



Registered Office: Building No. 2, 2nd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri(E), Mumbai-400093,

Tel: 022-66919477/78, **Fax:** 022-66919476, **Website:** www.bajajcorp.com, **Email:** complianceofficer@bajajcorp.com

CIN: L01110MH2006PLC161345

**NOTICE FOR PASSING OF RESOLUTION BY POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)**

TO THE SHAREHOLDERS

Bajaj Corp Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, it is proposed to transact the special business as set out hereunder by the Shareholders of the Company by passing of Special Resolution by way of Postal Ballot. The proposed Special Resolution and Statement setting out the material facts concerning the item of special business pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto along with a Postal Ballot Form and postage pre-paid envelope.

SPECIAL BUSINESS:

- 1) To approve shifting of registered office of the Company from the state of Maharashtra to the state of Rajasthan 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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment for the time being in force) and Rules made thereunder and subject to confirmation by the Central Government in this regard and such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, consent and approval of the members be and is hereby accorded to shifting of registered office of the Company from the State of Maharashtra to the State of Rajasthan 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 Rajasthan.”

“RESOLVED FURTHER THAT upon receipt of the order of the Central Government approving the alteration, filing of certified copy of such order with the Registrar of Companies, Mumbai, Maharashtra and Registrar of Companies, Rajasthan and issue of fresh certificate of incorporation by Registrar of Companies, Rajasthan indicating the alteration, the registered office of the Company be shifted from the State of Maharashtra to Old Station Road, Udaipur, Rajasthan-313001.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, (which term shall be deemed to include any Committee of the Board which may have been constituted or hereafter be constituted for the time being exercising the powers conferred on the Board by this resolution), 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 Corp Limited

Place : Mumbai
Date : August 1, 2014

Sujoy Sircar
Company Secretary

NOTES:

1. The statement pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder for the proposed special business is annexed hereto.
2. The Board of Directors has appointed Mr. Prasanjit Kumar Baul, Partner, Gupta Baul & Associates, Company Secretaries, Mumbai, as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner. His address is - The Scrutinizer, C/o Bajaj Corp Limited, Bajaj Bhawan, 117, 11th Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400 021.
3. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before October 10, 2014 at the Registered Office of the Company. The said results will also be intimated to the Stock Exchanges where the securities of the Company are listed and published in newspapers and uploaded on the Company's website, viz- www.bajajcorp.com.
4. The Postal Ballot Notice is being sent to all Members whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **Friday, August 22, 2014**.
5. Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with the Depository Participant (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice through post / courier.
6. The Board of Directors have appointed Mr. Sumit Malhotra, Managing Director and Mr. Sujoy Sircar, Company Secretary of the Company as persons responsible for the entire Postal Ballot process.
7. In compliance with Clause 35B of the Listing Agreement with the Stock Exchanges and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is also offering e-voting option to all the shareholders as an alternative mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited ("Karvy") for facilitating e-voting and to enable shareholders cast their votes electronically. Please note that e-voting is optional.
8. Please note that the Members can opt for only one mode of voting i.e., either by Postal Ballot Form or e-voting. If the Members opt for e-voting, then they should not vote by post and *vice versa*. However, in case Members cast their vote by Postal Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
9. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to Karvy Computershare (P) Limited (Unit: Bajaj Corp Limited), Plot No 17-24 Vittal Rao Nagar, Madhapur, Hyderabad-500083 or send an e-mail to complianceofficer@bajajcorp.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
10. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are available for inspection by members at the Registered Office of the Company during the office hours on any working days, except Saturdays, Sundays and Public holidays between 11.00 A.M. and 1.00 P.M. upto October 3, 2014. An advertisement pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 is also being published in Free Press Journal and Navshakti, Mumbai editions and the Postal Ballot Notice shall be placed on the website of the company www.bajajcorp.com after completion of dispatch of the notice to the shareholders of the Company.
11. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on **Friday, August 22, 2014**.
12. The instructions for shareholders for voting electronically are as under:
 - A. **For Members who receive Notice of Postal Ballot through email:**
 - i. Use the following URL for e-voting '<https://evoting.karvy.com>'

- ii. Enter the login credentials i.e., user id and password mentioned in your email. Your Folio No./DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing USER ID and password for casting your votes.
- iii. After entering the details appropriately, click on “LOGIN”.
- iv. You will reach the ‘password change’ menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials / password.
- vi. On successful login, the system will prompt you to select the EVENT i.e., **Bajaj Corp Limited**.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member on the cut-off date will appear. If you desire to cast all votes assenting/dissenting to the Resolutions, then enter all shares and click “FOR”/“AGAINST” as the case may be or partly in “FOR” and partly in “AGAINST”, but the total number in “FOR”/“AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your vote by selecting an appropriate option and click on “SUBMIT”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. **Once you confirm, you will not be allowed to modify your vote subsequently.** During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email at the following address: prasanjit@gbcs.co.in.
- xi. The Portal will remain open for voting from: **September 4, 2014 (10.00 a.m. I.S.T)** till **October 3, 2014 (5.00 p.m. I.S.T)**
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the “download” section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. on Toll Free No. 1-800-34-54-001 for any further clarifications.
- xiii. Members may alternatively cast their votes using the Ballot Form which is sent along with this notice and also available on the website of the Company. Please refer instructions under heading C below for more details.

B. For Members who receive the physical copy of the Postal Ballot Notice:

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using Ballot Form enclosed to this Notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the **USER ID and initial password** are provided at the bottom of the Ballot Form. Please follow steps from SL No. (i) to (xii) under heading A above to vote through e-voting platform.

C. For members who wish to vote using Ballot Form:

Pursuant to provisions of Section 110 of the Companies Act, 2013 and the rules made thereunder, Members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and

submit the same in a sealed envelope to the Scrutiniser, Mr. Prasanjit Kumar Baul, C/o. Bajaj Corp Limited, 117, 11th Floor, Bajaj Bhawan, 226, Nariman Point, Mumbai-400021, so as to reach by 5.00 p.m. on October 3, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business under Item No. 1 of the accompanying Notice dated August 1, 2014:-

In respect of Item No. 1

The Company has its registered office situated at Mumbai, Maharashtra and the hair oil manufacturing facilities of the Company are presently located at Parwanoo and Paonta Sahib, Himachal Pradesh and Dehradun, Uttarakhand. During the previous year 2013-2014, several factors such as high inflation, slowdown in the economy and sluggish demand affected the performance of the Company. In order 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 1, 2014, proposed to shift the registered office of the Company from Mumbai, Maharashtra to Udaipur, Rajasthan. The Head Office of the Company is also located at Udaipur and the present infrastructure and other facilities will enable a smooth transition for the proposed shifting of registered office. Given the close proximity of the manufacturing facilities to the proposed location at Udaipur will also enable the Company to address operational issues efficiently and conveniently.

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

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of registered office of a company from one State to another and consequent alteration of the clause of Memorandum of Association pertaining to place of registered office of the Company requires approval of shareholders by Special Resolution. Further, the alteration of Memorandum of Association relating to the place of registered office from one State to another shall not have effect unless approved by the Central Government.

Approval of the shareholders is, therefore, sought by voting by Postal Ballot in terms of provisions of Section 110 of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014 for shifting of registered office from the State of Maharashtra to the State of Rajasthan and consequential amendment to Memorandum of Association. Since the aforementioned amendment comes within the ambit of Section 13 of the Companies Act, 2013, your approval is sought by way of a Special Resolution.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 1 of the Notice. Save and except for the equity shares of ₹1 each of the Company held by them, none of the Directors / Key Managerial Persons of the Company, or their relatives are in any way, concerned or interested in the said resolution.

By order of the Board of Directors
For Bajaj Corp Limited

Place : Mumbai
Date : August 1, 2014

Sujoy Sircar
Company Secretary