out whichever is not applicable

Signature of the *Shareholder/proxy

NOTE:

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

June 15, 2011

Dear Shareholder,**Subject:** MCA's Green Initiative for Paperless Communications

Ministry of Corporate Affairs ("MCA") has recently taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies. Towards this, MCA has issued Circulars dated 21 April 2011 & 29 April 2011 stating that the service of notice/document by a company to its shareholders can now be made through electronic mode, subject to a few conditions.

Our company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses/delays in postal transit.

We therefore propose to send documents, such as the Notice of the Annual General Meeting, Annual Report, Half-yearly communications etc. henceforth to shareholders in Electronic Form at the e-mail address provided by them and made available to us by the depositories from time to time. As per our records, your e-mail address is not registered with your Depository Participant/Share Transfer Agent.

In case you wish to receive all the above communications in electronic form; and

- A) hold your shares in dematerialised form, kindly register your e-mail address with your Depository Participant at the earliest; or
 B) hold your shares in physical form, kindly register your e-mail address with Karvy Computershare Private Limited, our Share Transfer Agent, at the following address at the earliest;

Mohd Mohsin Uddin,
 Manager, Karvy Computershare Pvt. Ltd.
 Plot No.17-24, Vittalrao Nagar, Madhapur
 Hyderabad 500 081
 E-mail Address: mohsin@karvy.com

You may use the format given below for registering your e-mail address with your Depository Participant/Karvy Computershare Private Limited.

We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through our company website, www.bhil.in. The document will also be available to you for inspection at the Registered Office of the company during office hours. Communication in this regard is also being made through public notices in prominent newspapers as well as in our company website.

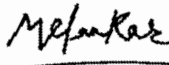
We are sure you would appreciate the "Green Initiative" taken by MCA, just as it is being welcomed by companies like us. Needless to say, you will be, as a member of the company, entitled to be furnished with a copy of the above mentioned documents as required under the provisions of the Companies Act, 1956, free of cost, upon receipt of a requisition from you any time during the year.

We solicit your whole-hearted co-operation in helping the Company implement the e-governance initiatives of the Government in the interest of environment, which is the need of the hour today.

This communication may be ignored, if your e-mail address is already registered with your Depository Participant/Karvy Computershare Private Limited.

Thanking you,

Yours faithfully,
 For Bajaj Holdings & Investment Limited,



Mandar Velankar
 Company Secretary

E-COMMUNICATION REGISTRATION FORM

(In terms of circulars dated 21.04.2011 and 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No./DP ID & Client ID No.

Name of 1st Registered holder:

Name of Joint holder(s):

E-mail ID (to be registered):

Please register my above e-mail ID in your records for receiving communication in electronic form from company/ies of which I/we am/are shareholder(s).

Date:

Signature:.....

(First holder)

Note: Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.