

July 18, 2017

|                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                            |
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| <b>DCS-CRD</b><br><b>BSE Ltd.</b><br><b>First Floor, New Trade Wing</b><br><b>Rotunda Building, Phiroze Jeejeebhoy Towers</b><br><b>Dalal Street, Fort</b><br><b>Mumbai 400 023</b><br><br>Fax No. 2272 3719/ 2039<br><b>Stock Code: 533229</b> | <b>National Stock Exchange of India Ltd.</b><br><b>Exchange Plaza, 5<sup>th</sup> Floor</b><br><b>Plot No.C/1, 'G'Block</b><br><b>Bandra- Kurla Complex</b><br><b>Bandra East</b><br><b>Mumbai 400 051</b><br><br>Fax No. 2659 8237/ 8238/66418124/5/6/<br>66418124/ 5 / 6<br><b>Stock Code: BAJAJCORP</b> |
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Dear Sir(s),

**Sub: Proceedings of 11<sup>th</sup> Annual General Meeting held on July 18, 2017**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) please find enclosed proceedings of the 11<sup>th</sup> Annual General Meeting of Bajaj Corp Limited held on July 18, 2017.

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

Thanking you,

Yours faithfully,  
**For Bajaj Corp Limited**



Hitesh Kanani  
**General Manager - Company Secretary**  
Membership No.: FCS 6188

Encl: as above

## **Gist of the proceedings of the Annual General Meeting of Bajaj Corp Limited held on July 18, 2017**

The 11<sup>th</sup> Annual General Meeting (the "Meeting") of the Members of the Company was held on July 18, 2017 at 10:00 A.M. at Crimson Park Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road, Udaipur - 313001, Rajasthan.

Since Mr. Kushagra Bajaj, Chairman, could not attend the Meeting, Mr. Gaurav Dalmia (Independent Director) was unanimously elected as Chairman and chaired the proceedings of the Meeting.

The Meeting was attended by :

- Mr. Sumit Malhotra (Managing Director),
- Mr. Dilip Cherian (Independent Director & Chairman of Stakeholders Relationship Committee),
- Mr. Gaurav Dalmia (Independent Director & Chairman of Audit Committee & Nomination, Remuneration and Corporate Governance Committee)
- Mr. D.K. Maloo (Chief Financial Officer),
- Mr. Hitesh Kanani (Company Secretary),
- Mr. C. P. Kothari, Representative of Statutory Auditors, M/s. R.S Dani & Company
- Mr. Prasanjit Kumar Baul, Representative of Secretarial Auditor, M/s. Gupta Baul & Associates.

Mr. Gaurav Dalmia, Chairman of the Meeting confirmed that the 40 Members were present in person which constitute requisite quorum and confirmed the compliance of the Companies Act, 2013 and Secretarial Standards with respect to calling, convening and conducting the Meeting and called the Meeting in order & commenced the Meeting.

The Chairman informed that due to pre-occupation, Mr. Aditya V. Somani and Mrs. Vasavadatta Bajaj, Directors of the Company have sent their inability to attend the Meeting.

The Chairman thereafter introduced and welcomed all those present on the Dias and informed about proxies/ representations received and that all the Statutory Registers, Statements and Reports as required under provisions of the Companies Act, 2013 and Rules made thereunder, were available for inspection.

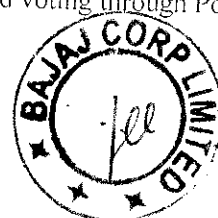
Mr. Sumit Malhotra, Managing Director, gave an overview of the performance of the Company for the Financial Year ended March 31, 2017. On invitation of Chairman of the Meeting, Members addressed the Meeting and clarification were provided to the queries raised by the Members.

With the consent of the Members present, the Notice convening the Meeting, having been circulated to all the Members, was taken as read. Thereafter, Mr. Hitesh Kanani, began reading the report of the Statutory Auditor and the Secretarial Auditor of the Company for the Financial Year ended March 31, 2017 and with the permission of the Members, the said reports were taken as read.

The Chairman informed that there was no qualification, adverse remark or observation in the reports of Statutory Auditor and Secretarial Auditor.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder, Regulation 44 of the Listing (Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings, the Company has provided remote e-voting facility to the Members of the Company in respect of Resolutions to be passed at the Meeting. The remote e-voting commenced on Friday, July 14, 2017 at 9:00 A.M. and ended on Monday, July 17, 2017 at 5:00 P.M.

He further informed that the Company has engaged the services of Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company, as the agency for providing remote e-voting facility and have appointed Mr. Prasanjit Kumar Baul, (Membership no. A34347) or failing him Mr. Hitesh Gupta, (Membership No.: A33684) from M/s Gupta Baul & Associates, Companies Secretaries in Practice, as the Scrutinizer for the purpose of scrutinizing remote e-voting process and voting through Polling Paper/Ballot Paper.



# bajaj corp limited

The Chairman informed that the Company is also providing facility for voting by way of Polling Papers/Ballot Papers at the Meeting for the Members attending the meeting, who has not cast their vote by remote e-voting. If a Member cast votes by both modes i.e. remote e-voting and Polling Papers/Ballot Papers at the Meeting, then voting done through remote e-voting shall prevail and Polling Paper/Ballot Paper shall be treated as invalid.

The Members were informed that the results of remote e-voting and voting through Polling Papers/Ballot Papers conducted at the Meeting would be declared on or before July 20, 2017.

The Chairman than requested to all the Members/Proxy Holders, present in the Meeting to participate in the voting through Polling Paper/Ballot Paper and requested Mr. Prasanjit Kumar Baul, Scrutinizer, for an orderly conduct of the Voting Process.

The following items of business, as per the Notice convening the Meeting of the Company dated April 13, 2017 were passed with requisite majority and are deemed to be passed on the date of the Meeting i.e. July 18, 2017 :

## ORDINARY BUSINESS:

1. Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2017. (Ordinary Resolution)
2. To confirm the Interim Dividend of 1150% (₹ 11.50) per Equity Share declared and paid on 14,75,00,000 Equity Shares of face value of ₹ 1/- each for the Financial Year ended March 31, 2017, as Final dividend. (Ordinary Resolution)
3. To appoint a Director in place of Mr. Sumit Malhotra (DIN 02183825), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
4. Appointment of M/s. Sidharth N. Jain & Co., Chartered Accountants (Firm Registration Number : 018311C) as the Statutory Auditors of the Company for a term of 5 (Five) years and to fix their remuneration. (Ordinary Resolution)

## SPECIAL BUSINESS:

5. Further issue of Capital pursuant to Section 62(1) (c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 (as amended) by way of QIP/GDRs/FCCBs, etc. (Special Resolution)

The Chairman thanked the Members for attending the Meeting.

The Meeting concluded at 10:45 A.M. with a vote of thanks to the Chairman.

For Bajaj Corp Limited

*Manat*

Hitesh Kanani

General Manager - Company Secretary

Membership No.: FCS 6188



July 18, 2017

|                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                            |
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| <b>DCS-CRD</b><br><b>BSE Ltd.</b><br><b>First Floor, New Trade Wing</b><br><b>Rotunda Building, Phiroze Jeejeebhoy Towers</b><br><b>Dalal Street, Fort</b><br><b>Mumbai 400 023</b><br><br>Fax No. 2272 3719/ 2039<br><b>Stock Code: 533229</b> | <b>National Stock Exchange of India Ltd.</b><br><b>Exchange Plaza, 5<sup>th</sup> Floor</b><br><b>Plot No.C/1, 'G'Block</b><br><b>Bandra- Kurla Complex</b><br><b>Bandra East</b><br><b>Mumbai 400 051</b><br><br>Fax No. 2659 8237/ 8238/66418124/5/6/<br>66418124/ 5 / 6<br><b>Stock Code: BAJAJCORP</b> |
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Dear Sir(s),

**Sub : Results of Remote E-voting and voting through Polling Paper/ Ballot Paper for the 11<sup>th</sup> Annual General Meeting held on July 18, 2017.**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulation) and applicable provisions of the Companies Act, 2013 and Rules made thereunder, please find enclosed herewith remote e-voting and poll results along with Scrutinizer Report for the 11<sup>th</sup> Annual General Meeting of the Company held on July 18, 2017.

It may be noted that all the Resolutions placed before the Meeting as per the Notice of the 11<sup>th</sup> Annual General Meeting were approved by the Members with the requisite majority.

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

Thanking you,

Thanking you,

Yours faithfully,  
**For Bajaj Corp Limited**



Hitesh Kanani  
**General Manager - Company Secretary**  
Membership No.: FCS 6188

Encl: as above

# Voting Results for the 11th Annual General Meeting

|                                                                               |               |
|-------------------------------------------------------------------------------|---------------|
| Date of the AGM/EGM                                                           | July 18, 2017 |
| Total number of shareholders on record date                                   | 26,120        |
| No. of shareholders present in the meeting either in person or through proxy: |               |
| Promoters and Promoter Group:                                                 | 4             |
| Public:                                                                       | 38            |
| No. of Shareholders attended the meeting through Video Conferencing           |               |
| Promoters and Promoter Group:                                                 | --            |
| Public:                                                                       | --            |

| Resolution required:<br>(Ordinary/ Special) |                               | Ordinary Resolution - Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2017. |                     | Whether promoter/ promoter group are interested in the agenda/resolution? |                     |                      |                                   |                                    | No |  |  |
|---------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------------------------------------------------------------|---------------------|----------------------|-----------------------------------|------------------------------------|----|--|--|
| Category                                    | Mode of Voting                | No. of Shares held                                                                                                                                          | No. of votes polled | % of Votes Polled on Outstanding Shares                                   | No. of Votes Favour | No. of Votes Against | % of Votes Favour on votes polled | % of Votes Against on votes polled |    |  |  |
| Promoter and Promoter Group                 | E-Voting                      | (1)                                                                                                                                                         | (2)                 | (3) = [(2)/(1)]*100                                                       | (4)                 | (5)                  | (6) = [(4)/(2)]*100               | (7) = [(5)/(2)]*100                |    |  |  |
|                                             | Poll                          |                                                                                                                                                             | 9,86,25,000         | 100.00                                                                    | 9,86,25,000         | --                   | 100.00                            | 0.00                               |    |  |  |
|                                             | Postal Ballot (if applicable) |                                                                                                                                                             | --                  | --                                                                        | --                  | --                   | --                                | --                                 |    |  |  |
|                                             | Total                         | 9,86,25,000                                                                                                                                                 | 9,86,25,000         | 100.00                                                                    | 9,86,25,000         | --                   | 100.00                            | 0.00                               |    |  |  |
| Public-Institutions                         | E-Voting                      |                                                                                                                                                             | 3,50,95,250         | 83.03                                                                     | 3,50,95,250         | 0                    | 100.00                            | 0.00                               |    |  |  |
|                                             | Poll                          |                                                                                                                                                             | --                  | --                                                                        | --                  | --                   | --                                | --                                 |    |  |  |
|                                             | Postal Ballot (if applicable) | 4,22,67,165                                                                                                                                                 | --                  | --                                                                        | --                  | --                   | --                                | --                                 |    |  |  |
|                                             | Total                         |                                                                                                                                                             | 3,50,95,250         | 83.03                                                                     | 3,50,95,250         | 0                    | 100.00                            | 0.00                               |    |  |  |
| Public-Non Institutions                     | E-Voting                      |                                                                                                                                                             | 6,596               | 0.10                                                                      | 6,596               | 0                    | 100.00                            | 0.00                               |    |  |  |
|                                             | Poll                          |                                                                                                                                                             | 31                  | 0.00                                                                      | 31                  | 0                    | 100.00                            | 0.00                               |    |  |  |
|                                             | Postal Ballot (if applicable) | 66,07,835                                                                                                                                                   | --                  | --                                                                        | --                  | --                   | --                                | --                                 |    |  |  |
|                                             | Total                         |                                                                                                                                                             | 6,627               | 0.10                                                                      | 6,627               | 0                    | 100.00                            | 0.00                               |    |  |  |
| Total                                       |                               | 14,75,00,000                                                                                                                                                | 13,37,26,877        | 90.66                                                                     | 13,37,26,877        | 0                    | 100.00                            | 0.00                               |    |  |  |



Resolution required: Ordinary Resolution - To confirm the Interim Dividend of 1150% ( ₹11.50) per Equity Share declared and paid on 14,75,00,000 Equity Shares of face value of ₹ 1/- each for the Financial Year ended March 31, 2017, as Final dividend.

| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                    |                     |                                         | No                    |                        |                                     |                                      |
|---------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|-----------------------|------------------------|-------------------------------------|--------------------------------------|
| Category                                                                  | Mode of Voting                | No. of Shares held | No. of votes polled | % of Votes Polled on Outstanding Shares | No. of Votes – Favour | No. of Votes – Against | % of Votes – Favour on votes polled | % of Votes – Against on votes polled |
|                                                                           |                               | (1)                | (2)                 | (3) = $[(2)/(1)] * 100$                 | (4)                   | (5)                    | (6) = $[(4)/(2)] * 100$             | (7) = $[(5)/(2)] * 100$              |
| Promoter and Promoter Group                                               | E-Voting                      |                    | 9,86,25,000         | 100.00                                  | 9,86,25,000           | --                     | 100.00                              | 0.00                                 |
|                                                                           | Poll                          |                    | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Postal Ballot (if applicable) | 9,86,25,000        | --                  | --                                      | --                    | --                     | --                                  | --                                   |
| Public-Institutions                                                       | Total                         |                    | 9,86,25,000         | 100.00                                  | 9,86,25,000           | --                     | 100.00                              | 0.00                                 |
|                                                                           | E-Voting                      |                    | 3,50,95,250         | 83.03                                   | 3,50,95,250           | --                     | 100.00                              | 0.00                                 |
|                                                                           | Poll                          | 4,22,67,165        | --                  | --                                      | --                    | --                     | --                                  | --                                   |
| Public-Non Institutions                                                   | Postal Ballot (if applicable) |                    | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                    | 3,50,95,250         | 83.03                                   | 3,50,95,250           | --                     | 100.00                              | 0.00                                 |
|                                                                           | E-Voting                      |                    | 6,601               | 0.10                                    | 6,541                 | 60                     | 99.09                               | 0.91                                 |
| Public-Non Institutions                                                   | Poll                          | 66,07,835          | 31                  | 0.00                                    | 31                    | --                     | 100.00                              | 0.00                                 |
|                                                                           | Postal Ballot (if applicable) |                    | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                    | 6,632               | 0.10                                    | 6,572                 | 60                     | 99.10                               | 0.90                                 |
| Total                                                                     |                               | 14,75,00,000       | 13,37,26,882        | 90.66                                   | 13,37,26,822          | 60                     | 100.00                              | 0.00                                 |

Resolution required: Ordinary Resolution - To appoint a Director in place of Mr. Sumit Malhotra (DIN 02183825), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                    |                     |                                         | No                    |                        |                                     |                                      |
|---------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|-----------------------|------------------------|-------------------------------------|--------------------------------------|
| Category                                                                  | Mode of Voting                | No. of Shares held | No. of votes polled | % of Votes Polled on Outstanding Shares | No. of Votes – Favour | No. of Votes – Against | % of Votes – Favour on votes polled | % of Votes – Against on votes polled |
|                                                                           |                               | (1)                | (2)                 | (3) = [(2)/(1)]*100                     | (4)                   | (5)                    | (6)=[(4)/(2)]*100                   | (7)=[(5)/(2)]*100                    |
| Promoter and Promoter Group                                               | E-Voting                      |                    | 9,86,25,000         | 100.00                                  | 9,86,25,000           | --                     | 100.00                              | 0.00                                 |
|                                                                           | Poll                          |                    | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Postal Ballot (if applicable) |                    | --                  | --                                      | --                    | --                     | --                                  | --                                   |
| Public-Institutions                                                       | Total                         |                    | 9,86,25,000         | 100.00                                  | 9,86,25,000           | --                     | 100.00                              | 0.00                                 |
|                                                                           | E-Voting                      |                    | 3,50,95,250         | 83.03                                   | 3,50,95,250           | 0                      | 100.00                              | 0.00                                 |
|                                                                           | Poll                          |                    | --                  | --                                      | --                    | --                     | --                                  | --                                   |
| Public-Non Institutions                                                   | Postal Ballot (if applicable) |                    | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                    | 3,50,95,250         | 83.03                                   | 3,50,95,250           | 0                      | 100.00                              | 0.00                                 |
|                                                                           | E-Voting                      |                    | 6,527               | 0.10                                    | 6,509                 | 18                     | 99.72                               | 0.28                                 |
| Public-Non Institutions                                                   | Poll                          |                    | 31                  | 0.00                                    | 31                    | --                     | 100.00                              | 0.00                                 |
|                                                                           | Postal Ballot (if applicable) |                    | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                    | 6,558               | 0.10                                    | 6,540                 | 18                     | 99.73                               | 0.27                                 |
| Total                                                                     |                               | 14,75,00,000       | 13,37,26,808        | 90.66                                   | 13,37,26,790          | 18                     | 100.00                              | 0.00                                 |



| Resolution required:<br>(Ordinary/ Special)                               |                               | Ordinary Resolution - Appointment of M/s. Sidharth N. Jain & Co., Chartered Accountants (Firm Registration Number : 018311C) as the Statutory Auditors of the Company for a term of 5 (Five) years and to fix their remuneration. |                     |                                         |                       |                        |                                     |                                      |
|---------------------------------------------------------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|-----------------------|------------------------|-------------------------------------|--------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | No                                                                                                                                                                                                                                |                     |                                         |                       |                        |                                     |                                      |
| Category                                                                  | Mode of Voting                | No. of Shares held                                                                                                                                                                                                                | No. of votes polled | % of Votes Polled on Outstanding Shares | No. of Votes - Favour | No. of Votes - Against | % of Votes - Favour on votes polled | % of Votes - Against on votes polled |
| Promoter and Promoter Group                                               | E-Voting                      | (1)                                                                                                                                                                                                                               | (2)                 | (3) = [(2)/(1)] * 100                   | (4)                   | (5)                    | (6) = [(4)/(2)] * 100               | (7) = [(5)/(2)] * 100                |
|                                                                           | Poll                          |                                                                                                                                                                                                                                   | 9,86,25,000         | 100.00                                  | 9,86,25,000           | --                     | 100.00                              | 0.00                                 |
|                                                                           | Postal Ballot (if applicable) | 9,86,25,000                                                                                                                                                                                                                       | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                                                                                                                                                                                                                                   | 9,86,25,000         | 100.00                                  | 9,86,25,000           | --                     | 100.00                              | 0.00                                 |
| Public-Institutions                                                       | E-Voting                      |                                                                                                                                                                                                                                   | 3,50,95,250         | 83.03                                   | 3,40,22,472           | 10,72,778              | 96.94                               | 3.06                                 |
|                                                                           | Poll                          |                                                                                                                                                                                                                                   | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Postal Ballot (if applicable) | 4,22,67,165                                                                                                                                                                                                                       | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                                                                                                                                                                                                                                   | 3,50,95,250         | 83.03                                   | 3,40,22,472           | 10,72,778              | 96.94                               | 3.06                                 |
| Public-Non Institutions                                                   | E-Voting                      |                                                                                                                                                                                                                                   | 6,527               | 0.10                                    | 5,959                 | 568                    | 91.30                               | 8.70                                 |
|                                                                           | Poll                          |                                                                                                                                                                                                                                   | 31                  | 0.00                                    | 31                    | --                     | 100.00                              | --                                   |
|                                                                           | Postal Ballot (if applicable) | 66,07,835                                                                                                                                                                                                                         | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                                                                                                                                                                                                                                   | 6,558               | 0.10                                    | 5,990                 | 568                    | 91.34                               | 8.66                                 |
| Total                                                                     |                               | 14,75,00,000                                                                                                                                                                                                                      | 13,37,26,808        | 90.66                                   | 13,26,53,462          | 10,73,346              | 99.20                               | 0.80                                 |

| Resolution required:<br>(Ordinary/ Special)                               |                               | Special Resolution - Further issue of Capital pursuant to Section 62(1) (c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 (as amended) by way of QIP/GDRs/FCCBs, etc. |                     |                                         |                       |                        |                                     |                                      |
|---------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|-----------------------|------------------------|-------------------------------------|--------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | No                                                                                                                                                                                   |                     |                                         |                       |                        |                                     |                                      |
| Category                                                                  | Mode of Voting                | No. of Shares held                                                                                                                                                                   | No. of votes polled | % of Votes Polled on Outstanding Shares | No. of Votes - Favour | No. of Votes - Against | % of Votes - Favour on votes polled | % of Votes - Against on votes polled |
| Promoter and Promoter Group                                               | E-Voting                      | (1)                                                                                                                                                                                  | (2)                 | (3) = [(2)/(1)] * 100                   | (4)                   | (5)                    | (6) = [(4)/(2)] * 100               | (7) = [(5)/(2)] * 100                |
|                                                                           | Poll                          |                                                                                                                                                                                      | 9,86,25,000         | 100.00                                  | 9,86,25,000           | --                     | 100.00                              | 0.00                                 |
|                                                                           | Postal Ballot (if applicable) | 9,86,25,000                                                                                                                                                                          | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                                                                                                                                                                                      | 9,86,25,000         | 100.00                                  | 9,86,25,000           | --                     | 100.00                              | 0.00                                 |
| Public-Institutions                                                       | E-Voting                      |                                                                                                                                                                                      | 3,50,95,250         | 83.03                                   | 3,47,59,275           | 3,35,975               | 99.04                               | 0.96                                 |
|                                                                           | Poll                          |                                                                                                                                                                                      | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Postal Ballot (if applicable) | 4,22,67,165                                                                                                                                                                          | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                                                                                                                                                                                      | 3,50,95,250         | 83.03                                   | 3,47,59,275           | 3,35,975               | 99.04                               | 0.96                                 |
| Public-Non Institutions                                                   | E-Voting                      |                                                                                                                                                                                      | 6,533               | 0.10                                    | 6,475                 | 58                     | 99.11                               | 0.89                                 |
|                                                                           | Poll                          |                                                                                                                                                                                      | 31                  | 0.00                                    | 31                    | --                     | 100.00                              | --                                   |
|                                                                           | Postal Ballot (if applicable) | 66,07,835                                                                                                                                                                            | --                  | --                                      | --                    | --                     | --                                  | --                                   |
|                                                                           | Total                         |                                                                                                                                                                                      | 6,564               | 0.10                                    | 6,506                 | 58                     | 99.12                               | 0.88                                 |
| Total                                                                     |                               | 14,75,00,000                                                                                                                                                                         | 13,37,26,814        | 90.66                                   | 13,33,90,781          | 3,36,033               | 99.75                               | 0.25                                 |



# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

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### 11<sup>th</sup> Annual General Meeting

**Name of the Company:** - Bajaj Corp Limited

**Date of AGM:** - Tuesday, 18<sup>th</sup> July, 2017 at 10.00 a.m.

**Venue:-** Crimson Park, Shree Kanak Hotel, 328-A, Sevashram Circle, Airport  
Road, Udaipur - 313001

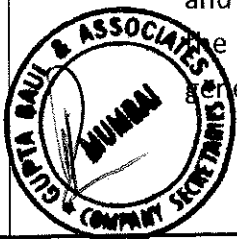
### CONSOLIDATED SCRUTINIZER'S REPORT

Consolidated Scrutinizer's Report on Remote e-voting and voting through Physical Ballot conducted at the 11<sup>th</sup> Annual General Meeting of Bajaj Corp Limited held on Tuesday, July 18, 2017 at 10:00 A.M.

#### 1. Appointment as Scrutinizer

The Board of Directors of Bajaj Corp Limited (the Company) at its meeting held on April 13, 2017 has appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the Polling papers/Ballot papers received from the Members of the Company at the venue of the Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting by Polling papers/Ballot papers on the resolutions contained in the aforesaid notice of the 11<sup>th</sup> AGM of the Members of the Company dated April 13, 2017. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and Polling papers/Ballot papers is done in a fair and transparent manner and to make a Consolidated Scrutinizers Report of the votes cast "in favor" or "against" on the resolutions as specified in the notice of AGM dated April 13, 2017 based on the reports generated from the remote e-voting system provided by Karvy Computershare Private



# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

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Limited (KCPL/Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the AGM. I hereby submit my report as under:

### 2. Dispatch of Notice convening the AGM.

The Company has informed that, 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), the Company completed dispatch of the notice of the AGM as under:

- On 20/06/2017 by e-mail to 20,485 Members who had registered their email ids with the Company/Depositories.
- On 20/06/2017 by speed post to 5,793 Members in physical form.

### 3. Cut-off date

The voting rights were reckoned as on Friday, July 11, 2017, being the cutoff date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the AGM.

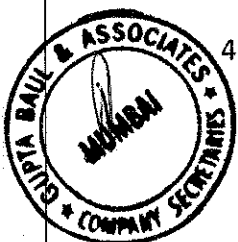
### 4. Remote E-Voting

#### 4.1 Agency

The Company had appointed KCPL as the service provider for extending the facility of remote e-voting to the Members of the Company. KCPL is also the Registrar and the Share Transfer Agents (RTA) of the Company and has provided the system for recording the votes of the Members electronically on all the items of the businesses (Ordinary and Special) sought to be transacted in the 11<sup>th</sup> AGM of the Company which was held on July 18, 2017.

#### 4.2 Remote e-voting

In terms of Rule 20 (4) (vi) of Companies (Management and Administration) Rules, 2014, the remote e-voting facility was kept open for 4 days i.e. from Friday July 14, 2017 at 9.00 a.m. till Monday July 17, 2017 at 5.00 p.m. and the Members were required to cast



# GUPTA BAUL & ASSOCIATES

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their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the remote e-voting platform provided by KCPL.

At the end of the voting period on Monday July 17, 2017 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

### 5. Voting by Polling/Ballot Papers

The Company had offered facility for voting by way of Polling Papers/Ballot Papers at the AGM for the Members who have not cast their vote by remote e-voting.

Any Member exercising his right to vote through remote e-voting were allowed to participate in the AGM but were not allowed to vote again at the AGM.

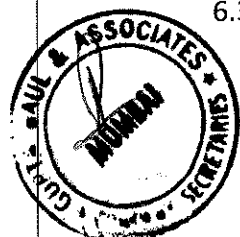
In case of Member casting his vote by both modes i.e. remote e-voting and Polling papers/Ballot papers at the AGM, voting done through remote e-voting prevailed and the voting done through Polling papers/Ballot papers were treated as invalid.

### 6. Voting at the AGM

6.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration), 2014 (as amended), for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote at the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/Folio Nos, number of shares held but not the manner in which they have voted.

6.2 Accordingly, KCPL, the remote e-voting Agency provided me with the names, DP ID & Client ID/Folio Nos and shareholding of the Members who had cast their votes through remote e-voting.

6.3 At the venue of the 11<sup>th</sup> AGM of the Company held on Tuesday July 18, 2017, the facility to vote through Polling papers/Ballot papers has been provide to facilitate those Members present in the AGM but could not participate in the Remote e-voting to register their votes.



# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

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6.4 After the Chairman announced the commencement of voting, the empty Ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me.

### 7. Counting Process

7.1 I unblocked the remote e-voting results on the KCPL e-voting platform as prescribed in Rule 20 (4) (vii) of Companies (Management and Administration), 2014 (as amended) in the presence of Mr P S R CH Murthy and Mr Vinod Singh Negi and downloaded the remote e-voting results.

7.2 On completion of voting at the AGM, the sealed ballot box was subsequently opened in my presence as prescribed under aforesaid Rule and Polling papers/Ballot papers were diligently scrutinized.

7.3 The Polling Papers/Ballot Papers were reconciled with the records maintained by the RTA of the Company and the authorizations/proxies lodged with the Company. The Polling Papers/Ballot Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

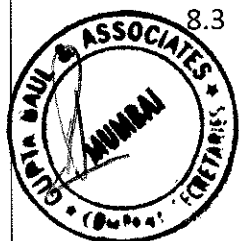
### 8. Results

8.1 I observed that

- a) 7 Members had cast their votes at the AGM representing 31 votes out of which none of them were found to be invalid.
- b) 149 Members had cast their votes through remote e-voting.

8.2 The Consolidated Results with respect to each item of the agenda as set out in the Notice of the 11<sup>th</sup> AGM dated April 13, 2017 is enclosed.

8.3 Based on the aforesaid results, I report that Four Ordinary Resolutions as contained in Item No. 1 to Item No. 4 and One Special Resolution as contained in Item No. 5 of the Notice of the 11<sup>th</sup> AGM dated April 13, 2017 have been passed with requisite majority.



# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

I hereby confirm that I am maintaining the Registers/Records received from the Service Provider both electronically and manually, in respect of the votes cast through Remote e-voting and voting conducted at the AGM by way of Polling Papers/Ballot Papers by the Members of the Company. The Polling Papers/Ballot Papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the 11<sup>th</sup> AGM.



Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
Company Secretaries  
ACS 34347 COP 12981



Date:- July 18, 2017  
Place:- Udaipur



Mr. Gaurav Dalmia  
Chairman

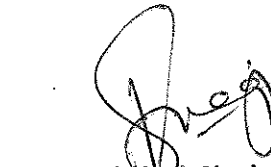
Date:- July 18, 2017  
Place:- Udaipur



Witnesses:-



1. P S R CH Murthy  
Date:- July 18, 2017  
Place:- Udaipur



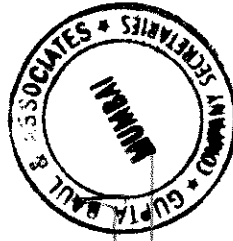
2. Vinod Singh Negi  
Date:- July 18, 2017  
Place:- Udaipur

## Consolidated Results

Item No.1 : Adoption of Financial Statements for the Financial Year ended March 31, 2017.

| Particulars | Remote e-voters |           | Voting at the AGM |       | Total  |           | Percentage |
|-------------|-----------------|-----------|-------------------|-------|--------|-----------|------------|
|             | Number          | Votes     | Number            | Votes | Number | Votes     |            |
| Assent      | 149             | 133726846 | 7                 | 31    | 156    | 133726877 | 100        |
| Dissent     | 0               | 0         | 0                 | 0     | 0      | 0         | 0          |
| Abstain     | 0               | 0         | 0                 | 0     | 0      | 0         | 0          |
| Total       | 149             | 133726846 | 7                 | 31    | 156    | 133726877 | 100        |

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.1 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.



Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
Company Secretaries  
ACS 34347 COP 12981

Date: July 18, 2017  
Place: Udaipur

Item No.2 : To Confirm Interim Dividend of 1150% (Rs.11.50) per Equity Share declared and paid on 14,75,00,000 Equity Shares of face value of Rs. 1/- each for the Financial Year ended March 31, 2017 as Final Dividend.

| Particulars | Remote e-voters |           | Voting at the AGM |       | Total  |           | Percentage |
|-------------|-----------------|-----------|-------------------|-------|--------|-----------|------------|
|             | Number          | Votes     | Number            | Votes | Number | Votes     |            |
| Assent      | 147             | 133726791 | 7                 | 31    | 154    | 133726822 | 100.00     |
| Dissent     | 2               | 60        | 0                 | 0     | 2      | 60        | 0          |
| Abstain     | 0               | 0         | 0                 | 0     | 0      | 0         | 0          |
| Total       | 149             | 133726851 | 7                 | 31    | 156    | 133726882 | 100        |

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.2 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.



  
Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
Company Secretaries  
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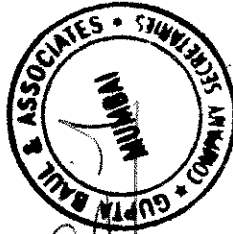
Date: July 18, 2017

Place: Udaipur

Item No. 3: To appoint a Director in place of Mr. Sumit Malhotra (DIN 02183825), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

| Particulars | Remote e-voters |           | Voting at the AGM |       | Total  |           | Percentage |
|-------------|-----------------|-----------|-------------------|-------|--------|-----------|------------|
|             | Number          | Votes     | Number            | Votes | Number | Votes     |            |
| Assent      | 145             | 133726759 | 7                 | 31    | 152    | 133726790 | 100.00     |
| Dissent     | 2               | 18        | 0                 | 0     | 2      | 18        | 0          |
| Abstain     | 2               | 71        | 0                 | 0     | 0      | 0         | 0          |
| Total       | 149             | 133726848 | 7                 | 31    | 154    | 133726808 | 100        |

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.3 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.



Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
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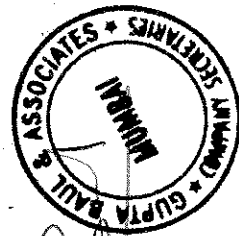
Date: July 18, 2017  
Place: Udaipur

Item No. 4: Appointment of M/s. Sidharth N. Jain & Co., Chartered Accountants (Firm Registration Number 018311C) as the Statutory Auditors of the Company for a term of 5 (Five) years and to fix their remuneration – Ordinary Resolution.

| Particulars | Remote e-voters |           | Voting at the AGM |       | Total  |           | Percentage |
|-------------|-----------------|-----------|-------------------|-------|--------|-----------|------------|
|             | Number          | Votes     | Number            | Votes | Number | Votes     |            |
| Assent      | 143             | 132653431 | 7                 | 31    | 150    | 132653462 | 99.20      |
| Dissent     | 5               | 1073346   | 0                 | 0     | 5      | 1073346   | 0.80       |
| Abstain     | 2               | 71        | 0                 | 0     | 0      | 0         | 0          |
| Total*      | 150             | 133726848 | 7                 | 31    | 155    | 133726808 | 100        |

\*One Member has voted partly in favor and partly in against the resolution. However, the total number of Members who exercised their voting rights through e-voting is 149.

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.4 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.



Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
Company Secretaries  
ACS 34347 COP 12981

Date: July 18, 2017  
Place: Udaipur

Item No. 5: Further issue of Capital pursuant to Section 62(1) (c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 (as amended) by way of QIP/GDRs/FCCBs, etc.

| Particulars | Remote e-voters |           | Voting at the AGM |       | Total  |           | Percentage |
|-------------|-----------------|-----------|-------------------|-------|--------|-----------|------------|
|             | Number          | Votes     | Number            | Votes | Number | Votes     |            |
| Assent      | 141             | 133390750 | 7                 | 31    | 148    | 133390781 | 99.75      |
| Dissent     | 7               | 336033    | 0                 | 0     | 336033 | 336033    | 0.25       |
| Abstain     | 1               | 68        | 0                 | 0     | 0      | 0         | 0          |
| Total       | 149             | 133726851 | 7                 | 31    | 336181 | 133726814 | 100        |

Based on the aforesaid results, we report that the Special Resolution as contained in Item No.5 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.



Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
Company Secretaries  
ACS 34347 COP 12981

Date: July 18, 2017

Place: Udaipur