

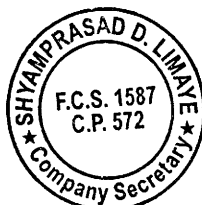
Scrutiniser's Report
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the
Companies, (Management and Administration) Rules, 2014, as amended]

To,
The Managing Director & CEO,
Bajaj Holdings & Investment Limited,
CIN: L65100PN1945PLC004656
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 Scrutiniser for the purpose of scrutinising the e-voting and ascertaining the requisite majority on voting carried out as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the postal ballot notice dated 28th April, 2022 ("the resolutions").

1. There were no postal ballot forms sent to the members in view of the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting, vide General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021 and 20/2021 dated 8 December 2021 (the "MCA Circulars") in relation to "Clarification on passing of ordinary and special resolution by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India.
2. The notice dated 28th April, 2022, seeking approval of members of the Company along with statement setting out material facts under Section 102(1) of the Companies Act, 2013 was sent to the members in respect of the resolutions to be passed, through postal ballot via remote electronic voting ("e-voting"). The Company had provided remote e-voting facility to the members to vote on the resolutions through the electronic voting platform provided by KFin Technologies Limited ("KFin").
3. 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 postal ballot/remote e-voting on the resolutions for approval of the members of the Company. My responsibility as a Scrutinizer for the postal ballot via remote electronic voting ("e-voting") is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions and "abstained" votes, based on the reports generated from the e-voting platform provided by KFin.



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

- i. The Company completed dispatch of postal ballot notice, electronically on Monday 23rd May, 2022, to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 13th May, 2022, (End of Day) through their registered email ID. The Company had also made arrangements for those shareholders who had not registered their email address to get ~~the same registered~~

Resolution No.2 Special Resolution for Re-appointment of Dr. Naushad Darius Forbes (DIN 00630825) as an Independent Director of the Company for a second term of five consecutive years with effect from 15 September 2022

Sr No	Particulars of Voting	** Voted through e-voting (no. of shareholders)	Voted through e-voting (No. of shares)	% of total Votes
1	Total Votes received	561	8,55,66,373*	100.00%
2	Votes with Assent	561	8,21,00,213	95.95%

Based on the Scrutinizer's Report dated 24th June, 2022, I hereby declare that the Resolutions 1 and 2 above, have been passed with the requisite majority.

For Bajaj Holdings & Investment Limited



Sanjivnayan Bajaj
Managing Director & CEO
Date: 24th June, 2022

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Sanjivnayan Kanuikumar Bajaj (DIN 00014615) as Managing Director of the Company for a period of five years with effect from 1 April 2022 and payment of remuneration thereto.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		56947268	99.9992	56947268	0	100.0000	0.0000
	Poll	56947752	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	56947752	56947268	99.9992	56947268	0	100.0000	0.0000
Public- Institutions	E-Voting		16340634	92.9589	7423844	8916790	45.4318	54.5682
	Poll	17578348	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17578348	16340634	92.9589	7423844	8916790	45.4318	54.5682
Public- Non Institutions	E-Voting		8889938	24.1789	8874606	15332	99.8275	0.1725
	Poll	36767410	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36767410	8889938	24.1789	8874606	15332	99.8275	0.1725
Total		111293510	82177840	73.8388	73245718	8932122	89.1307	10.8693
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Dr. Naushad Forbes DIN 00630825) as an Independent Director of the Company for a second term of five years with effect from 15 September 2022				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56947752	56947268	99.9992	56947268	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	56947752	56947268	99.9992	56947268	0	100.0000	0.0000
Public-Institutions	E-Voting	17578348	16340634	92.9589	16263291	77343	99.5267	0.4733
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17578348	16340634	92.9589	16263291	77343	99.5267	0.4733
Public- Non Institutions	E-Voting	36767410	8889974	24.1790	8889654	320	99.9964	0.0036
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36767410	8889974	24.1790	8889654	320	99.9964	0.0036
Total		111293510	82177876	73.8389	82100213	77663	99.9055	0.0945
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	