bajaj corp limited

September 7, 2011

DCS - CRD **Bombay Stock ExchangeLimited** **First Floor, New Trade Wing** **Rotunda Building, Phiroze Jeejeebhoy Towers** **Dalal Street, Fort** **Mumbai 400 023** **Fax No. 2272 3719/ 2037** **Script Code: : 533229**	**National Stock Exchange of India Ltd.** **Exchange Plaza, 5th Floor** **Plot No.C/1, 'G'Block** **Bandra- Kurla Complex** **Bandra East** **Mumbai 400 051** **Fax No. 2659 8237/ 8238** **Script Code: BAJAJCORP**

Dear Sirs/Madam,

Sub: Notice of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 for Appointment of Mr.Sumit Malhotra as Managing Director, Mr.Jimmy Anklesaria as Whole-time Director and Revision in the terms of remuneration of Mr. Roshan Fateh Lal Hinger, Whole-time Director

Further to our letter dated August 8, 2011 regarding the captioned subject, please find enclosed herewith 6 copies of Specimen of Notice of Postal Ballot and Form pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

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

Thanking you,

Yours faithfully,
For Bajaj Corp Limited

Sujoy Sircar
Company Secretary

Encl.: As above

bajaj corp limited

SPECIMEN

Registered Office : 221, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (E), Mumbai 400 093.

NOTICE OF POSTAL BALLOT

PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

To,
The Shareholders of Bajaj Corp Limited

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 for the consent of the Shareholders of Bajaj Corp Limited (hereinafter referred to as the "Company") to the draft resolutions mentioned herein below which are proposed to be passed by Postal Ballot. The Company is providing voting facilities to the Shareholders only through Postal Ballot Form.

The draft Special Resolutions along with Explanatory Statement setting out all material facts and the reasons thereto are stated below.

The Postal Ballot Form for voting by you as a Shareholder of the Company is enclosed.

The Board of Directors has appointed Mr. R. Ramachandran, Practising Company Secretary, as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed, pre-paid postage business reply envelope, so as to reach the Scrutinizer on or before the close of working hours on September 26, 2011. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot will be announced on October 6, 2011 at the Registered Office of the Company.

The Special Resolutions at Item Nos. 1, 2 & 3 of the Notice shall be declared as passed if votes cast in favour of the said resolution by Shareholders so entitled and voting are not less than three times the number of votes, if any, cast against the same.

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass, through Postal Ballot, the following resolution as a Special Resolution:-

   "RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and Schedule XIII thereto (including any statutory modification or re-enactment thereof, for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such approval(s), permission(s) and/or sanction(s) as may be necessary, the consent and approval of the Company be and is hereby accorded to the appointment of Mr. Sumit Malhotra as Managing Director of the Company for a period of 5 (five) years with effect from August 8, 2011, on the terms and conditions and the remuneration as set out below:-

   I. **Remuneration:**

      a) Basic Salary: In the range of Rs.3,30,000/- per month to Rs.7,00,000/- per month.

      b) Allowances and Perquisites:

         i) House Rent Allowance: At the rate 40% of Basic Salary.

         ii) Special Allowance: At the rate 25% of Basic Salary.

         iii) Contribution to Provident Fund: Company's contribution to Provident Fund equal to 12% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.

         iv) Contribution to Superannuation Fund: Company's contribution to Superannuation Fund equal to 15% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.

         v) Gratuity payable at the time of retirement/cessation shall be as per the scheme of the Company.

         vi) Medical Reimbursement: Reimbursement at the rate 8.33% of Basic Salary.

         vii) Conveyance Allowance: At the rate 30% of Basic Salary.

         viii) Leave Travel Allowance: Reimbursement at the rate 8.33% of Basic Salary.

         ix) Leave: Leave with full pay or encashment thereof as per the rules of the Company. Encashment of the unavailed leave is allowed at the end of the tenure.

         Explanation:

         Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

         x) Annual Performance Incentive up-to a maximum amount of Rs. 20,00,000/- subject to approval by Board of Directors.

      c) Amenities:

         i) Conveyance facilities: The Managing Director is entitled for use of car for official purposes.

         ii) Communication facilities: The Managing Director is entitled for use of telephone, telefax and other communication facilities at his residence.

   II. **Overall remuneration:**

      The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

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III. Other Terms and Conditions:

Other terms and conditions of appointment of Mr. Sumit Malhotra, Managing Director are as under:

a. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

b. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and /or minor children in any selling agency of the Company in future without prior approval of the Central Government."

"RESOLVED FURTHER THAT in case the Company has in any financial year no profits or if its profits are inadequate anytime during the period of 3(three) years commencing from August 8, 2011, the Managing Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors (which term shall be deemed to include the Remuneration Committee) to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII thereto or any modification thereto and as may be agreed by and between the Board and Mr. Sumit Malhotra."

2. To consider and, if thought fit, to pass, through Postal Ballot, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and Schedule XIII thereto (including any statutory modification or re-enactment thereof, for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such approval(s), permission(s) and/or sanction(s) as may be necessary, the consent and approval of the Company be and is hereby accorded to the appointment of Mr. Jimmy Rustom Anklesaria as Whole-time Director of the Company for a period of 5 (Five) years with effect from August 8, 2011, on the terms and conditions and the remuneration as set out below:-

I. **Remuneration:**

a) Basic Salary: In the range of Rs.4,00,000/- per month to Rs.8,00,000/- per month

b) Allowances and Perquisites:

i) House Rent Allowance: At the rate 40% of Basic Salary.

ii) Ex-gratia: At the rate 20% of Basic Salary.

iii) Contribution to Provident Fund: Company's contribution to Provident Fund equal to 12% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.

iv) Conveyance Allowance: At the rate 15% of Basic Salary.

v) Medical Allowance: At the rate 8.33% of Basic Salary.

vi) Leave Travel Allowance: Reimbursement at the rate 8.33% of Basic Salary.

vii) Gratuity payable at the time of retirement/cessation shall be as per the scheme of the Company.

viii) Leave: Leave with full pay or encashment thereof as per the rules of the Company. Encashment of the unavailed leave is allowed at the end of the tenure.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

ix) Annual Performance Incentive up-to a maximum amount of Rs. 45,00,000/- subject to approval by Board of Directors.

c) Amenities:

i) Conveyance facilities: The Whole-time Director is entitled for use of car for official purposes.

ii) Communication facilities: The Whole-time Director is entitled for use of telephone, telefax and other communication facilities at his residence.

II. **Overall remuneration:**

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

III. **Other Terms and Conditions:**

Other terms and conditions of appointment of Mr. Jimmy Rustom Anklesaria, Whole-time Director are as under:

a. The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

b. The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company in future without prior approval of the Central Government."

"RESOLVED FURTHER THAT in case the Company has in any financial year no profits or if its profits are inadequate anytime during the period of 3(three) years commencing from August 8, 2011, the Whole-time Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors (which term shall be deemed to include the Remuneration Committee) to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Whole-time Director in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII thereto or any modification thereto and as may be agreed by and between the Board and Mr. Jimmy Rustom Anklesaria."

3. To consider and, if thought fit, to pass, through Postal Ballot, the following resolution as a Special Resolution:-

"RESOLVED THAT in partial modification of the Special Resolution passed at the 5th Annual General Meeting of the Company held on August 8, 2011 and subject to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and Schedule XIII thereto (including any amendment thereto or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such approval(s), permission(s) and/or sanction(s) as may be necessary, the consent and approval of the Company be and is hereby accorded to the revision in the terms of remuneration of Mr. Roshan Fateh Lal Hinger, Whole-time Director (designated Vice-Chairman) for a period of 5 (five) years with effect from April 1, 2011 by inserting the following point (ix) in sub-clause (b) of Clause I as hereunder:

'(ix) Gratuity payable at the time of retirement/cessation shall be as per the scheme of the Company'.

"RESOLVED FURTHER THAT save as expressly modified by this resolution, all other terms and conditions of appointment of Whole-time Director, Mr. Roshan Fateh Lal Hinger vide Special Resolution passed at the 5th Annual General Meeting of the Company held on August 8, 2011 remain unaltered and continue to apply."

By Order of the Board of Directors

Place: Mumbai
Date : August 8, 2011

Sujoy Sircar
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

In respect of Item No. 1

Mr. Sumit Malhotra aged 49 years, holds a Bachelor of Pharmaceuticals and Masters in Business Administration degree. He is presently designated as Director - Sales and Marketing in a whole-time capacity and is responsible for the Personal and Health Care Divisions of the Company. He has close to 23 years of experience in the Fast Moving Consumer Goods (FMCG) sector. He started his career as Area Sales Manager in TTK Limited and has worked in organizations such as J K Helene Curtis, Balsara Home Products Limited etc.

The present FMCG business was being carried out by Bajaj Sevashram Limited ("BSL"), a Bajaj group entity since 1953. In December 2000, pursuant to a scheme of demerger, BSL transferred its operating business and assigned trademarks for all the brands to Deccan Ayurvedashram Pharmacy Limited, which subsequently changed its name to Bajaj Consumer Care Ltd ("BCCL"). Thereafter, under a Trademark License Agreement between BCCL and the Company, BCCL assigned the trademarks in favour of the Company in April 2008 and presently the said FMCG business is being carried on by the Company. Along with the license of Trademarks and commencement of business under the folds of the Company, all the then existing employees were transferred from BCCL to the Company.

Mr. Sumit Malhotra is associated with the Bajaj Group since 2004. He joined BCCL in July 2004 as Vice-President (Sales & Marketing) and was elevated to President (Sales & Marketing) in April 2007. Mr. Sumit Malhotra, who is currently heading the Sales and Marketing function of the present FMCG business in addition to other responsibilities post transfer of his employment from BCCL, was designated as Director - Sales & Marketing in a whole-time capacity with effect from April 1, 2008.

In appreciation and recognition of his stellar contribution to the Company, the Board of Directors (the "Board") at their Meeting held on August 8, 2011, appointed Mr. Sumit Malhotra as Managing Director of the Company for a period of 5 (five) years with effect from August 8, 2011 subject to approval of shareholders and such other approvals as may be required.

The Board has (based on approval and recommendation of the Remuneration Committee) also approved the remuneration and perquisites payable to Mr. Sumit Malhotra with effect from August 8, 2011 as enumerated in the resolution at Item No. 1 of this Notice.

The terms of contract in the form of appointment as Managing Director as stated in the resolution at item No.1 along with Memorandum of Interest or Concern as stated hereunder may be treated as Abstract of Arrangement and Memorandum of Interest of Directors under Section 302 of the Companies Act, 1956.

The remuneration as stated in resolution at Item No. 1 has been proposed to be paid to the Managing Director as the minimum remuneration which, in the event of absence or inadequacy of profits of the Company during the period of 3 (three) years commencing from August 8, 2011, the Managing Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors (which term shall be deemed to include the Remuneration Committee) to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII thereto or any modification thereto and as may be agreed by and between the Board and Mr. Sumit Malhotra.

Since the appointment and payment of remuneration to Mr. Sumit Malhotra as Managing Director of the Company is subject to approval by Shareholders pursuant to the Sections 198, 269 and 309 of the Companies Act, 1956 read with Schedule XIII thereto, the approval of the Shareholders is sought by way of a Special Resolution.

A copy each of the resolutions passed by the Remuneration Committee and the Board of Directors at their respective Meetings held on August 8, 2011, as referred to above, are available for inspection by any Shareholder at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up-to and including the date of announcing the results of this Postal Ballot, viz., October 06, 2011.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 1 of the Notice.

Mr. Sumit Malhotra is interested and/or concerned in the resolution at item No. 1 of the Notice. Save as aforesaid, none of the Directors of the Company is, in any way, concerned or interested in the said resolution.

In respect of Item No. 2

Mr. Jimmy Rustom Anklesaria, aged 56 years holds a Bachelor of Commerce and Masters in Business Administration degree. He possesses intimate knowledge of the domestic market in India and of the International markets in emerging economies and the United Kingdom. He has successfully created shareholder value by identifying and managing inorganic growth opportunities in Africa, Latin America, the European Union etc. He has over 30 years of experience in the Fast Moving Consumer Goods (FMCG) sector in various FMCG companies in India. Prior to joining Bajaj Corp, Mr. Jimmy Rustom Anklesaria was Executive Vice President - International Operations in Godrej Consumer Products Limited.

The Board of Directors (the "Board") at their Meeting held on August 8, 2011, appointed Mr. Jimmy Rustom Anklesaria as Whole-time Director (designated Director – Business Development) of the Company for a period of 5 (five) years with effect from August 8, 2011 subject to approval of shareholders and such other approvals as may be required.

The Board has (based on approval and recommendation of the Remuneration Committee) also approved the remuneration and perquisites payable to Mr. Jimmy Rustom Anklesaria with effect from August 8, 2011 as enumerated in the resolution at Item No. 2 of this Notice.

The terms of contract in the form of appointment as Whole-time Director as stated in the resolution at Item No. 2 along with Memorandum of Interest or Concern as stated hereunder may be treated as Abstract of Arrangement and Memorandum of Interest of Directors under Section 302 of the Companies Act, 1956.

The remuneration as stated in resolution at Item No. 2 has been proposed to be paid to the Whole-time Director as the minimum remuneration which, in the event of absence or inadequacy of profits of the Company during the period of 3(three) years commencing from August 8, 2011, the Whole-time Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors (which term shall be deemed to include the Remuneration Committee) to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Whole-time Director in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII thereto or any modification thereto and as may be agreed by and between the Board and Mr. Jimmy Rustom Anklesaria.

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Since the appointment and payment of remuneration to Mr. Jimmy Rustom Anklesaria as Whole-time Director of the Company is subject to approval by Shareholders pursuant to the Sections 198, 269 and 309 of the Companies Act, 1956 read with Schedule XIII thereto, the approval of the Shareholders is sought by way of a Special Resolution.

A copy each of the resolutions passed by the Remuneration Committee and the Board of Directors at their respective Meetings held on August 8, 2011, as referred to above, are available for inspection by any Shareholder at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up-to and including the date of announcing the results of this Postal Ballot, viz., October 6, 2011.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 2 of the Notice.

Mr. Jimmy Rustom Anklesaria is interested and/or concerned in the resolution at Item No 2 of the Notice. Save as aforesaid, none of the Directors of the Company is, in any way, concerned or interested in the said resolution.

In respect of Item No. 3

Mr. Roshan Fateh Lal Hinger was reappointed as Whole-time Director (designated Vice-Chairman) for a period of 5 (five) years with effect from April 1, 2011 by the shareholders at the 5th Annual General Meeting ("AGM") held on August 8, 2011. At the aforesaid AGM, the shareholders of the Company had also approved the remuneration and terms and conditions of office of Mr. Hinger with effect from April 1, 2011.

As per the applicable laws, Mr. Hinger is entitled to Gratuity in accordance with the applicable Gratuity scheme of the Company. However, the shareholders resolution as aforesaid inadvertently did not include the clause related to Gratuity payable to Mr. Hinger on his retirement/cessation from the Company.

Since any revision in the remuneration payable to Mr. Roshan Fateh Lal Hinger as Whole-time Director of the Company is subject to approval by Shareholders pursuant to the Sections 198, 269 and 309 of the Companies Act, 1956 read with Schedule XIII thereto, the approval of the Shareholders for revision in remuneration as aforesaid is sought by way of a Special Resolution.

A copy of the resolution passed by the shareholders at the AGM as referred to above, is available for inspection by any Shareholder at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up-to and including the date of announcing the results of this Postal Ballot, viz., October 6, 2011.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 3 of the Notice.

Mr. Roshan Fateh Lal Hinger is interested and/or concerned in the resolution at Item No 3 of the Notice. Save as aforesaid, none of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Mumbai
Date : August 8, 2011

Sujoy Sircar
Company Secretary

Disclosures with respect to appointment of Directors through Postal Ballot pursuant to Clause 49 of the Listing Agreement

Name of the Director	Mr. Sumit Malhotra	Mr. Jimmy Rustom Anklesaria
Director Identification Number	02183825	03464365
Date of Birth	28.09.1961	27.12.1954
Nationality	Indian	Indian
Date of appointment on the Board	12.03.2008	08.08.2011
Qualifications	Bachelors Degree in Pharmacy with Honours from Institute of Technology, Benaras Hindu University, Varanasi and Post Graduate Diploma in Business Management from Indian Institute of Management, Ahmedabad.	Bachelor of Commerce and Masters in Business Administration
Expertise in functional area	Sales & Marketing of FMCG business	Sales & Marketing and International Operations of FMCG business
Number of shares held in the Company	250	250
List of Directorships held in other companies	Nil	1) Bartronics India Ltd. 2) Bagalkot Cement & Industries Ltd.
Chairman/Member of the Committees of the Boards of other companies in which he is Director as on August 8, 2011	Nil	Nil

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bajaj corp limited

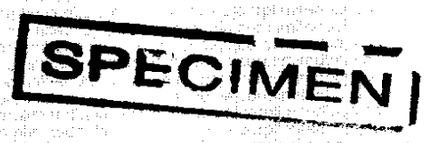
Regd.Office: 221, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (E), Mumbai 400 093
Website: www.bajajcorp.com

POSTAL BALLOT FORM

Serial No.

1. Name(s) of shareholder(s) (including Joint-holders, if any)

2. Registered address of the sole/first named shareholder



3. Registered Folio No.*
*(Applicable to shareholder(s) holding shares in physical form)

4. Number of Equity Shares held

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated August 8, 2011 by sending my/our assent or dissent to the said Resolutions by placing the (✓) mark at the appropriate box below:

Description	Number of Shares	Assent / Dissent Mark (✓) for voting	
1) Special Resolution for appointment of Mr. Sumit Malhotra as Managing Director of the Company for a period of 5 (Five) years with effect from August 8, 2011		I/We assent to the Resolution	
		I/We dissent to the Resolution	
2) Special Resolution for the appointment of Mr. Jimmy Rustom Anklesaria as Wholetime Director of the Company for a period of 5 (Five) years with effect from August 8, 2011		I/We assent to the Resolution	
		I/We dissent to the Resolution	
3) Special Resolution for the revision in the terms of remuneration of Mr. Roshan Fateh Lal Hinger, Wholetime Director of the Company for a period of 5 (Five) years with effect from April 1, 2011		I/We assent to the Resolution	
		I/We dissent to the Resolution	

Signature of Member

Place :

Date :

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INSTRUCTIONS

1. The Company is providing voting through Postal Ballot only. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Shareholder will also be accepted.

2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

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3. This Postal Ballot Form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. Unsigned /Blank Postal Ballot Form will be rejected.

4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified true copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A Shareholder may sign the form through an Attorney appointed specifically for this purpose, in which case an attested copy of the Power of Attorney should be attached to the Postal Ballot Form.

5. A Shareholder need not use all his votes nor he needs to cast all his votes in the same way.

6. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours on September 26, 2011. All Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Shareholder has not been received.

7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 6 above.

8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. August 19, 2011.

9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.

10. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.

11. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will be thereafter published in newspapers and communicated to the Stock Exchanges for the information of the Shareholders. The results of the Postal Ballot will also be posted on the website of the Company www.bajajcorp.com