

Notice to Shareholders

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of Bajaj Corp Limited will be held on Friday, August 1, 2014 at 4.00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date and Reports of Directors and Auditors thereon for the said year.
2. To confirm the Interim Dividend of ₹ 6.50 per equity share declared on 14,75,00,000 equity shares of face value ₹ 1/- each already paid for the financial year ended March 31, 2014.
3. To appoint a Director in place of Mr. Jimmy Anklesaria (DIN 03464365), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. R. S. Dani & Company (Firm Registration Number 000243C), Chartered Accountants, pursuant to the provisions of Section 139 of the Companies Act, 2013, as Auditors of the Company, to hold office from conclusion of this Eighth Annual General Meeting until the conclusion of the 9th Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)

read with Schedule IV to the Companies Act, 2013, Mr. Gaurav Dalmia (DIN 00009639), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Gaurav Dalmia for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to March 31, 2019, not liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dilip Cherian (DIN 00322763), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Dilip Cherian for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019, not liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the

Companies Act, 2013, Mr. Haigreve Khaitan (DIN 00005290), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Haigreve Khaitan for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019 not liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Aditya Vikram Ramesh Somani (DIN 00046286), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Aditya Vikram Ramesh Somani for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to March 31, 2019, not liable to retire by rotation.”
9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (corresponding to Section 314 of the Companies Act, 1956 and rules made thereunder), consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Apoorv Bajaj as Executive President of the Company, for a period of 5 years commencing November 5, 2014 on the terms and conditions of appointment and remuneration as contained in the Explanatory Statement of material facts annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 and the Board of Directors be and is hereby authorised to alter, vary or revise such terms of appointment and remuneration within the overall limits as may be agreed to by the Board of Directors and Mr Apoorv Bajaj.”
10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, Regulations for Qualified Institutions Placement contained in Chapter VIII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, the notifications issued by the Reserve Bank of India (“RBI”) and other applicable laws, listing agreement entered into by the Company with the stock exchanges where the shares of the Company are listed, Articles of Association and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/ or sanction(s) of the Government of India, RBI, Securities and Exchange Board of India (“SEBI”) and all other concerned authorities (hereinafter singly or collectively referred to as the “Appropriate Authorities”) as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (the “Board”) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the interest of the Company, the Board be and is hereby authorised to create, issue, offer and allot equity shares and/or securities in one or more tranches, whether denominated in rupee or foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign market(s), for a value of up to ₹ 1,000 crore (Rupees One thousand crore only) including Equity Shares and/or Other Financial Instruments (“OFIs”) through Qualified Institutions Placement (“QIP”) basis to Qualified Institutional Buyers (“QIB”), Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), any other Depository Receipt Mechanism and/or convertible into Equity Shares (either at the option of the Company or the

holders thereof) at a later date, any such instrument or security [including Debentures or Bonds or Foreign Currency Convertible Bonds ("FCCBs")] being either with or without detachable warrants attached thereto entitling the warrant holder to apply for Equity Shares/instruments or securities including Global Depository Receipts and American Depository Receipts representing Equity Shares (hereinafter collectively referred to as the "Securities") or any combination of Equity Shares with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/Foreign Institutional Investors ("FIIs")/Mutual Funds/ Pension Funds/ Venture Capital Funds/ Banks and such other persons or entities, whether or not such investors are members of the Company, to all or any of them, jointly or severally through prospectus, offer document and/or other letter or circular ("Offer Document") and/or on private placement basis, from time to time in one or more tranches as may be deemed appropriate by the Board and such issue and allotment to be made on such occasion or occasions, at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue and in such form and manner and on such terms and conditions or such modifications thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or other Advisors, with authority to retain over subscription up to such percentage as may be permitted by the Appropriate Authorities, at such price or prices, at such interest or additional interest, at a discount or at a premium on the market price or prices and in such form and manner and on such terms and conditions or such modifications thereto, including the number of Securities to be issued, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption/prepayment, number of further equity shares, to be allotted on conversion/ redemption/ extinguishment of debt(s), exercise of rights attached to the warrants, the ratio of exchange of shares and/or warrants and/or any other financial instrument, period of conversion, fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in consultation with the Appropriate Authority(ies), the Merchant Banker(s) and/or Lead Manager(s) and/or Underwriter(s) and/or Advisor(s) and/or such other person(s), but without requiring any further approval

or consent from the shareholders and also subject to the applicable regulations for the time being in force."

"RESOLVED FURTHER THAT a minimum of 10% of the Securities issued pursuant to said regulations shall be allotted to mutual funds and if no mutual fund is agreeable to take up the minimum portion or any part thereof, then such minimum portion or part thereof may be allotted to other QIB(s) or otherwise."

"RESOLVED FURTHER THAT the Relevant Date for determining the pricing of the securities [whether on Qualified Institutional Placement to QIBs as per the provisions of Chapter VIII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009] or issue of equity shares underlying the Global Depository Receipts or securities issued on conversion of FCCBs is the date of the meeting in which the Board decides to open the proposed issue or such date, if any, as may be notified by SEBI or the RBI or any Appropriate Authority from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to allot further shares up to 15 (fifteen) percent of its issue size to the Stabilisation Agent by availing the Green Shoe Option subject to the provisions of relevant SEBI Regulations and enter into and execute all such agreements and arrangements with any Merchant Banker or Book Runner, as the case may be, involved or concerned in such offerings of Securities and to pay all such fee/ expenses as may be mutually agreed between the Company and the said Stabilisation Agent."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any Lead Manager(s), Co-Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Guarantor(s), Depository(ies), Custodian(s), Trustee, Stabilisation Agent, Banker/ Escrow Banker to the Issue and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such Securities in one or more Indian/International Stock Exchanges."

"RESOLVED FURTHER THAT the Board and/or an agency or body authorised by the Board may issue Depository Receipt(s) or Certificate(s), representing the underlying securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in Indian and/or

International Capital Markets for the instruments of this nature and to provide for the tradability or free transferability thereof, as per the Indian/ International practices and regulations and under the norms and practices prevalent in the Indian/ International Markets.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of further equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such further equity shares ranking pari-passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue and in the offer document.”

“RESOLVED FURTHER THAT subject to the existing law and regulations, such Securities to be issued, that are not subscribed, may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident/ foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/ Foreign Institutional Investors (“FIIs”)/ Qualified Institutional Buyers (“QIBs”)/ Mutual Funds/ Pension Funds/ Venture Capital Funds/Banks and/or Employees and Business Associates of the Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Company, as the Board may in its absolute discretion decide.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing, depository and custodian arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/ offer(s) or allotment(s) or otherwise and utilisation of the issue proceeds and/or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper

without being required to seek any further consent or approval of the Company to the end and intent that the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT to the extent permissible under Law, the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 148 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) payment of remuneration of ₹ 80,000/- (Rupees Eighty thousand only) plus applicable levies and reimbursement of out-of-pocket and traveling expenses to M/s Hitesh Jain & Associates, Cost Accountants, Rajasthan, who were appointed as Cost Auditors of the Company by the Board of Directors to conduct the Cost audit of the manufacturing facilities of the Company located at Dehradun, Uttarakhand, Paonta Sahib and Parwanoo, Himachal Pradesh for the financial year ended March 31, 2015, be and is hereby ratified and confirmed.”

By Order of the Board of Directors

Sujoy Sircar
Company Secretary

Place: Mumbai
Dated: April 28, 2014

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

NOTES:

1. **A member entitled to attend and vote at the annual general meeting (“meeting”) is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the Company. A person can act**

as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing the proxy, in order to be effective, shall be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is annexed to this Notice.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
4. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Jimmy Anklesaria (DIN 03464365) Director, retires by rotation and being eligible, offer himself for re-appointment. The Board of Directors commends the aforesaid re-appointment. Mr. Gaurav Dalmia (DIN 00009639), Mr. Dilip Cherian (DIN 00322763), Mr. Haigreve Khaitan (DIN 00005290) and Mr. Aditya Vikram Ramesh Somani (DIN 00046286), Non Executive Directors of the Company were Independent Directors as per Clause 49 of the listing agreement with the stock exchanges. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
5. Brief resume of all Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships/ chairmanships for Board/Committees, shareholding and relationship between directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges in India, are provided in the annexure.
6. Pursuant to Section 102 of the Companies Act, 2013, the statement setting out the material facts concerning each item of special business to be conducted at the Eighth Annual General Meeting is annexed hereto.
7. Relevant documents referred in accompanying Notice are open for inspection by the members at the Registered Office of the Company between 11.00 a.m. and 3.00 p.m. on all working days, except Saturdays, Sundays and Public holidays up to the date of the Eighth Annual General Meeting.
8. The Register of Members and Share Transfer Register Books of the Company shall remain closed from Saturday, July 26, 2014 to Friday, August 1, 2014 (both days inclusive) for the purpose of Eighth Annual General Meeting of the Company
9. An Interim Dividend of 650% (₹ 6.50 per share on equity shares of face value ₹ 1/- each) declared by the Board of Directors on February 6, 2014, was paid to the shareholders of the Company.
10. Members are requested to furnish their Bank Account details, change of address and all other required details to the Registrar & Share Transfer Agents, M/s. Karvy Computershare Private Limited in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their copies of PAN card to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent.
12. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue.
13. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agents of the Company at the following address:

By Post/ Courier/ Hand Delivery	M/s Karvy Computershare Private Limited Unit : Bajaj Corp Limited Plot Nos. 17-24, Vittal Rao Nagar Madhapur, Hyderabad - 500 081 Tel. No.: 040 4465 5000/ 2342 0815 - 28 Fax No.: 040 2342 0814 Email: einward.ris@karvy.com
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14. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 (corresponding to sections 205A to 205C of the Companies Act, 1956), all unclaimed/unpaid monies by way of dividend transferred to the "Unpaid Dividend Account" of the Company that remains unclaimed/unencashed for a period of 7 (seven) years from the respective date of such transfer, has to be transferred by the Company to "The Investor Education and Protection Fund" ("IEPF").

The details of Dividends paid by the Company and the corresponding due dates for transfer of such unclaimed/unencashed dividend to the aforementioned Fund constituted by the Central Government are furnished hereunder:

Dividend for the year	Date of Declaration of Dividend	Due Date of transfer to the Investor Education and Protection Fund
2010-2011	Monday, August 8, 2011	Thursday, September 13, 2018
2011-2012	Tuesday, February 7, 2012	Sunday, April 14, 2019
2012-2013	Friday, January 11, 2013	Wednesday, March 18, 2020
2013-2014	Thursday February 6, 2014	Tuesday, April 13, 2021

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to Karvy Computershare Private Limited well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the IEPF no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

15. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in physical form and who have not registered their e-mail address with the Company can now

register the same by submitting a written request to M/s. Karvy Computershare Private Limited / Company. Members holding shares in dematerialized form are requested to register their e-mail address with their respective Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The Company will send the electronic copies of the Annual Report 2013-2014 to all those shareholders at their registered email ids provided to us by the respective Depositories. The physical copies of the Annual Report will also be available at our Registered Office in Mumbai for inspection during business hours on all working days upto the date of the Eighth Annual General Meeting. In case any Member(s) insist for physical copy of the aforementioned documents, the same shall be sent to the respective Member(s) by post, free of cost. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2014 are being sent by the modes permitted under Companies Act, 2013. The Annual Report is also available for download at HYPERLINK "<http://www.bajajcorp.com>" www.bajajcorp.com.

16. Electronic copy of the Notice convening the Eighth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting with Attendance Slip and Proxy Form is being sent to all Members whose email addresses are registered with the Company/Depository Participants for communication purposes unless any Member has requested for a physical copy of the same. For Members, who have not registered their email addresses, physical copies of the Notice convening the Eighth AGM of the Company inter-alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form are being sent by the modes permitted under the Companies Act, 2013. Notice convening Eighth Annual General Meeting is also available for download at www.bajajcorp.com.
17. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with Registrars and Share Transfer Agent/Depositories.
18. Details under revised Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

19. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the notice) and Clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic system, to members holding share as on June 30, 2014 (end of the day) being the cut of date (Record Date for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by M/s. Karvy Computershare Private Limited (Karvy).

The instructions for e-voting are as under :

A. For Members who receive Notice of annual general meeting 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/record 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 / record 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 complianceofficer@bajajcorp.com
 - xi. The Portal will remain open for voting from: July 26, 2014 (9.00 a.m. I.S.T) till July 28, 2014 (6.00 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 Private Limited 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 Notice of annual general meeting::
- 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 Clause 35B of the listing agreement, 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. R. Ramachandran C/o. Karvy Computershare Private Limited, Unit: Bajaj Corp Limited, Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, so as to reach by 6.00 p.m. on July 28, 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.

In the event, a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

D. GENERAL INSTRUCTIONS :

- i. The e-voting period commences from 9.00 a.m. I.S.T on July 26, 2014 and ends on 6.00 p.m. I.S.T on July 28, 2014. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the aforesaid cut-off date/record date i.e. June 30, 2014 may cast their vote during the above voting period electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Company has appointed Mr. R. Ramachandran as the Scrutinizer to scrutinise the e-voting process (including the ballot form received from the Members who do not have access to the e-voting process), in a fair and transparent manner.
- iii. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast

in favour or against, if any, forthwith to the Chairman of the Company.

- iv. In the event of a Poll, please note that the Members who have exercised their right to vote by electronic means/through ballot form as above shall not be eligible to vote by way of Poll at the meeting. The Poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using Ballot form shall be counted for the purpose of passing of resolution(s).
- v. Subject to the receipt of sufficient votes, the resolutions shall be deemed to be passed at the Eighth Annual General Meeting of the Company scheduled to be held on Friday, August 1, 2014. At the said Annual General Meeting, the Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared alongwith the Scrutinisers' report shall be placed on the Company's website www.bajajcorp.com and on the website of Karvy www.evoting.karvy.com within two days of the passing of the resolutions at the Eighth Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges

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

In respect of Item No 5

Mr. Gaurav Dalmia (DIN 00009639) is a Non-Executive & Independent Director of the Company. He joined the Board in 2010. Mr. Dalmia retires by rotation at the ensuing Eighth Annual General Meeting pursuant to the provisions of the erstwhile Companies Act, 1956. Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint Mr. Gaurav Dalmia as an Independent Director up-to March 31, 2019 not liable to retire by rotation.

The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of ₹ 1,00,000 proposing the candidature of Mr. Gaurav Dalmia for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Gaurav Dalmia (i) consent in writing to act as Director in Form DIR-2

pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Gaurav Dalmia, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment in respect of Mr. Gaurav Dalmia as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturdays, Sundays and Public Holidays.

The Board considers that Mr. Gaurav Dalmia's continued association with the Company would immensely benefit the Company and it is desirable to continue to avail the services of Mr. Dalmia as an Independent Director.

No Director or Key Managerial Personnel of the Company and their relatives except Mr. Gaurav Dalmia is concerned or interested, financial or otherwise, in any way, in the aforesaid resolution.

The Board recommends the resolution set out in Item No 5 as aforesaid for the approval of the members.

In respect of Item No 6

Mr. Dilip Cherian (DIN 00322763) is a Non-Executive & Independent Director of the Company. He joined the Board in 2010. Mr. Cherian retires by rotation at the ensuing Eighth Annual General Meeting pursuant to the provisions of the erstwhile Companies Act, 1956. Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint Mr. Dilip Cherian as an Independent Director up-to March 31, 2019 not liable to retire by rotation.

The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of ₹ 1,00,000 proposing the candidature of Mr. Dilip Cherian for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Dilip Cherian (i) consent in writing to act as Director in Form DIR-2 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the

criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Dilip Cherian, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment in respect of Mr. Dilip Cherian as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturdays, Sundays and Public Holidays.

The Board considers that Mr. Dilip Cherian's continued association with the Company would immensely benefit the Company and it is desirable to continue to avail the services of Mr. Cherian as an Independent Director.

No Director or Key Managerial Personnel of the Company and their relatives except Mr. Dilip Cherian is concerned or interested, financial or otherwise, in any way, in the aforesaid resolution.

The Board recommends the resolution set out in Item No. 6 as aforesaid for the approval of the members.

In respect of Item No 7

Mr. Haigreve Khaitan (DIN 00005290) is a Non-Executive & Independent Director of the Company. He joined the Board in 2010. Mr. Khaitan retires by rotation at the ensuing Eighth Annual General Meeting pursuant to the provisions of the erstwhile Companies Act, 1956. Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint Mr. Haigreve Khaitan as an Independent Director up-to March 31, 2019 not liable to retire by rotation.

The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of ₹ 1,00,000 proposing the candidature of Mr. Haigreve Khaitan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Haigreve Khaitan (i) consent in writing to act as Director in Form DIR-2 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Haigreve Khaitan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder and he is independent of the

Management. A copy of the draft letter for appointment in respect of Mr. Haigreve Khaitan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturdays, Sundays and Public Holidays.

The Board considers that Mr. Haigreve Khaitan's continued association with the Company would immensely benefit the Company and it is desirable to continue to avail the services of Mr. Khaitan as an Independent Director.

No Director or Key Managerial Personnel of the Company and their relatives except Mr. Haigreve Khaitan is concerned or interested, financial or otherwise, in any way, in the aforesaid resolution.

The Board recommends the resolution set out in Item No. 7 as aforesaid for the approval of the members.

In respect of Item No 8

Mr. Aditya Vikram Somani (DIN 00046286) is a Non-Executive & Independent Director of the Company. He joined the Board in 2010. Mr. Somani retires by rotation at the ensuing Eighth Annual General Meeting pursuant to the provisions of the Companies Act, 1956. Pursuant to the provisions of Section 149 and other applicable provisions of the erstwhile Companies Act, 2013, it is proposed to appoint Mr. Aditya Vikram Somani as an Independent Director up-to March 31, 2019 not liable to retire by rotation.

The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of ₹ 1,00,000 proposing the candidature of Mr. Aditya Vikram Somani for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Aditya Vikram Somani (i) consent in writing to act as Director in Form DIR-2 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Aditya Vikram Somani, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment in respect of Mr. Aditya Vikram Somani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members

at the Registered Office of the Company during business hours on any working day, excluding Saturdays, Sundays and Public Holidays.

The Board considers that Mr. Aditya Vikram Somani's continued association with the Company would immensely benefit the Company and it is desirable to continue to avail the services of Mr. Somani as an Independent Director.

No Director or Key Managerial Personnel of the Company and their relatives except Mr. Aditya Vikram Somani is concerned or interested, financial or otherwise, in any way, in the aforesaid resolution.

The Board recommends the resolution set out in Item No. 8 as aforesaid for the approval of the members.

In respect of Item No 9

Pursuant to the provisions of Section 314 of the erstwhile Companies Act, 1956 and approval of remuneration and terms of office accorded by the Ministry of Corporate Affairs, Government of India, Mr. Apoorv Bajaj, was appointed as Executive President in the Company for a period of 5 years with effect from November 4, 2009.

In compliance with the provisions of Section 188 of the Companies Act, 2013 and The Companies (Meetings of Board and its Powers) Rules, 2014, the following statutory information as required under the aforementioned provisions is as follows:

- a. Name of related party
Mr. Apoorv Bajaj
- b. Name of the Director or Key Managerial Personnel who is related, if any
Mr. Kushagra Bajaj, Non Executive Chairman.
- c. Nature of relationship
Mr. Apoorv Bajaj is the brother of Mr. Kushagra Bajaj, Non Executive Chairman.
- d. Nature, material terms, monetary value and particulars of the contract or arrangement

The Board of Directors of the Company at their meeting held on April 28, 2014 approved the re-appointment and remuneration and terms of office of Mr. Apoorv Bajaj as Executive President subject to approval by shareholders at the ensuing Eighth Annual General Meeting as hereunder:

- I. Present Remuneration
 - a) Basic Salary: ₹ 3,02,400 per month
 - b) Allowances and Perquisites:
 - i) House Rent Allowance: 50% of basic salary
 - ii) Other allowances:
The Executive President shall be paid other allowances as per the rules of the Company

including but not limited to Medical and Leave Travel provided however that the aggregate value of all such allowances paid shall not exceed 100% of the Basic Salary.

- iii) Contribution to Provident Fund: Company's contribution to Provident Fund equal to 12% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.
- iv) Gratuity payable at the time of retirement/cessation shall be as per the scheme of the Company.
- v) Leave: Leave with full pay or encashment thereof as per the rules of the Company. Encashment of the unavailed leave is allowed at the end of the tenure.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

II. Proposed Remuneration:

- a) Basic Salary: ₹ 3,02,400 per month in the range of ₹ 3,02,400 to ₹ 7,00,400 per month.
- b) Allowances and Perquisites:
 - vi) House Rent Allowance: 50 % of Basic Salary.
 - vii) Other allowances:

The Executive President shall be paid other allowances as per the rules of the Company including but not limited to Medical and Leave Travel provided however that the aggregate value of all such allowances paid shall not exceed 100% of the Basic Salary.
 - viii) Contribution to Provident Fund: Company's contribution to Provident Fund equal to 12% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.
 - ix) Gratuity payable at the time of retirement/cessation shall be as per the scheme of the Company.
 - x) Leave: Leave with full pay or encashment thereof as per the rules of the Company. Encashment of the unavailed leave is allowed at the end of the tenure.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

Mr. Apoorv Bajaj holds a certificate of E-Business in the Digital Age from London School of Economics and Political Science (London Summer School), Intermediate qualification from the Institute of Chartered Accountants of India and a Bachelors Degree in Commerce from the University of Mumbai.

- e. Any other information relevant or important for the members to take a decision on the proposed resolution

Mr. Apoorv Bajaj is associated with the Company since 2006, is instrumental in introducing several new initiatives. He is actively engaged with the Company both at the strategic and operational levels and has contributed as follows:

- a. Development of new vendors
- b. Reduction in cost of corrugated boxes through value engineering without compromising on quality
- c. Revamped the logistics and transportation matrix of the Company through regular visits to sales centres/stock depots that resulted in increase in number of transporters and faster movement goods to and from Depots.
- d. He is actively engaged in the finance, marketing, commercial and human resource functions of the Company and regularly facilitates coordination between the Corporate Office and the Company's various manufacturing facilities.

The Board considers that Mr. Apoorv Bajaj continued association with the Company would immensely benefit the Company and it is desirable to continue to avail the services of Mr. Apoorv Bajaj as Executive President.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 9 of the Notice.

Mr. Kushagra Bajaj may be deemed to be interested and/or concerned in the Resolution at Item No. 9 Save as aforesaid, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in any way, in the aforesaid resolution.

In respect of Item No 10

Section 62 of the Companies Act, 2013 regulates any increase in subscribed capital by issue of further shares by any company. For issuance of further shares that may be offered to any person otherwise than as stated in Section 62(1) (a) of the Act, prior permission of shareholders is required to be obtained by way of passing of a special resolution pursuant to Section 62(1)(c) of the Act.

Furthermore, as per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [SEBI (ICDR), Regulations, 2009], and various regulations under Foreign Exchange Management Act, 1999 (FEMA), approval

of shareholders by way of special resolution is required to be obtained for issuance of further shares by way of Qualified Institutional Placement (QIP), Global Depository Receipts (GDR), American Depository Receipts (ADR), Foreign Currency Convertible Bonds (FCCB), Debentures or any other securities convertible into equity shares by any listed company.

As per Regulation 88 of Chapter VIII of the SEBI (ICDR) Regulations, 2009, allotment pursuant to the special resolution approving the QIP issue passed by the shareholders shall be completed within a period of twelve months from the date of passing of the resolution. The Company has been seeking such enabling approval from shareholders for issuance of further shares from time to time. The last resolution in this regard was passed by the Company under the erstwhile Section 81(1A) of the Companies Act, 1956 at the 7th Annual General Meeting held on August 2, 2013 for an amount up to ₹ 1,000 crore, which for the purpose of raising funds through QIP issue is valid for a period of 12 months from date of passing of special resolution i.e. up to August 1, 2014. Since the validity of the special resolution is up-to the date of the Eighth Annual General Meeting and to enable the Company to raise equity funds depending upon its business needs and as may be advised, approval of shareholders is being sought for issue of equity shares and/or any other financial instruments convertible into equity shares through Qualified Institutional Placement (QIP) under SEBI (ICDR) Regulations, 2009 and/or through issuance of securities in the international markets by way of GDRs/ADRs/FCCBs etc. in one or more tranches, up to an amount not exceeding ₹ 1,000 crore (Rupees One Thousand crore).

As per the provisions of regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, 2009, issue of specified securities shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date. The relevant date for the purpose of regulation 85 means the date of meeting in which the Board or any Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue.

Further, pursuant to the provisions of Chapter VIII of the SEBI (ICDR) Regulations, 2009, the aggregate of the proposed Qualified Institutional Placements and all previous Qualified Institutional Placements made by the Company in the same financial year shall not exceed 5 (five) times the net worth of the Company as per the audited Balance Sheet of the previous financial year.

Therefore, the Board of your Company has recommended the Resolution contained in Item No. 10 to be passed by the shareholders, so as to enable it to issue further equity shares and/or other securities which will include issue on QIP basis.

The said Special Resolution is only an enabling one seeking authority to the Board to raise funds from time to time as may be required.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 10 of the Notice.

All the Directors may be deemed to be interested in the Resolution at Item No. 10 to the extent of shares and/or securities that may be offered to them and/or entities in which any of respective Director is deemed to be interested. Save as aforesaid, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in any way, in the aforesaid resolution.

In respect of Item No. 11

The Board of Directors of the Company, based on the recommendations of Audit Committee of the Board of Directors, considered and approved the appointment of M/s Hitesh Jain & Associates, Cost Accountants, Rajasthan, to conduct the cost audit for the year ended March 31, 2015 of the Company's manufacturing facilities located at Dehradun, Uttarakhand, Paonta Sahib and Parwanoo, Himachal Pradesh at an remuneration of ₹ 80,000 (Rupees Eighty thousand only) plus applicable levies and reimbursement of traveling and out of pocket expenses.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing the Ordinary Resolution as set out in item No. 12 of the notice for ratification of the remuneration payable to Hitesh Jain & Associates, Cost Auditors for conducting Cost Audit for the financial year/period ending March 31, 2015.

The Board of Directors recommend passing of the Ordinary Resolution set out in Item No. 11 of the Notice.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in any way, in the aforesaid resolution set out in Item No. 11 of the Notice.

By Order of the Board of Directors

Sujoy Sircar
Company Secretary

Place: Mumbai

Dated: April 28, 2014

Registered Office:

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

ANNEXURE TO ITEMS 3, 5, 6, 7 & 8 OF THE NOTICE

Details of Directors seeking appointment/re-appointment at the forthcoming Eighth Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. Jimmy Anklesaria	Mr. Gaurav Dalmia
Director Identification Number	03464365	00009639
Date of Birth	28.09.1961	26.09.1965
Nationality	Indian	Indian
Date of appointment on the Board	08.08.2011	04.02.2010
Qualifications	Bachelors degree in Commerce and Masters in Business Administration.	Bachelors Degree in Computer Science from Salford University, UK and Masters in Business Administration from Colombia University, USA.
Expertise in functional area	23 years of experience in the Fast Moving Consumer Goods (FMCG) sector	Industrialist.
Number of equity shares held in the Company	1000	Nil
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. Bajaj Corp Limited 2. Bagalkot Cement & Industries Limited 3. Blue Oceanic Vasuan Private Limited 	First Capital India Limited Infinity Technology Investments Pvt. Ltd. Infinity Technology Trustee Pvt. Ltd. Landmark Land Holdings Pvt. Ltd. Skylark Consultants (India) Pvt. Ltd. India Value Fund Advisors Pvt. Ltd. Astir Properties Pvt. Ltd. Ansal Landmark Townships Pvt. Ltd. Landmark Hi Tech Development Pvt. Ltd. New Line Buildtech Pvt. Ltd. Plus One Realtors Pvt. Ltd. IVF Advisors Pvt. Ltd. Landmark Realtech Pvt. Ltd. Landmark Property Development Co. Ltd. Kumar Builders Township Ventures Pvt. Ltd. Bajaj Corp Limited Safari Retreats Pvt. Ltd. Hari Machines Ltd. OCL India Limited Nobel Consultancy Pvt. Ltd. Aayush Manufacturers & Financiers Pvt. Ltd. Khaitan Udyog Pvt. Ltd. T R Investments Pvt. Ltd. Samhi Hotels Pvt. Ltd. Raymond Apparel Limited Genuine Dealcomm Pvt. Ltd. Jagannath Abasan Pvt. Ltd. Ansal Landmark (Kamal) Township Pvt. Ltd. Sandhar Technologies Ltd. National Synthetics Ltd. Riteshwari Trading & Investments Pvt. Ltd. Pinakini Mercantile Pvt. Ltd. Achintya Trading Pvt. Ltd. Confirm Developers Consultants Pvt. Ltd. Shivshakti Communication & Investment Pvt. Ltd. Steel Plantech Engineering India Pvt. Ltd. Pro Minerals Pvt. Ltd.

Name of the Director	Mr. Jimmy Anklesaria	Mr. Gaurav Dalmia
Chairman/Member of the Committees of the Boards of other companies in which he is Director as on 31.03.2014	<ol style="list-style-type: none"> 1. Shareholders'/Investors Grievance Committee 2. Management Committee 	<ol style="list-style-type: none"> 1. Bajaj Corp Limited-Audit Committee (Chairman) & Remuneration Committee (Chairman) 2. Landmark Property Development Limited - Shareholders'/Investors Grievance Committee & Committee of Directors 3. Hari Machines Limited - Shareholders'/Investors Grievance Committee & Remuneration Committee 4. Sandhar Technologies Limited- Audit Committee & Corporate Social Responsibility Committee

Name of the Director	Mr. Haigreve Khaitan	Mr. Aditya Vikram Somani
Director Identification Number	00005290	00046286
Date of Birth	13.07.1970	04.11.1973
Nationality	Indian	Indian
Date of appointment on the Board	04.02.2010	04.02.2010
Qualifications	Bachelors degree in Law from the Calcutta University	Masters Degree in Commerce, Mumbai University and Masters in Business Administration from University of Pittsburgh, USA.
Expertise in functional area	Partner at Khaitan & Co. and is a Member of the Bar Council of West Bengal, Incorporated Law Society, International Bar Association, London, the Indian Council of Arbitration, the Indian Law Institute, the Bar Association of India and the Entrepreneurs Organization	Industrialist – He has experience in the business of real estate, construction, textile manufacturing and information management.
Number of equity shares held in the Company	Nil	Nil
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. Ambuja Cements Limited 2. Bajaj Corp Limited 3. CEAT Limited 4. Firstsource Solutions Limited 5. Harrisons Malayalam Limited 6. Inox Leisure Limited 7. Jindal Steel & Power Limited 8. Karam Chand Thapar & Bros (Coal Sales) Ltd 9. National Engineering Industries Limited 10. Sterlite Technologies Limited 11. Torrent Pharmaceuticals Limited 12. Xpro India Limited 13. AVTEC Limited 14. Great Eastern Energy Corporation Limited 15. Vinar Systems Private Limited 16. Bharat Fritz Wnrer Limited 	<ol style="list-style-type: none"> 1. Bajaj Corp Limited 2. Everest Industries Limited 3. Falak Investments Private Limited 4. Salaam Bombay Foundation 5. White Knight Constructions (I) Private Limited

Name of the Director	Mr. Haigreve Khaitan	Mr. Aditya Vikram Somani
Chairman/Member of the Committees of the Boards of other companies in which he is Director as on 31.03.2014	<ol style="list-style-type: none"> 1. Bajaj Corp Limited <ul style="list-style-type: none"> - Remuneration Committee 2. Harrisons Malayalam Ltd. <ul style="list-style-type: none"> - Audit Committee - Remuneration Committee 3. Inox Leisure Ltd. <ul style="list-style-type: none"> - Audit Committee - Compensation & Remuneration Committee 4. Jindal Steel & Power Ltd. <ul style="list-style-type: none"> - Audit Committee 5. National Engineering Industries Ltd. <ul style="list-style-type: none"> - Audit Committee - Remuneration Committee - Shareholders Grievance Committee 6. Sterlite Technologies Limited <ul style="list-style-type: none"> - Audit Committee - Remuneration Committee 7. Torrent Pharmaceuticals Limited <ul style="list-style-type: none"> - Audit Committee 8. Xpro India Limited <ul style="list-style-type: none"> - Remuneration and Nomination Committee 9. AVTEC Limited <ul style="list-style-type: none"> - Audit Committee 10. Great Eastern Energy Corporation Ltd. <ul style="list-style-type: none"> - Remuneration / Compensation Committee - Share Transfer Committee 	<ol style="list-style-type: none"> 1. Everest Industries Limited <ul style="list-style-type: none"> - Investor Grievance/Share Transfer Committee - Banking Facility Committee – Chairman 2. Bajaj Corp Limited <ul style="list-style-type: none"> - Audit Committee - Remuneration Committee - Management Committee

Name of the Director	Mr. Dilip Cherian
Director Identification Number	00322763
Date of Birth	10.04.1956
Nationality	Indian
Date of appointment on the Board	04.02.2010
Qualifications	Bachelors Degree in Economics, Calcutta University and Masters Degree in Economics, Delhi School of Economics.
Expertise in functional area	<p>Management consultant, entrepreneur and Member, Board of Governors, Advertising Standards Council of India. He has pioneered the concept of Image Management in India and is the founder of Perfect Relations, South Asia's top public relations and public affairs consultancy group. He is regarded as the 'Image Guru of India'. He is a political & policy expert par excellence on bureaucracy, economy and media. His career graph ranges from being the:</p> <ul style="list-style-type: none"> • Economic Consultant to the Ministry of Industry, (B.I.C.P) • Editor of 'Business India', India's leading business magazine • Co-founder & business editor of 'The Observer of Business & Politics' • Brand consultant at 'WolffOlins', London
Number of equity shares held in the Company	Nil

Name of the Director	Mr. Dilip Cherian
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. Perfect Relations Private Limited 2. Image Public Relations Private Limited 3. Imprimis Life PR Private Limited 4. Accord Public Relations Private Limited 5. Perfect PR Communication Services Private Limited 6. The Advertising Standard Council of India 7. Next Radio Limited 8. Next Mediaworks Limited 9. Bajaj Corp Limited 10. Bizsol Advisors Private Limited 11. Cell Centre for Ethical Life & Leadership 12. Hoipolloi Jobs Solutions Private Limited 13. My Dream Product Com Private Limited 14. Jagran Prakashan Limited
Chairman/Member of the Committees of the Boards of other companies in which he is Director as on 31.03.2014	<p>Bajaj Corp Limited</p> <ul style="list-style-type: none"> - Shareholders'/Investor Grievance Committee – Chairman - Audit Committee