

Instructions for e-voting

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (hereinafter called “the Rules” for the purpose of this section of the notice) and Clause 35B of the Listing Agreement, the Company is providing ‘remote e-voting’ from a place other than venue of the AGM) facility through Karvy Computershare Private Limited (Karvy) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice dated April 9, 2015 convening the Ninth Annual General Meeting.
- II. The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the Ninth Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the Ninth Annual General Meeting.
- III. The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) as the Agency to provide e-voting facility.
- IV. The Company has appointed Mr. Hitesh J. Gupta, Practicing Company Secretary, as the Scrutinizer for conducting the remote e-voting and the voting process at the Ninth Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- V. In terms of requirements of the Companies Act, 2013 and the relevant Rules, voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 13, 2015.**
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 13, 2015 only shall be entitled to avail the facility of remote e-voting as well as vote in the Ninth Annual General Meeting.**
- VII. Any person who becomes a member of the Company after dispatch of the Notice of the Ninth Annual General Meeting and holding shares as on the cut-off date i.e. July 13, 2015, may obtain the User ID and password by writing to the Karvy on the email Id - varghese1@karvy.com or by telephone/ correspondence to Mr P. A. Varghese, Contact No. 040-33215424, at [Unit: Bajaj Corp Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in A below to cast the vote.
- VIII. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00am (IST) on Thursday, July 16, 2015
End of remote e-voting: At 5.00 pm (IST) on Sunday, July 19, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforementioned period.
- ix. The Scrutinizer, after scrutinizing the votes cast at the Ninth Annual General Meeting and through remote e-voting will, not later than three days of conclusion of the Ninth Annual General Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman/ Managing Director. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.bajajcorp.com and on the website of Karvy www.evoting.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges.

x. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Ninth Annual General Meeting i.e. July 20, 2015.

xi. The instructions and other information for remote 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 'www.evoting.karvy.com'.
- II. Enter the login credentials i.e., user id and password mentioned in your email. Event No. followed by 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: 9.00 a.m. (I.S.T) on Thursday, July 16, 2015 till 5.00 p.m. (I.S.T) on Sunday, July 19, 2015.
- 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 www.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/ Karvy. Please refer instructions under heading C below for more details.

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.

For members who wish to vote using ballot form:

- I. 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 Scrutinizer, Mr. Hitesh J. Gupta, C/o. M/s Karvy Computershare Private Limited, Unit : Bajaj Corp Limited, Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad 500 081 so as to reach by 5.00 p.m. on Sunday, July 19, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- II. 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.

GENERAL INSTRUCTIONS:

- I. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- II. In case of any query pertaining to e-voting, please visit Help & FAQ section available at Karvy's website www.evoting.karvy.com.