



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

Website: www.bajajcorp.com

POSTAL BALLOT FORM

Serial No.



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NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

To,

The Members of Bajaj Corp Limited

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and the Companies (Passing of Resolution by Postal Ballot) (Amendment) Rules, 2001 that the following resolution for the purpose of sub division of the equity shares of face value Rs.5/- each of the Company into 5 (Five) equity shares of Re.1/- each commonly known as "Stock Split" and consequential alterations in the existing Clause V being Capital Clause of the Memorandum of Association of the Company are proposed to be passed as Ordinary Resolution by way of Postal Ballot.

Your consent for the said proposal as contained in the resolution is sought to be obtained by means of Postal Ballot instead of transacting such business in general meeting of the Company.

The draft Ordinary Resolution along with Explanatory Statement setting out all material facts and the reasons thereto is enclosed.

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

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

Please read carefully the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed, pre-paid postage business reply envelope, so as to reach the Scrutinizer on or before the close of working hours on March 26, 2011. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the postal ballots. The results of the Postal Ballot will be announced on April 18, 2011. at the Registered Office of the Company.

The Ordinary Resolution at Item No. 1 of the Notice shall be declared as passed if votes cast in favour of the said resolution by Shareholders so entitled and voting exceeds the votes, if any, cast against the same.

By Order of the Board For Bajaj Corp Limited

Sujoy Sircar Company Secretary

Place : Mumbai

Date : February 11, 2011

SPECIAL BUSINESS

1. To consider and if deemed fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) read with Article 9 of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the Central Government and/or Statutory Authorities, each of the 4,00,00,000 equity shares of the nominal value of Rs.5/- each in the Authorised Share Capital of the Company be and is hereby sub-divided into 20,00,00,000 equity shares of Rs.1/- each and consequently the existing Clause V (being Capital Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in its place and stead:

'V. "The Authorised Share Capital of the Company is Rs.20,00,00,000 divided into 20,00,00,000 Equity Shares of Rs.1/- each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company".

"RESOLVED FURTHER that upon sub-division of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value Rs. 5/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions of Companies (Issue of Share Certificates) Rules, 1960 and in the case of Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

- 1. Name(s) of member(s) (Including Joint-holders, if any)
2. Registered address of the Sole/first named member
3. Registered Folio No.* (Applicable to member(s) holding shares in physical form)
4. Number of Equity Shares held
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated February 11, 2011 by sending my/our assent or dissent to the said Resolutions by placing the (✓) mark at the appropriate box below:

Table with 4 columns: Description, Number of Shares, I/We assent to the Resolution (FOR), I/We dissent to the Resolution (AGAINST). Row 1: Ordinary Resolution to sub-divide each of the equity shares of nominal value of Rs.5 each into equity shares of Re.1 each and to amend Clause V of the Memorandum of Association of the Company.

Place : Signature of Member

Date :

Note: Please read the instructions mentioned overleaf, carefully before exercising the vote.

“RESOLVED FURTHER that the Board of Directors of the Company (“the Board”, which expression shall also include a Committee thereof) be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary proper, expedient or incidental for the purpose of giving effect to this Resolution.”

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 FOR ITEM No. 1 OF THE NOTICE

Item No. 1

The equity shares of the Company are presently listed and actively traded on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).

In order to further improve the liquidity of your Company's shares, widen the shareholder base and encourage greater participation by small investors, the Board of Directors at their meeting held on February 11, 2011, considered it desirable to sub-divide (split the face value) the existing nominal value of the equity shares of the Company subject to the approval of the Shareholders and all concerned Statutory Authorities. It was also decided by the Board of Directors at the aforesaid meeting that the approval of the Shareholders for the above proposal be obtained by way of a Postal Ballot pursuant to the provisions of Section 192A of the Companies Act, 1956 (“the Act”) and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 (“the Rules”) as framed thereunder. It is expected that if shares are further sub divided, it may create affordability among the investors and result into higher volume of transactions at the Stock Markets.

The Record Date i.e. the date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders' approval and will be notified through the Stock Exchanges.

The Authorised Equity Capital of the Company as on date is Rs. 20,00,00,000 divided into 4,00,00,000 Equity Shares of Rs.5/- each. It is proposed to sub-divide the nominal value of equity share capital of the Company from the present Rs.5/- paid-up into Re.1/- paid up. The proposal of the Company to sub divide its shares into a smaller amount is permissible as per Section 94 (1) (d) of the Companies Act, 1956. The sub division of shares also calls for the corresponding amendment in Clause V of the Memorandum of Association, subject to the approval of shareholders.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of the Equity Shares is in the best interest of the Company and the investors and hence commends passing of the Resolution at item Nos. 1 as Ordinary Resolution.

A copy of the existing Memorandum and Articles of Association of the Company alongwith the proposed draft amendments is available for inspection by any Shareholder at the Registered Office of the Company between 10.00 am and 1.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up-to and including the date of announcing the results of this Postal Ballot, viz., April 18, 2011.

Accordingly, in terms of Section 192A of the Companies Act, 1956, approval of the members is being sought through Postal Ballot for passing the Ordinary Resolution as set out in the Notice.

The Directors of the Company may be deemed to be concerned or interested in the above resolution to the extent of respective equity shares in the Company held by them. Except as aforesaid none of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By Order of the Board
For **Bajaj Corp Limited**

Sujoy Sircar
Company Secretary

Place : Mumbai
Date : February 11, 2011

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned / Blank Postal Ballot Form will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified true copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A Shareholder may sign the form through an Attorney appointed specifically for this purpose, in which case an attested copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. A Shareholder need not use all his votes nor he needs to cast all his votes in the same way.
6. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours on Saturday, March 26, 2011. All Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 6 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. February 11, 2011.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
11. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will be thereafter published in newspapers and communicated to the Stock Exchanges for the information of the Members. The results of the Postal Ballot will also be posted on the website of the Company www.bajajcorp.com