

August 13, 2014

DCS-CRD BSE Ltd. First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No. 2272 3121/ 2037 Stock Code: 500032	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No. 2659 8237/ 8238/66418124/5/6/ 66418124/ 5 / 6 Stock Code: BAJAJHIND
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Dear Sir,

Sub.: Clause 35A of the Listing Agreement - Details of voting results at the 82nd Annual General Meeting of the Company

Pursuant to Clause 35A and other applicable clauses, if any of the Listing Agreement, details of the voting results for the resolutions passed at the 82nd Annual General Meeting of the Company held on August 12, 2014 at BHL Club Hall, Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262802 are enclosed as per the prescribed format.

Further, we are also enclosing herewith the following:

1. Declaration of result (e-voting and poll) by the Chairman of the meeting dated August 13, 2014;
2. Scrutinizer's Report on e-voting and physical ballot forms;
3. Scrutinizer's Report on poll.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours faithfully,
For BAJAJ HINDUSTHAN LIMITED



KAUSIK ADHIKARI
DEPUTY COMPANY SECRETARY

Encl: As above

**Outcome of Voting of 82nd Annual General Meeting
(As per Clause 35A of Listing Agreement)**

Date of Annual General Meeting	12 th August, 2014		
Total number of shareholders as on record date	Shareholders as on 4 th July, 2014 : 1,49,283		
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter Group	Public	
	In Person	In Person	Through Proxy
	14	32	1
No. of Shareholders attended the meeting through Video Conferencing	Promoters & Promoter Group	Public	
	N.A.	N.A.	

Agenda wise

The mode of voting for all the resolutions was:

1. E-voting conducted between August 06, 2014 to August 08, 2014 and
2. Poll conducted at the Annual General Meeting held on August 12, 2014

Given below is the resolution wise combined result of e-voting and poll.

Resolution No.1: Adoption of financial statements for the 18 months period ended March 31, 2014 and Reports of Directors' and Auditors' thereon (Ordinary Resolution).

Promoter/ Public	No. of shares held# (1)	No. of votes polled\$ (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes (7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	110611010	34843015	31.50	34843015	0	100.00	0.00
Public – Others	233858135	33751415	14.43	33733740	17675	99.95	0.05
Total	639399911	363525196	56.85	363507521	17675	99.99	0.01




Resolution No.2: Re-appointment of Mr. Manoj Maheshwari, who retires by rotation (Ordinary Resolution).

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
(1)	(2)	(3)	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public - Institutional Holders	110611010	34843015	31.50	19682746	15160269	56.49	43.51
Public Others	233858135	33750062	14.43	33717468	32594	99.90	0.10
Total	639399911	363523843	56.85	348330980	15192863	95.82	4.18

Resolution No.3: Appointment of auditors and fixing their remuneration (Ordinary Resolution)

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
(1)	(2)	(3)	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public - Institutional Holders	110611010	34843015	31.50	27216430	7626585	78.11	21.89
Public Others	233858135	33749787	14.43	33719372	30415	99.91	0.09
Total	639399911	363523568	56.85	355866568	7657000	97.89	2.11

Resolution No.4: To change the office of Mr. Kushagra Bajaj, from Non-rotational to Rotational (Ordinary Resolution).

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
(1)	(2)	(3)	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public - Institutional Holders	110611010	34843015	31.50	34843015	0	100.00	0.00
Public Others	233858135	33750162	14.43	33722182	27980	99.92	0.08
Total	639399911	363523943	56.85	363495963	27980	99.99	0.01




Resolution No.5: Appointment of Mr. M.L. Apte as an Independent Director (Ordinary Resolution).

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	110611010	34843015	31.50	28104088	6738927	80.66	19.34
Public Others	233858135	33749862	14.43	33718702	31160	99.91	0.09
Total	639399911	363523643	56.85	356753556	6770087	98.14	1.86

Resolution No.6: Appointment of Mr. D.S. Mehta as an Independent Director (Ordinary Resolution).

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	110611010	34843015	31.50	19682746	15160269	56.49	43.51
Public Others	233858135	33749890	14.43	33713652	36238	99.89	0.11
Total	639399911	363523671	56.85	348327164	15196507	95.82	4.18

Resolution No.7: Appointment of Mr. R.V. Ruia as an Independent Director (Ordinary Resolution).

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	110611010	34843015	31.50	27953160	6889855	80.23	19.77
Public Others	233858135	33748813	14.43	33718027	30786	99.91	0.09
Total	639399911	363522594	56.85	356601953	6920641	98.10	1.90




Resolution No.8: Appointment of Mr. Alok Krishna Agarwal as an Independent Director (Ordinary Resolution).

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	110611010	34843015	31.50	19682746	15160269	56.49	43.51
Public Others	233858135	33739852	14.43	33707466	32386	99.90	0.10
Total	639399911	363513633	56.85	348320978	15192655	95.82	4.18

Resolution No.9: Appointment of Mr. D.K. Shukla as an Independent Director (Ordinary Resolution).

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	110611010	34843015	31.50	19682746	15160269	56.49	43.51
Public Others	233858135	33740102	14.43	33708632	31470	99.91	0.09
Total	639399911	363513883	56.85	348322144	15191739	95.82	4.18

Resolution No.10: Further issue of share capital pursuant to Section 62(1)(c) of the Companies Act, 2013 by way of QIP/GDR/FCCBs etc. (Special Resolution).

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	110611010	34843015	31.50	19682746	15160269	56.49	43.51
Public Others	233858135	33737103	14.43	33698076	39027	99.88	0.12
Total	639399911	363510884	56.85	348311588	15199296	95.82	4.18




Resolution No.11: Ratification of the remuneration to cost auditors (Ordinary Resolution).

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes (7)=[(5)/(2)]* 100
	(1)	(2)					
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	110611010	34843015	31.50	34843015	0	100.00	0.00
Public – Others	233858135	33750412	14.43	33720623	29789	99.91	0.09
Total	639399911	363524193	56.85	363494404	29789	99.99	0.01

voting rights are in proportion to shares held as on 04th July 2014

\$excludes invalid votes

As per the consolidated results of e-voting and poll on item No. 1 to 11 of the notice of AGM, all the resolutions are passed by requisite majority.



For BAJAJ HINDUSTHAN LIMITED

Kausik Adhikari

KAUSIK ADHIKARI
DEPUTY COMPANY SECRETARY

Date: August 13, 2014



CIN: L15420UP1931PLC065243

Regd. Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262802
Tel.:+91-5876-233754/5/7/8, 233403, Fax:+91-5876-233401, Website:www.bajajhindusthan.com

82nd ANNUAL GENERAL MEETING HELD ON 12TH AUGUST 2014
Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 82nd Annual General Meeting (AGM). The e-voting was open from 6th August 2014 to 8th August, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 82nd AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. R.Ramachandran, Practising Company Secretary as the Scrutinizer for e-voting and Mr. Avinash Chaturvedi, Advocate for poll. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to the close of working hours on 8th August 2014 and poll received till the conclusion of the meeting and submitted their Reports on August 09, 2014 and August 12, 2014 respectively.

The Consolidated Result as per Scrutinizer's Report dated August 09, 2014 and August 12, 2014 is as follows:

Particulars	% Votes in favour	% Votes Against
Resolution No.1: Adoption of financial statements for the 18 months period ended March 31, 2014 and Reports of Directors' and Auditors' thereon.	99.99	0.01
Resolution No.2: Re-appointment of Mr. Manoj Maheshwari, who retires by rotation.	95.82	4.18
Resolution No.3: Appointment of auditors and fixing their remuneration.	97.89	2.11
Resolution No.4: To change the office of Mr. Kushagra Bajaj, from Non-rotational to Rotational.	99.99	0.01
Resolution No.5: Appointment of Mr. M.L. Apte as an Independent Director.	98.14	1.86
Resolution No.6: Appointment of Mr. D.S. Mehta as an Independent Director.	95.82	4.18
Resolution No.7: Appointment of Mr. R.V. Ruia as an Independent Director.	98.10	1.90
Resolution No.8: Appointment of Mr. Alok Krishna Agarwal as an Independent Director.	95.82	4.18
Resolution No.9: Appointment of Mr. D.K. Shukla as an Independent Director.	95.82	4.18
Resolution No.10: Further issue of share capital pursuant to Section 62(1)(c) of the Companies Act, 2013 by way of QIP/GDR/FCCBs etc.	95.82	4.18
Resolution No.11: Ratification of the remuneration to cost auditors.	99.99	0.01

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 82nd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Bajaj Hindusthan Limited

Chairman of the meeting

Date: 13th August, 2014

R. RAMACHANDRAN, F.C.S.

Company Secretary

Flat No.25, 3rd Floor,
Shri Krishna Kutir,
Plot No:117/118,
Garodia Nagar,
Ghatkopar (East),
Mumbai – 400 077.
Tel.: 2506 4157

SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **Bajaj Hindusthan Limited**, a Company incorporated under the Companies Act, 1913 and having its Registered Office at Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262802, (hereinafter referred to as '**the Company**') on the E-Voting conducted by the Company to pass the items on the agenda as contained in the Notice dated **July 04, 2014**.

1. Pursuant to the provisions of Clause 35B of the Listing Agreement and pursuant further to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (the "Rules"), I was appointed as Scrutinizer by the Company on **May 16, 2014**, to scrutinize the E-Voting process for transacting the items of business as stated in the Notice of 82nd Annual General Meeting dated **July 04, 2014**.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **July 04, 2014**, the Cutoff Date for the purpose of E-Voting, the Company completed dispatch of the Notice of E-Voting;
 - By email to 82845 Members who had registered their email ids with the Company as on July 04, 2014; and
 - By Speed Post to 66325 and by Registered Post to 112 Members i.e. to a total of 66437 Members in physical form on July 18, 2014.



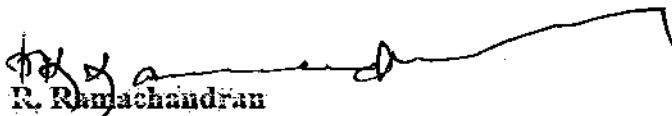
R. RAMACHANDRAN, F.C.S.

Company Secretary

Flat No.25, 3rd Floor,
Shri Krishna Kutir,
Plot No:117/118,
Garodia Nagar,
Ghatkopar (East),
Mumbai – 400 077.
Tel.: 2506 4157

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3. In terms of the aforesaid Notice, E-Voting was open for three days from **9:00 A.M. I.S.T on Wednesday, August 06, 2014 to 6:00 P.M. I.S.T on Friday, August 08, 2014** and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary / Special Resolutions, on E-Voting platform provided by National Securities Depository Limited (NSDL).
4. As required in the Rules, I unlocked the E-Voting on the platform provided by NSDL after the completion of the E-Voting process at **6:15 P.M. I.S.T on Friday, August 08, 2014** in the presence of Mr. A. Mohanan and Mr. Chandresh Chhaya.
5. Based on the results made available to me, 566 members have cast their votes on the E-Voting platform and I have annexed with this Report, the details and analysis of the E-Voting Results for each of the eleven agenda items contained in the aforementioned Notice.



R. Ramachandran

Practicing Company Secretary

Date: August 09, 2014

Place: Mumbai



Analysis of Results

Agenda No.	1
Subject	Adoption of financial statements for the 18 months period ended March 31, 3014 and Reports of Directors' and Auditors' thereon
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	44	62444	
C	Net number of valid electronic votes	522	363516146	
D	Number of electronic votes cast in favour of/assented to the Resolution	500	363498471	99.99
E	Number of electronic votes cast against /dissented to the Resolution	22	17675	00.01



Analysis of Results

Agenda No.	2
Subject	Re-appointment of Mr. Manoj Maheshwari, who retires by rotation
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	50	63797	
C	Net number of valid electronic votes	516	363514793	
D	Number of electronic votes cast in favour of/assented to the Resolution	448	348321930	95.82
E	Number of electronic votes cast against /dissented to the Resolution	68	15192863	4.18

Analysis of Results

Agenda No.	3
Subject	Appointment of auditors and fixing their remuneration
Type of Resolution	Ordinary Resolution

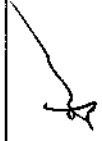
Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	53	64072	
C	Net number of valid electronic votes	513	363514518	
D	Number of electronic votes cast in favour of/assented to the Resolution	460	355857518	97.89
E	Number of electronic votes cast against /dissented to the Resolution	53	7657000	2.11



Analysis of Results

Agenda No.	4
Subject	To change the office of Mr. Kushagra Bajaj, from Non-rotational to Rotational
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	52	63697	
C	Net number of valid electronic votes	514	363514893	
D	Number of electronic votes cast in favour of/assented to the Resolution	477	363486913	99.99
E	Number of electronic votes cast against /dissented to the Resolution	37	27980	0.01



Analysis of Results

Agenda No.	5
Subject	Appointment of Mr. M.L. Apte as an Independent Director
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	52	63997	
C	Net number of valid electronic votes	514	363514593	
D	Number of electronic votes cast in favour of/assented to the Resolution	469	356744506	98.14
E	Number of electronic votes cast against /dissented to the Resolution	45	6770087	1.86



Analysis of Results

Agenda No.	6
Subject	Appointment of Mr. D.S. Mehta as an Independent Director
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	54	63969	
C	Net number of valid electronic votes	512	363514621	
D	Number of electronic votes cast in favour of/assented to the Resolution	453	348318114	95.82
E	Number of electronic votes cast against /dissented to the Resolution	59	15196507	4.18



Analysis of Results

Agenda No.	7
Subject	Appointment of Mr. R.V. Ruia as an Independent Director
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	55	65046	
C	Net number of valid electronic votes	511	363513544	
D	Number of electronic votes cast in favour of/assented to the Resolution	468	356592903	98.10
E	Number of electronic votes cast against /dissented to the Resolution	43	6920641	1.90

Analysis of Results

Agenda No.	8
Subject	Appointment of Mr. Alok Krishna Agarwal as an Independent Director
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	54	74007	
C	Net number of valid electronic votes	512	363504583	
D	Number of electronic votes cast in favour of/assented to the Resolution	454	348311928	95.82
E	Number of electronic votes cast against /dissented to the Resolution	58	15192655	4.18

Analysis of Results

Agenda No.	9
Subject	Appointment of Mr. D.K. Shukla as an Independent Director
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	54	73757	
C	Net number of valid electronic votes	512	363504833	
D	Number of electronic votes cast in favour of/assented to the Resolution	452	348313094	95.82
E	Number of electronic votes cast against /dissented to the Resolution	60	15191739	4.18

* Pursuant to the provisions of Section 188 of Companies Act, 2013, 2 shareholders belonging to Promoter & Promoter group have abstained from exercising their votes for the resolution at item no 9.



Analysis of Results

Agenda No.	10
Subject	Further issue of share capital pursuant to Section 62(1)(c) of the Companies Act, 2013 by way of QIP/GDR/FCCBs etc.
Type of Resolution	Special Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	53	76756	
C	Net number of valid electronic votes	513	363501834	
D	Number of electronic votes cast in favour of/assented to the Resolution	446	348302538	95.82
E	Number of electronic votes cast against /dissented to the Resolution	67	15199296	4.18



Analysis of Results

Agenda No.	11
Subject	Ratification of the remuneration to cost auditors
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	566	363578590	
B	Less: Number of electronic votes that are invalid	51	63447	
C	Net number of valid electronic votes	515	363515143	
D	Number of electronic votes cast in favour of/assented to the Resolution	473	363485354	99.99
E	Number of electronic votes cast against /dissented to the Resolution	42	29789	00.01



AVINASH CHATURVEDI

Advocate

Civil Courts,
Lakhimpur Kheri,
Uttar Pradesh 262701
Tel.: 0-9455107272

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

The Chairman
Bajaj Hindusthan Limited
Golagokarannath, Lakhimpur-Kheri, District Kheri
Uttar Pradesh 262802

82nd Annual General Meeting of the Equity Shareholders of Bajaj Hindusthan Limited, held on Tuesday, August 12, 2014 at 11:00 a.m. at BHL Club Hall, Golagokarannath, Lakhimpur- Kheri, District Kheri, Uttar Pradesh 262802

Dear Sir,

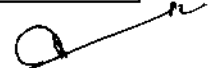
I, Avinash Chaturvedi, Advocate, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 82nd Annual General Meeting of the Equity Shareholders of Bajaj Hindusthan Limited, held on Tuesday, August 12, 2014 at 11.00 a.m. at BHL Club Hall, Golagokarannath, Lakhimpur- Kheri, District Kheri, Uttar Pradesh 262802 , submit our report as under:

1. On completion of Poll by the members of the Company, Sharepro Services (India) Pvt. Ltd., Registrar and Transfer Agents of the Company ("Sharepro"), provided me with the voting results.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Sharepro and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Resolution No.1: Adoption of financial statements for the 18 months period ended March 31, 2014 and Reports of Directors' and Auditors' thereon. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100



ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Resolution No.2: Re-appointment of Mr. Manoj Maheshwari, who retires by rotation. (Ordinary Resolution)(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



Resolution No.3: Appointment of auditors and fixing their remuneration (Ordinary Resolution)(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

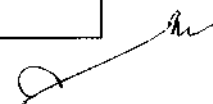
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Resolution No.4: To change the office of Mr. Kushagra Bajaj, from Non-rotational to Rotational. (Ordinary Resolution)(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0



AVINASH CHATURVEDI

Advocate

Civil Courts,
Lakhimpur Kheri,
Uttar Pradesh 262701
Tel.: 0-9455107272

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Resolution No.5: Appointment of Mr. M.L. Apte as an Independent Director. (Ordinary Resolution)**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100

(ii) Voted against the resolution:

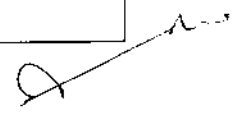
Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Resolution No.6: Appointment of Mr. D.S. Mehta as an Independent Director. (Ordinary Resolution)**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100



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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Resolution No.7: Appointment of Mr. R.V. Ruia as an Independent Director.(Ordinary Resolution)

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



Resolution No.8: Appointment of Mr. Alok Krishna Agarwal as an Independent Director.(Ordinary Resolution)(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

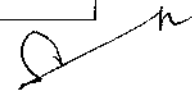
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Resolution No.9: Appointment of Mr. D.K. Shukla as an Independent Director. (Ordinary Resolution)(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Resolution No.10: Further issue of share capital pursuant to Section 62(1)(c) of the Companies Act, 2013 by way of QIP/GDR/FCCBs etc. (Special Resolution)

(i) Voted in favour of the resolution:

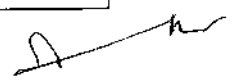
Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



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Resolution No.11: Ratification of the remuneration to cost auditors. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
7	9050	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

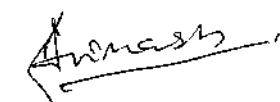
(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized at the Board for safe keeping.

Thanking you,

Yours faithfully,



(Avinash Chaturvedi)

Place: Golagokarannath

Date: 12th August 2014