

July 18, 2017

<b>DCS-CRD</b> <b>BSE Ltd.</b> <b>First Floor, New Trade Wing</b> <b>Rotunda Building, Phiroze Jeejeebhoy Towers</b> <b>Dalal Street, Fort</b> <b>Mumbai 400 023</b>  Fax No. 2272 3719/ 2039 Stock Code: <b>533229</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>  Fax No. 2659 8237/ 8238/66418124/5/6/ 66418124/ 5 / 6 Stock Code: <b>BAJAJCORP</b>
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Dear Sir(s),

**Sub : Results of Remote E-voting and voting through Polling Paper/ Ballot Paper for the 11<sup>th</sup> Annual General Meeting held on July 18, 2017.**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulation) and applicable provisions of the Companies Act, 2013 and Rules made thereunder, please find enclosed herewith remote e-voting and poll results along with Scrutinizer Report for the 11<sup>th</sup> Annual General Meeting of the Company held on July 18, 2017.

It may be noted that all the Resolutions placed before the Meeting as per the Notice of the 11<sup>th</sup> Annual General Meeting were approved by the Members with the requisite majority.

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

Thanking you,

Yours faithfully,  
**For Bajaj Corp Limited**



Hitesh Kanani  
**General Manager - Company Secretary**  
Membership No.: FCS 6188

Encl: as above

July 18, 2017

<b>DCS-CRD</b> <b>BSE Ltd.</b> <b>First Floor, New Trade Wing</b> <b>Rotunda Building, Phiroze Jeejeebhoy Towers</b> <b>Dalal Street, Fort</b> <b>Mumbai 400 023</b>  Fax No. 2272 3719/ 2039 <b>Stock Code: 533229</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>  Fax No. 2659 8237/ 8238/66418124/5/6/ 66418124/ 5 / 6 <b>Stock Code: BAJAJCORP</b>
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It may be noted that all the Resolutions placed before the Meeting as per the Notice of the 11<sup>th</sup> Annual General Meeting were approved by the Members with the requisite majority.

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

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**For Bajaj Corp Limited**



Hitesh Kanani  
**General Manager - Company Secretary**  
Membership No.: FCS 6188

Encl: as above

Voting Results for the 11th Annual General Meeting

Date of the AGM/EGM	July 18, 2017
Total number of shareholders on record date	26,120
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	38
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	--
Public:	--

Resolution required: (Ordinary/ Special	Ordinary Resolution - Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2017.	No							
Whether promoter/ promoter group are interested in the agenda/resolution?	Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes - Favour	No. of Votes - Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled
			(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
	Promoter and Promoter Group	E-Voting Poll	9,86,25,000	9,86,25,000	100.00	9,86,25,000	--	100.00	0.00
	Promoter Group	Postal Ballot (if applicable) Total		--	--	--	--	--	--
	Public-Institutions	E-Voting Poll		9,86,25,000	100.00	9,86,25,000	--	100.00	0.00
	Public-Institutions	Postal Ballot (if applicable) Total	4,22,67,165	3,50,95,250	83.03	3,50,95,250	0	100.00	0.00
	Public-Non Institutions	E-Voting Poll		3,50,95,250	83.03	3,50,95,250	--	--	--
	Public-Non Institutions	Postal Ballot (if applicable) Total	66,07,835	6,596	0.10	6,596	0	100.00	0.00
	<b>Total</b>		<b>14,75,00,000</b>	<b>13,37,26,877</b>	<b>90.66</b>	<b>13,37,26,877</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Resolution required: Ordinary Resolution - To confirm the Interim Dividend of 1150% ( ₹11.50) per Equity Share declared and paid on 14,75,00,000 Equity Shares of (Ordinary/ Special face value of ₹ 1/- each for the Financial Year ended March 31, 2017, as Final dividend.

Category	Mode of Voting	No. of Shares held	Whether promoter/ promoter group are interested in the agenda/resolution?				No		
			No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes - Favour	No. of Votes - Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled	
Promoter and Promoter Group	E-Voting Poll	9,86,25,000	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Postal Ballot (if applicable)								
	Total		9,86,25,000	100.00	9,86,25,000	100.00	100.00	0.00	
Public-Institutions	E-Voting Poll	4,22,67,165	--	--	--	--	--	--	
	Postal Ballot (if applicable)								
	Total		3,50,95,250	83.03	3,50,95,250	100.00	100.00	0.00	
Public-Non Institutions	E-Voting Poll	66,07,835	6,601	0.10	6,541	60	99.09	0.91	
	Postal Ballot (if applicable)			31	0.00	31	--	100.00	0.00
	Total		6,632	0.10	6,572	60	99.10	0.90	
<b>Total</b>		<b>14,75,00,000</b>	<b>13,37,26,882</b>	<b>90.66</b>	<b>13,37,26,822</b>	<b>60</b>	<b>100.00</b>	<b>0.00</b>	

Resolution required: Ordinary Resolution - To appoint a Director in place of Mr. Sumit Malhotra (DIN 02183825), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

Category	Mode of Voting	No. of Shares held	Whether promoter/ promoter group are interested in the agenda/resolution?				No		
			No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes - Favour	No. of Votes - Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled	
Promoter and Promoter Group	E-Voting Poll	9,86,25,000	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Postal Ballot (if applicable)								
	Total		9,86,25,000	100.00	9,86,25,000	100.00	100.00	0.00	
Public-Institutions	E-Voting Poll	4,22,67,165	--	--	--	--	--	--	
	Postal Ballot (if applicable)								
	Total		3,50,95,250	83.03	3,50,95,250	0	100.00	0.00	
Public-Non Institutions	E-Voting Poll	66,07,835	6,527	0.10	6,509	18	99.72	0.28	
	Postal Ballot (if applicable)			31	0.00	31	--	100.00	0.00
	Total		6,558	0.10	6,540	18	99.73	0.27	
<b>Total</b>		<b>14,75,00,000</b>	<b>13,37,26,808</b>	<b>90.66</b>	<b>13,37,26,790</b>	<b>18</b>	<b>100.00</b>	<b>0.00</b>	



Resolution required: (Ordinary/ Special		Appointment of M/s. Sidharth N. Jain & Co., Chartered Accountants (Firm Registration Number : 018311C) as the Statutory Auditors of the Company for a term of 5 (Five) years and to fix their remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes - Favour	No. of Votes - Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled			
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total	9,86,25,000	9,86,25,000	100.00	9,86,25,000	--	100.00	0.00			
Public-Institutions	E-Voting Poll Postal Ballot (if applicable) Total	4,22,67,165	--	--	3,40,22,472	10,72,778	96.94	3.06			
Public-Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	66,07,835	6,527 31	0.10 0.00	5,959 31	568	91.30	8.70			
<b>Total</b>		<b>14,75,00,000</b>	<b>13,37,26,808</b>	<b>90.66</b>	<b>13,26,53,462</b>	<b>10,73,346</b>	<b>91.34</b>	<b>8.66</b>	<b>0.80</b>		

Resolution required: (Ordinary/ Special		Special Resolution - Further issue of Capital pursuant to Section 62(1) (c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 (as amended) by way of QIP/GDRs/FCCBs, etc.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes - Favour	No. of Votes - Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled			
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total	9,86,25,000	9,86,25,000	100.00	9,86,25,000	--	100.00	0.00			
Public-Institutions	E-Voting Poll Postal Ballot (if applicable) Total	4,22,67,165	3,50,95,250	83.03	3,47,59,275	3,35,975	99.04	0.96			
Public-Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	66,07,835	6,533 31	0.10 0.00	6,475 31	58	99.11	0.89			
<b>Total</b>		<b>14,75,00,000</b>	<b>13,37,26,814</b>	<b>90.66</b>	<b>13,33,90,781</b>	<b>3,36,033</b>	<b>99.12</b>	<b>0.88</b>	<b>0.25</b>		



# GUPTA BAUL & ASSOCIATES COMPANY SECRETARIES

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## 11<sup>th</sup> Annual General Meeting

**Name of the Company:** - Bajaj Corp Limited

**Date of AGM:** - Tuesday, 18<sup>th</sup> July, 2017 at 10.00 a.m.

**Venue:**- Crimson Park, Shree Kanak Hotel, 328-A, Sevashram Circle, Airport  
Road, Udaipur - 313001

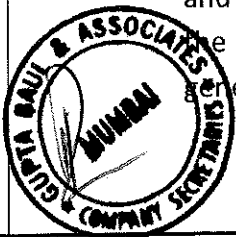
## CONSOLIDATED SCRUTINIZER'S REPORT

Consolidated Scrutinizer's Report on Remote e-voting and voting through Physical Ballot conducted at the 11<sup>th</sup> Annual General Meeting of Bajaj Corp Limited held on Tuesday, July 18, 2017 at 10:00 A.M.

### 1. Appointment as Scrutinizer

The Board of Directors of Bajaj Corp Limited (the Company) at its meeting held on April 13, 2017 has appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the Polling papers/Ballot papers received from the Members of the Company at the venue of the Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting by Polling papers/Ballot papers on the resolutions contained in the aforesaid notice of the 11<sup>th</sup> AGM of the Members of the Company dated April 13, 2017. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and Polling papers/Ballot papers is done in a fair and transparent manner and to make a Consolidated Scrutinizers Report of the votes cast "in favor" or "against" on the resolutions as specified in the notice of AGM dated April 13, 2017 based on the reports generated from the remote e-voting system provided by Karvy Computershare Private



# GUPTA BAUL & ASSOCIATES COMPANY SECRETARIES

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Limited (KCPL/Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the AGM. I hereby submit my report as under:

## 2. Dispatch of Notice convening the AGM.

The Company has informed that, on the basis of the Register of Members and the list of beneficiary owners made available by the depositories viz, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the notice of the AGM as under:

- On 20/06/2017 by e-mail to 20,485 Members who had registered their email ids with the Company/Depositories.
- On 20/06/2017 by speed post to 5,793 Members in physical form.

## 3. Cut-off date

The voting rights were reckoned as on Friday, July 11, 2017, being the cutoff date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the AGM.

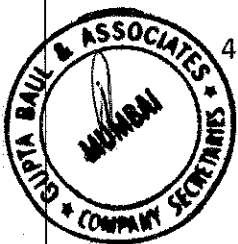
## 4. Remote E-Voting

### 4.1 Agency

The Company had appointed KCPL as the service provider for extending the facility of remote e-voting to the Members of the Company. KCPL is also the Registrar and the Share Transfer Agents (RTA) of the Company and has provided the system for recording the votes of the Members electronically on all the items of the businesses (Ordinary and Special) sought to be transacted in the 11<sup>th</sup> AGM of the Company which was held on July 18, 2017.

### 4.2 Remote e-voting

In terms of Rule 20 (4) (vi) of Companies (Management and Administration) Rules, 2014, the remote e-voting facility was kept open for 4 days i.e. from Friday July 14, 2017 at 9.00 a.m. till Monday July 17, 2017 at 5.00 p.m. and the Members were required to cast



# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the remote e-voting platform provided by KCPL.

At the end of the voting period on Monday July 17, 2017 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

### 5. Voting by Polling/Ballot Papers

The Company had offered facility for voting by way of Polling Papers/Ballot Papers at the AGM for the Members who have not cast their vote by remote e-voting.

Any Member exercising his right to vote through remote e-voting were allowed to participate in the AGM but were not allowed to vote again at the AGM.

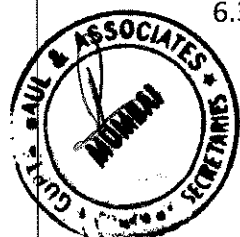
In case of Member casting his vote by both modes i.e. remote e-voting and Polling papers/Ballot papers at the AGM, voting done through remote e-voting prevailed and the voting done through Polling papers/Ballot papers were treated as invalid.

### 6. Voting at the AGM

6.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration), 2014 (as amended), for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote at the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/Folio Nos, number of shares held but not the manner in which they have voted.

6.2 Accordingly, KCPL, the remote e-voting Agency provided me with the names, DP ID & Client ID/Folio Nos and shareholding of the Members who had cast their votes through remote e-voting.

6.3 At the venue of the 11<sup>th</sup> AGM of the Company held on Tuesday July 18, 2017, the facility to vote through Polling papers/Ballot papers has been provide to facilitate those Members present in the AGM but could not participate in the Remote e-voting to register their votes.





# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

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6.4 After the Chairman announced the commencement of voting, the empty Ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me.

### 7. Counting Process

7.1 I unblocked the remote e-voting results on the KCPL e-voting platform as prescribed in Rule 20 (4) (vii) of Companies (Management and Administration), 2014 (as amended) in the presence of Mr P S R CH Murthy and Mr Vinod Singh Negi and downloaded the remote e-voting results.

7.2 On completion of voting at the AGM, the sealed ballot box was subsequently opened in my presence as prescribed under aforesaid Rule and Polling papers/Ballot papers were diligently scrutinized.

7.3 The Polling Papers/Ballot Papers were reconciled with the records maintained by the RTA of the Company and the authorizations/proxies lodged with the Company. The Polling Papers/Ballot Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

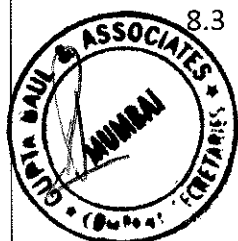
### 8. Results

8.1 I observed that

- a) 7 Members had cast their votes at the AGM representing 31 votes out of which none of them were found to be invalid.
- b) 149 Members had cast their votes through remote e-voting.

8.2 The Consolidated Results with respect to each item of the agenda as set out in the Notice of the 11<sup>th</sup> AGM dated April 13, 2017 is enclosed.

8.3 Based on the aforesaid results, I report that Four Ordinary Resolutions as contained in Item No. 1 to Item No. 4 and One Special Resolution as contained in Item No. 5 of the Notice of the 11<sup>th</sup> AGM dated April 13, 2017 have been passed with requisite majority.

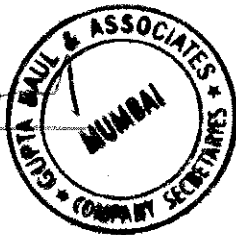


# GUPTA BAUL & ASSOCIATES COMPANY SECRETARIES

I hereby confirm that I am maintaining the Registers/Records received from the Service Provider both electronically and manually, in respect of the votes cast through Remote e-voting and voting conducted at the AGM by way of Polling Papers/Ballot Papers by the Members of the Company. The Polling Papers/Ballot Papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the 11<sup>th</sup> AGM.



Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
Company Secretaries  
ACS 34347 COP 12981



Date:- July 18, 2017  
Place:- Udaipur



Mr. Gaurav Dalmia  
Chairman

Date:- July 18, 2017  
Place:- Udaipur



Witnesses:-



1. P S R CH Murthy  
Date:- July 18, 2017  
Place:- Udaipur



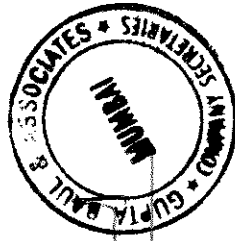
2. Vinod Singh Negi  
Date:- July 18, 2017  
Place:- Udaipur

## Consolidated Results

Item No.1 : Adoption of Financial Statements for the Financial Year ended March 31, 2017.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	149	133726846	7	31	156	133726877	100
Dissent	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	149	133726846	7	31	156	133726877	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.1 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.



Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
Company Secretaries  
ACS 34347 COP 12981


Date: July 18, 2017

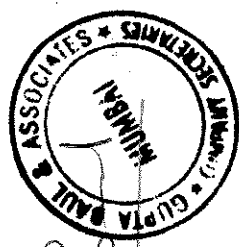
Place: Udaipur

Item No.2 : To Confirm Interim Dividend of 1150% (Rs.11.50) per Equity Share declared and paid on 14,75,00,000 Equity Shares of face value of Rs. 1/- each for the Financial Year ended March 31, 2017 as Final Dividend.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	147	133726791	7	31	154	133726822	100.00
Dissent	2	60	0	0	2	60	0
Abstain	0	0	0	0	0	0	0
Total	149	133726851	7	31	156	133726882	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.2 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.

  
 Prasanjit Kumar Baul  
 Partner  
 Gupta Baul & Associates  
 Company Secretaries  
 ACS 34347 COP 12981

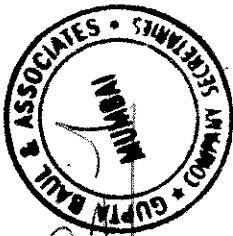


Date: July 18, 2017  
 Place: Udaipur

Item No. 3: To appoint a Director in place of Mr. Sumit Malhotra (DIN 02183825), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	145	133726759	7	31	152	133726790	100.00
Dissent	2	18	0	0	2	18	0
Abstain	2	71	0	0	0	0	0
Total	149	133726848	7	31	154	133726808	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.3 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.



*Prasanjit Kumar Baul*

Prasanjit Kumar Baul  
Partner

Gupta Bhal & Associates  
Company Secretaries  
ACS 34347 COP 12981

Date: July 18, 2017

Place: Udaipur

Item No. 4: Appointment of M/s. Sidharth N. Jain & Co., Chartered Accountants (Firm Registration Number 018311C) as the Statutory Auditors of the Company for a term of 5 (Five) years and to fix their remuneration – Ordinary Resolution.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	143	132653431	7	31	150	132653462	99.20
Dissent	5	1073346	0	0	5	1073346	0.80
Abstain	2	71	0	0	0	0	0
Total*	150	133726848	7	31	155	133726808	100

\*One Member has voted partly in favor and partly in against the resolution. However, the total number of Members who exercised their voting rights through e-voting is 149.

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.4 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.



Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
Company Secretaries  
ACS 34347 COP 12981

Date: July 18, 2017

Place: Udaipur

Item No. 5: Further issue of Capital pursuant to Section 62(1) (c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 (as amended) by way of QIP/GDRs/FCCBs, etc.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	141	133390750	7	31	148	133390781	99.75
Dissent	7	336033	0	0	336033	336033	0.25
Abstain	1	68	0	0	0	0	0
Total	149	133726851	7	31	336181	133726814	100

Based on the aforesaid results, we report that the Special Resolution as contained in Item No.5 of the Notice of the 11th AGM dated July 18, 2017 has been passed with requisite majority.



Prasanjit Kumar Baul  
Partner  
Gupta Baul & Associates  
Company Secretaries  
ACS 34347 COP 12981

Date: July 18, 2017

Place: Udaipur