



Registered Office: Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021

NOTICE FOR PASSING OF RESOLUTION BY POSTAL BALLOT
(Pursuant to Section 192A of the Companies Act, 1956)

NOTICE TO THE MEMBERS

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the Company is seeking the Members' consent to pass the proposed Special Resolution appended below by way of Postal Ballot. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form and postage pre-paid envelope.

1. Shifting of Registered Office of the Company from the State of Maharashtra to the State of Uttar Pradesh and consequential amendment in Memorandum of Association.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Sections 17, 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Central Government and such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or re-enactment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Maharashtra to the State of Uttar Pradesh and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. The registered office of the Company will be situated in the State of Uttar Pradesh."

"RESOLVED FURTHER THAT upon confirmation of the Central Government, and pursuant to the provisions of Section 146 (2) of the Companies Act, 1956 the registered office of the Company be removed from Mumbai in the State of Maharashtra and be situated at Golagokarannath, District: Kheri, Uttar Pradesh 262802."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By order of the Board of Directors
For Bajaj Hindusthan Limited

Pradeep Parakh
**Group President (GRC) &
Company Secretary**

Place : Mumbai
Dated : August 12, 2013

Notes:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all material facts and the reasons thereto is annexed hereto.
2. The Postal Ballot Form for voting by you as a Member of the Company is enclosed.
3. 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. His address is The Scrutinizer, C/o Bajaj Hindusthan Limited, Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400 021.

4. Members are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before **Saturday, September 21, 2013**. 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 of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot will be announced on **Monday, September 30, 2013** at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where equity shares of the Company are listed and thereafter will be published in newspapers. The result will also be put on the Company's website <http://www.bajajhindusthan.com> The Resolution, if approved, will be taken as passed effectively on the date of declaration of result.

5. Document referred to in the accompanying Notice and the Explanatory Statement is open for inspection by members at the Registered Office of the Company during business hours on any working day, except Saturdays, between 11.00 a.m. to 1.00 p.m. upto Monday, September 30, 2013.

6. **The Company also offers E-Voting facility. Please see the instructions below for details.**

In compliance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company also offers e-voting option to all the shareholders. For this purpose, the Company will be making necessary arrangement with National Securities Depositories Limited (NSDL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

7. Members have option to vote either through e-voting or through Postal Ballot Form. Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the Green Initiative and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link <https://www.evoting.nsdl.com> or seek duplicate form from R & T Agent M/s Sharepro Services (India) Pvt. Ltd., Unit Bajaj Hindusthan Limited, 13 AB, 2nd Floor, Samhita Warehousing Complex, Behind Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072, fill in the details and send the same to the Scrutinizer by Post at the address given at Sr. No.3 above.

8. The instructions for Members for voting Electronically, are as under:

A. In case of Members receiving e-mail from NSDL

- a. Open e-mail and open PDF file viz. "BHL e-Voting.pdf" with your Client ID (or Folio No.) as password which contains your user ID and password for e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: **[https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com)**
- c. Click on "Shareholder" - "Login".
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of "e-Voting" opens. Click on "e-Voting :-- Active Voting Cycles".
- g. Select "EVEN" of Bajaj Hindusthan Limited.
- h. Now you are ready for "e-Voting" as "Cast Vote" page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer through e-mail **kadhikari@bajajhindusthan.com** with a copy marked to **evoting@nsdl.co.in**.

B. In case of Members other than in (A) above

- a. Initial password is provided at the bottom of the Postal ballot form. Please follow all steps from Sr.No.(b) to Sr.No.(j) above, to cast vote.

9. **The date of commencement of e-voting is Friday, August 23, 2013 and the last date for e-voting is Saturday, September 21, 2013. The e-voting module will be disabled for voting thereafter by NSDL.**
10. Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the member opts for Voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa.
- However, in case Member(s) cast their vote both by physical ballot and by electronic mode, then voting done by physical shall prevail and voting done by electronic will be treated as invalid.
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of <https://www.evoting.nsdl.com> or call on (022) 2499 4600.
12. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

Explanatory Statement pursuant to Section 173(2) and 192(A) of the Companies Act, 1956

In respect of Item no.1

Presently all sugar plants, distilleries and board units of the Company are located in the State of Uttar Pradesh. The registered office of Company is situated in Mumbai, Maharashtra. To exercise better administrative and economic control which will reduce overheads, eliminate duplication of records and enable the Company to rationalise and streamline its operations as well as management of affairs of its business, the Board of Directors of the Company at its meeting held on August 12, 2013 has proposed to shift the registered office of the Company from Mumbai, Maharashtra to Golagokarannath, Uttar Pradesh located in Central Uttar Pradesh, where the first plant of the Company was established. This will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently.

The shifting of the Registered Office as aforesaid is in the best interest of the Company, its shareholders and all concerned. The proposed shifting of the office is not prejudicial to the interest of any party.

In terms of the provisions contained in Section 17 of the Companies Act, 1956 the alteration of the clause of Memorandum of Association pertaining to change of place of the registered office of the Company from one State to another State requires approval of the shareholders by Special Resolution and further requires confirmation by the Central Government. Also, as per Section 146 (2) of the Companies Act, 1956, the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the Company. Pursuant to Section 192A of the Companies Act, 1956, as the Company's securities are listed with the recognised stock exchanges, such Special Resolution is required to be passed by way of postal ballot.

Approval of the shareholders is, therefore, sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 for shifting of registered office from the State of Maharashtra to the State of Uttar Pradesh as aforesaid.

The Board of Directors recommends passing of the special resolution set out at Item no.1 of the accompanying Notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations as set out in the Resolution at Item No. 1 of the Notice is available for inspection by members at the Registered Office of the Company during business hours on any working day, except on Saturdays, between 11.00 a.m. to 1.00 p.m. upto Monday, September 30, 2013.

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
For Bajaj Hindusthan Limited

Pradeep Parakh
**Group President (GRC) &
Company Secretary**

Place : Mumbai
Dated : August 12, 2013

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