

**BAJAJ***Distinctly Ahead*

Bajaj Auto Limited
Akurdi Pune 411 035 India

Tel +91 20 27472851
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www.bajajauto.com

FAX NO: 022 26598237 / 26598238 / BY COURIER

August 31, 2010

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No C-1, G-Block, Bandra-Kurla Complex
Bandra (East)
MUMBAI 400 051

Dear Sirs,

Sub: Intimation of result of Postal Ballot

Please find enclosed a copy of the Report of Shri. Shyamprasad D Limaye, the Practicing Company Secretary and the Scrutinizer, certifying the results on the following four Resolutions passed through Postal Ballot pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001:

- 1) Ordinary Resolution under Section 16 and 94 of the Companies Act, 1956 for increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company (MOA) by altering Clause V of the MOA.
- 2) Ordinary resolution for issue of bonus shares to the shareholders in the ratio of 1:1 by capitalizing a part of the amount standing to the credit of General Reserve Account.
- 3A & 3B) Special Resolution under Section 31 of the Companies Act, 1956 for Alteration of Articles 167 and Article 13 of Articles of Association of the Company.
- 4) Special Resolution under Section 372A of the Companies Act, 1956 for increase in limit for inter-corporate loans and investments.

Certified copies of aforesaid resolutions are enclosed for your ready reference.

We wish to further inform you that based on the aforesaid Scrutinizer's Report, Shri Rahul Bajaj, Chairman has declared the aforesaid resolutions as passed by the shareholders of the Company with the requisite majority.

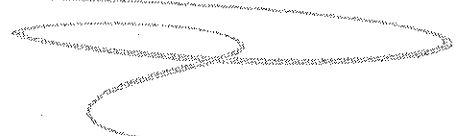
Kindly take the above on your record.

Thanking you,

Yours faithfully,
For Bajaj Auto Limited

J Sridhar
Company Secretary

Encl: as above.



Shyamprasad D. Limaye

B.Com. LL.B. F.C.S

Company Secretary

5, Parag Apartments, 126, Dahanukar

Colony, Lane No. 4, PUNE 411 038

Telephone: 25 38 99 85

email : shyamprasad.limaye@gmail.com

SCRUTINIZER'S REPORT

To

The Chairman

Bajaj Auto Limited

Mumbai-Pune Road, Akurdi

PUNE 411 035

Dear Sir,

1. The Board of Directors of the company at its meeting held on 22nd July, 2010 has appointed me as a Scrutinizer for conducting the postal ballot voting process.
- 2 I submit my report as under :
 - 2.1 The company has completed the dispatch of Postal ballot forms on 28th July, 2010 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on 22/07/2010.
 - 2.2 Particulars of all the postal ballot forms received from the Members have been entered in a register maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 The ballot boxes were opened on Monday 29/08/2010 in my presence.
 - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 22/07/2010.
 - 2.6 All postal ballot forms received upto the close of working hours on 28/08/2010, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
 - 2.7 I did not find any defaced or mutilated ballot paper.

3. A summary of the postal ballot forms received is given below :

Item No 1: Increasing the Authorised Share Capital of the Company by the creation of additional Equity shares and alteration of the Memorandum of Association of the Company

	RESOLUTION No. 1		
	Particulars	No. of postal ballot forms	No. of shares
a.	Total postal ballot forms received.	3110	97078401
b.	Less : Invalid postal ballot forms	89	757401
c.	Less: Postal ballot forms with nil voting	86	87308
d.	Net postal ballot with voting	2935	96321000
			%
	Assent for the Resolution	2911	96227619
			99.994
	Dissent for the Resolution	24	6073
			0.006
	TOTAL	2935	96233692
			100.000

Item No 2: Issue of bonus shares by capitalization of reserves

	RESOLUTION No. 2		
	Particulars	No. of postal ballot forms	No. of shares
a.	Total postal ballot forms received.	3110	97078401
b.	Less : Invalid postal ballot forms	89	757401
c	Less: Postal ballot forms with nil voting	102	73071
d	Net postal ballot with voting	2919	96247929
			%
	Assent for the Resolution	2900	96247120
			99.999
	Dissent for the Resolution	19	809
			0.001
	TOTAL	2919	96247929
			100.000

Item No 3A: Alteration of Articles of Association regarding bonus issue

	RESOLUTION No. 3A		
	Particulars	No. of postal ballot forms	No. of shares
a.	Total postal ballot forms received.	3110	97078401
b.	Less : Invalid postal ballot forms	89	757401
c	Less: Postal ballot forms with nil voting	116	95795
d	Net postal ballot with voting	2905	96225205
			%
	Assent for the Resolution	2879	96224225 99.999
	Dissent for the Resolution	26	980 0.001
	TOTAL	2905	96225205 100.000

3B: Alteration of Articles of Association regarding buy-back of securities

	RESOLUTION No. 3B		
	Particulars	No. of postal ballot forms	No. of shares
a.	Total postal ballot forms received.	3110	97078401
b.	Less : Invalid postal ballot forms	89	757401
c.	Less: Postal ballot forms with nil voting	143	219438
d.	Net postal ballot with voting	2878	96101562
			%
	Assent for the Resolution	2751	96073414
			99.971
	Dissent for the Resolution	127	28148
			0.029
	TOTAL	2878	96101562
			100.000

Item No 4: Increase in limit for Inter-Corporate Loans and Investments under section 372A

RESOLUTION No.4			
	Particulars	No. of postal ballot forms	No. of shares
a.	Total postal ballot forms received.	3110	97078401
b.	Less : Invalid postal ballot forms	89	757401
c	Less: Postal ballot forms with nil voting	147	318578
d	Net postal ballot with voting	2874	96002422
			%
	Assent for the Resolution	2761	95974732
			99.971
	Dissent for the Resolution	113	27690
			0.029
	TOTAL	2874	96002422
			100.000

4. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Place: Pune

Dated: 31/08/2010



Shyamprasad D. Limaye

Shyamprasad D. Limaye
F.C.S. 1587 C. P. 572
Name and signature of the Scrutinizer

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**CERTIFIED COPY OF THE ORDINARY RESOLUTIONS PASSED BY THE
SHAREHOLDERS BY WAY OF POSTAL BALLOT HELD ON 31 AUGUST
2010**

Item No.1

**Increase in the Authorised Share Capital and Alteration of the
Memorandum of Association of the Company**

"RESOLVED THAT in accordance with the provisions of Sections 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Authorised Share Capital of Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs.10/- (Rupees Ten only) each be increased to Rs.300,00,00,000/- (Rupees Three Hundred Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs.10/- (Rupees Ten only) each by creation of 15,00,00,000 (Fifteen Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and that Clause V of the Memorandum of Association of the Company be altered accordingly by substituting the following new Clause V in place of the existing Clause V:

'V. The authorized share capital of the Company is Rs.300,00,00,000/- (Rupees Three Hundred Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs.10/- (Rupees Ten only) each.

The minimum paid-up share capital shall be Rs.5,00,000/-."

For Bajaj Auto Limited

(J SRIDHAR)
COMPANY SECRETARY

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2010**

Item No.2

Issue of Bonus Shares

"RESOLVED THAT:

- (a) subject to such consents and approvals as may be required, and such conditions and modifications, as may be considered necessary and agreed to by the Board of Directors of the Company, (hereinafter referred to as the "Board" which expression shall also include a Committee thereof), a sum not exceeding Rs.144.68 Crore as may be determined to be required by the Board, out of the amount of Rs.1895.28 Crore standing to the credit of the General Reserve Account as at March 31, 2010, be capitalised and transferred from the General Reserve Account to Share Capital Account and that such sum as may be determined to be required shall be applied for allotment of new Equity Shares of the Company of Rs.10/- each as fully paid Bonus Shares to the persons who, on a date to be hereafter fixed by the Board (the "Record Date"), shall be the holders of the existing Equity Shares of Rs.10/- each of the Company on the said date and that such New Equity Shares out of the Company's unissued Equity Shares, credited as fully paid, be accordingly allotted as Bonus Shares to such persons respectively as aforesaid in the proportion of 1 (one) new Equity Share for every 1 (one) existing Equity Share held by such persons respectively on the Record Date, upon the footing that they become entitled thereto for all purposes as capital.
- (b) the New Equity Shares of Rs.10/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends to be declared for the financial year in which these Bonus Shares are allotted.
- (c) no Letter of Allotment shall be issued to the allottees of the Bonus Shares while the Share Certificates in respect of the New Equity Shares to the shareholders who hold their existing shares in physical form shall be issued and dispatched to the allottees thereof and the Bonus Shares will be credited to the demat accounts of the allottees who hold the existing equity shares in electronic form within the period prescribed in this behalf.

- (d) the allotment of the fully paid New Equity Shares as Bonus Shares to the extent that they relate to non-resident members, Foreign Institutional Investors (FIIs) and other foreign investors of the Company, shall be subject to the approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, if necessary.
- (e) for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the New Equity Shares."

For Bajaj Auto Limited



(J SRIDHAR)
COMPANY SECRETARY

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2010**

Item No. 3

Amendment of Articles of Association of the Company

(A) "RESOLVED THAT following modifications be carried out in Article 167 of the Articles of Association of the Company;

- i) In first line in clause (a), in place of the words, "The Company in General Meeting" , the words, "The Board of Directors at its meeting" be substituted; and
- ii) In first line in clause (c), in place of the words, "A General Meeting", the words, "The Board of Directors at its meeting" be substituted."

(B) "RESOLVED THAT present Article No.13 of the Articles of Association be deleted and substituted with following new Article No. 13;

'Article 13. BUY-BACK OF SHARES

The Company, subject to Section 77A and other applicable provisions of the Act and other applicable regulations, as the case may be in force, may from time to time buy-back its own shares, by passing a Special Resolution at its general meeting or by means of a resolution passed by the board of directors at its meeting, as may be applicable."

for Bajaj Auto Limited,

(J SRIDHAR)

COMPANY SECRETARY

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2010**

Item No. 4

Increase in limit of inter-corporate loans & investments

"RESOLVED THAT in supersession of the special resolution passed by the members at their extra-ordinary general meeting held on 17 March 2008, pursuant to provisions of Section 372A of the Companies Act, 1956 and subject to the requisite permission(s) / consent(s) of appropriate authorities, where required, consent of the Company be and is hereby accorded to the Board of Directors for making a loan to a body/bodies corporate, giving guarantee or provide security in connection with a loan and to acquire by way of subscription, purchase or otherwise, the securities of bodies corporate, in terms of Section 372A of the Act, up to an amount not exceeding Rs.10,000 Crore in the aggregate outstanding at any single point of time, notwithstanding that the aggregate of the loans, guarantees, securities and investments in any body / bodies corporate may exceed the percentages prescribed under Section 372A of the Act."

for Bajaj Auto Limited,

(J SRIVIDHAR)
COMPANY SECRETARY