bajaj corp limited

December 30, 2014

BSE Limited **First Floor, New Trade Wing** **Rotunda Building, Phiroze Jeejeebhoy** **Towers, Dalal Street, Fort** **Mumbai 400 023** **Stock Code: 533229** Fax No. 2272 3719/2039	**National Stock Exchange of India Ltd.** **Exchange Plaza, 5th Floor** **Plot No. C/1, 'G' Block** **Bandra – Kurla Complex** **Bandra (East)** **Mumbai 400 051** **Stock Code:BAJAJCORP** Fax No. 2659 8237 / 8238

Dear Sirs,

Pursuant to Clause 35A of the Listing Agreement, details of the voting results at the Extraordinary General Meeting (EGM) of the Company held on Tuesday, December 30, 2014 at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400 021 are enclosed as per the prescribed format.

Further we are also enclosing the following:

1. Results of voting through electronic means, physical ballot forms and poll conducted at the EGM.
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 disseminated to all concerned.

Thanking you,

Yours faithfully,
For **Bajaj Corp Limited**

Sujoy Sircar
Company Secretary

Encl: as above

bajaj corp limited

Pursuant to Clause 35A and other applicable clauses, if any of the Listing Agreement, details regarding the voting results for the resolutions passed at the Extraordinary General Meeting of the Company held on December 30, 2014 are given below:

1.	**Date of the Extraordinary General Meeting**	December 30, 2014
2.	**Total number of shareholders on record date**	18899
3.	**No. of Shareholders present in the meeting either in person or through proxy**	
	Promoters and Promoter Group	3
	Public	41
4.	**No. of Shareholders attended the meeting through Video Conferencing**	
	Promoters and Promoter Group	Nil
	Public	Nil

Agenda wise:

The mode of voting for all resolutions was:

1. E-voting conducted between December 26, 2014 and December 27, 2014
2. Poll (physical ballot) conducted at the Meeting

bajaj corp limited

Resolution 1: Special Resolution - Investment by Foreign Institutional Investors/Registered Foreign Portfolio Investors to acquire and hold equity shares of the Company under the Portfolio Investment Scheme/Foreign Portfolio Investment Scheme or any other permissible mode under FEMA up-to an aggregate limit of 49% of the paid up equity share capital of the Company.

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 polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	98625000	98625000	100.00%	98625000	0	100.00%	0
Public – Institutional holders	37524521	30313577	80.78%	30313577	0	100.00%	0
Public-Others	11350479	805135	7.09%	801741	3394	99.57%	0.43%
Total	147500000						

The aforesaid Special Resolution was passed with requisite majority.

voting rights are in proportion to shares held on November 28, 2014

$ excludes invalid votes

GUPTA BAUL & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **Bajaj Corp Limited**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 2nd Floor, Building No. 2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai 400093 (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 28th November, 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 **28th November, 2014** to scrutinize the E-Voting process for transacting the items of business as stated in the Notice dated **28th November, 2014** convening the Extra Ordinary General Meeting to be held on **30th December, 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 (CSL), as on **28th November, 2014**, the Record Date for the purpose of E-Voting, the Company completed dispatch of the Notice of E-Voting;
   - By email to 12281 Members who had registered their email ids with the Company on 5th December, 2014 and
   - By speed post to 6618 Members in physical form on 5th December, 2014.

3. In terms of the aforesaid Notice, E-Voting was open from **09:00 A.M. I.S.T** on **Friday, December 26, 2014** to **06:00 P.M. I.S.T** on **Saturday, December 27, 2014** and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Special Resolution, on E-Voting platform provided by Karvy Computershare Private Limited.

4. Based on the results made available to me, there were 53 members personally who have cast their votes electronically on the E-Voting platform made available.

5. The Company had also provided the facility for voting through Physical Ballots. All ballot forms received up to the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. There were no envelopes received after the last date and time fixed by the Company.



6. A summary of the votes cast electronically and by physical ballot forms received is given below:

Sr. No.	Particulars	No. of Forms (in case of Physical Ballot) and No. of shareholders voted through electronic means.	No. of Shares	% to net valid votes i.e. 12,97,43,670
A	Total Physical Ballot Forms received Total E-voting options received	382 53	44,163 12,96,99,693	
	Total	**435**	**12,97,43,856**	
B	Less: Invalid Physical Ballot Forms Invalid Electronic Votes	6 0	186 0	
	Total	**6**	**186**	
C	Net valid Votes by Physical Ballot Net Valid e-Votes	376 53	43,977 12,96,99,693	
	Total	**429**	**12,97,43,670**	**100.000**
D	Physical Ballot Forms with Assent for the Resolution Evoting Options with Assent for the Resolution	354 52	41,091 12,96,99,185	0.032 99.966
	Total		**12,97,40,276**	**99.998**
E	Physical Ballot Forms with Dissent for the Resolution Evoting Options with Dissent for the Resolution	22 1	2886 508	0.002 0.000
	Total	**23**	**3,394**	**0.002**

Thanking You
Yours truly
For Gupta Baul & Associates

Prasanjit Kumar Baul
Partner
Membership No. 34347
CP No. 12981

Date: December 29, 2014
Place: Mumbai

GUPTA BAUL & ASSOCIATES
COMPANY SECRETARIES

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 Corp Limited
2nd Floor, Building No.2, Solitaire Corporate Park,
167, Guru Hargovind Marg, Chakala, Andheri (E),
Mumbai 400 093

Extra Ordinary General Meeting of the Equity Shareholders of Bajaj Corp Limited, held on Tuesday, December 30, 2014 at 3:00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021

Dear Sir,

I was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the Extra Ordinary General Meeting of the Equity Shareholders of Bajaj Corp Limited, held on Tuesday, December 30, 2014 at 3:00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021, submit our report as under:

1. On completion of Poll by the members of the Company, Karvy Computershare (P) Limited, Registrar and Transfer Agents of the Company ("Karvy"), provided me with the voting results.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy 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:

   (a) **Resolution No. 1: Special Resolution** - *Investment by Foreign Institutional Investors/ Registered Foreign Portfolio Investor to acquire and hold equity shares of the Company under the Portfolio Investment Scheme/Foreign Portfolio Investment Scheme or any other permissible mode under FEMA up-to an aggregate limit of 49% of the paid up equity share capital of the Company.*

GUPTA BAUL & ASSOCIATES MUMBAI

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	42	100

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

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

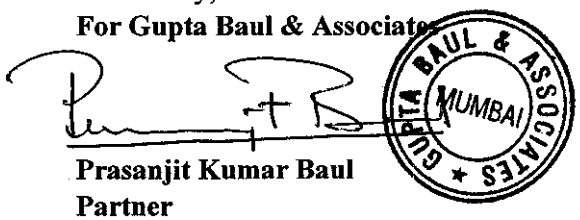
(iii)**Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	41114

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 truly,
For Gupta Baul & Associates



Prasanjit Kumar Baul
Partner
Membership No.34347
CP No. 12981

Place: Mumbai
Date: 30th December, 2014.