

December 30, 2014

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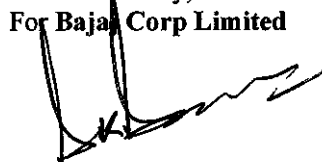
Dear Sirs,

Pursuant to Clause 31 of the Listing Agreement, we enclose herewith a copy of the proceedings of Extraordinary General Meeting of the shareholders of the Company held on December 30, 2014.

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

Thanking you,

Yours faithfully,  
For Bajaj Corp Limited



Sujoy Sircar  
Company Secretary

Encl: as above

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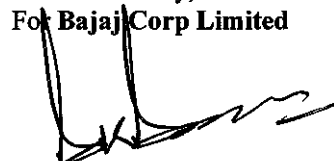
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For **Bajaj Corp Limited**



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**Company Secretary**

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## Proceedings of Extraordinary General Meeting of Bajaj Corp Limited

### 1. Details of the meeting:

- i. The day, date, hour of the Extraordinary General Meeting (EGM) : Tuesday, December 30, 2014 at 3:00 p.m. (IST)
- ii. Venue of the Extraordinary General Meeting : Kamalnayan Bajaj Hall, Bajaj Bhavan, Jammalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021
- iii. Confirmation with respect to appointment of Chairman of the meeting : Mr. Gaurav Dalmia Director of the Company was appointed as Chairman of the meeting.
- iv. Number of members attending the meeting : 44 members attended the meeting in person and in proxy.
- v. Confirmation of quorum : Yes
- vi. Confirmation with respect to compliance of the Act and the Rules, secretarial standards made there under with respect to calling, convening and conducting the meeting : It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Act, the Rules and the secretarial standards made thereunder.
- vii. Business transacted at the meeting and result thereof : Provided in the annexure attached to this form
- viii. Particulars with respect to any adjournment, postponement of meeting, change in venue : None
- ix. Any other points relevant for inclusion in the report : None

### 2. Fair and correct summary of the proceedings of the meeting:

The Extraordinary General Meeting of the members was held on Tuesday, December 30, 2014 at 3:00 p.m. (IST) at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jammalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021. 43 shareholders representing in aggregate 9,86,29,622 equity shares attended the EGM in person and 1 shareholder representing in aggregate 41,114 equity shares attended the EGM through proxy.

The Notice dated November 28, 2014 convening the Extraordinary General Meeting of the Company circulated to the shareholders, were taken as read with the consent of all the shareholders present at the meeting.

The Chairman stated the Company in compliance of the provisions of Companies Act, 2013 read with the Rules made there under and Clause 35B of the Listing Agreement provided e-voting facility to Members in respect of the items of business given in the Notice convening the EGM of the Company. The Company has received the Scrutinizer's Report on the e-voting conducted in respect of the items of business given in the Notice convening the EGM. The Scrutinizer's Report on e-voting is kept open for inspection by Members during the continuance of the EGM. The Chairman then stated in order to provide an opportunity to those Members who did not cast their votes through e-voting, a poll is ordered in respect of all the items of business given in the Notice convening the Extraordinary General Meeting of the Company.

Mr. Prasanjit Kumar Baul, Practicing Company Secretary was appointed as the Scrutinizer for this poll. The Chairman then requested the Company Secretary to brief the Members regarding the poll process and complete the formalities in this regard.

The Company Secretary briefed the members about the process of conducting poll informed that Members who have cast their votes through e-voting are not permitted to cast their votes on the poll and such votes shall not be counted for the purposes of poll. The combined results will be declared subsequently and disseminated to the Members through the Stock Exchanges and Company website.



The Company Secretary then requested the shareholders to propose and second the resolutions stated in the Notice convening Extraordinary General Meeting.

<b>Item No.</b>	<b>Name of the proposer</b>	<b>Name of the Seconder</b>
<b>Special Resolution at Item No. 1</b> To permit foreign institutional investors (including their sub-accounts) ("FIIs")/ foreign portfolio investor ("FPIs"), registered with the Securities and Exchange of India to acquire and hold equity shares of the Company under the portfolio investment scheme/ foreign portfolio investment scheme or any other permissible mode under FEMA up to an aggregate limit of 49% of the paid-up equity share capital of the Company.	Mrs. Nila Prakash Chandra Mapara	Mr. Rajendraprasad Devprasad Joshi

After the Resolution(s) were proposed and seconded, the Company Secretary announced that the Polling process has commenced. After the last vote was cast, the Chairman thanked the shareholders for their participation in the meeting and declared that the meeting is concluded.

#### **Vote of Thanks**

The Meeting concluded with a vote of thanks to the Chair proposed by Mr. Dilip Cherian.

**For Bajaj Corp Limited**

Sd/-  
Gaurav Dalmia  
**Chairman of the EGM**  
(DIN: 00009639)



Place : Mumbai

Date : December 30, 2014