

**R. RAMACHANDRAN, F.C.S.**

Company Secretary

Flat No. 25, 3rd Floor,  
Shri Krishna Kutir,  
Plot No: 117/118,  
Garodia Nagar  
Ghatkopar (East)  
Mumbai - 400 077.  
Tel.: 2506 4157

### SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **Bajaj Corp Limited**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 2<sup>nd</sup> Floor, Building No.2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (E), Mumbai 400 093, (hereinafter referred to as '**the Company**') on the E-Voting conducted by the Company to pass the items on the agenda as contained in the Notice dated **April 28,, 2014**.

1. Pursuant to the provisions of Clause 35B of the Listing Agreement and pursuant further to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (the "Rules"), I was appointed as Scrutinizer by the Company on **April 28, 2014**, to scrutinize the E-Voting process for transacting the items of business as stated in the Notice of 8<sup>th</sup> Annual General Meeting dated **April 28, 2014**.
2. 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 (CSL), as on **June 30, 2014**, the Record Date for the purpose of E-Voting, the Company completed dispatch of the Notice of E-Voting;
  - By email to 12,864 Members who had registered their email ids with the Company as on June 30, 2014; and
  - By Speed Post to 7,097 and by Registered Post to 21 Members i.e. to a total of 7118 Members in physical form on July 9, 2014.
3. In terms of the aforesaid Notice, E-Voting was open for three days from **9:00 A.M. I.S.T** on **Saturday, July 26, 2014** to **6:00 P.M. I.S.T** on **Monday, July 28, 2014** and members



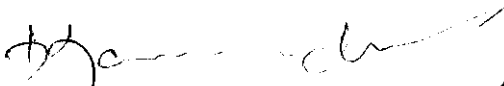
**R. RAMACHANDRAN,** F.C.S.

Company Secretary


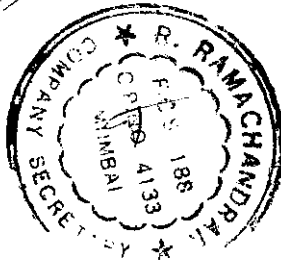
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were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary / Special Resolutions, on E-Voting platform provided by one of the approved agencies for the E-voting process i.e. Karvy Computershare Private Limited (Karvy).

4. As required in the Rules, I unlocked the E-Voting on the platform provided by Karvy after the completion of the E-Voting at **6:15 P.M. I.S.T on Monday, July 28, 2014** in the presence of Mr. A. Mohanan and Mr. M. C. Vincent.
5. Based on the results made available to me, 109 members have cast their votes on the E-Voting platform and I have annexed with this Report, the details and analysis of the E-Voting Results for each of the eleven agenda items contained in the aforementioned Notice.



**R. Ramachandran**  
Practicing Company Secretary



Date: July 29, 2014

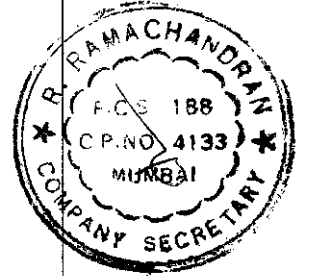


Place: Mumbai

Analysis of Results

Agenda No.	1
Subject	Adoption of Financial Statements and Report of the Board of Directors and Auditors thereon, for financial year ended March 31, 2014
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	9	487870	
C	Net number of valid electronic votes	100	123578303	
D	Number of electronic votes cast in favour of/assented to the Resolution	99	123578288	100.00
E	Number of electronic votes cast against /dissented to the Resolution	1	15	0.00

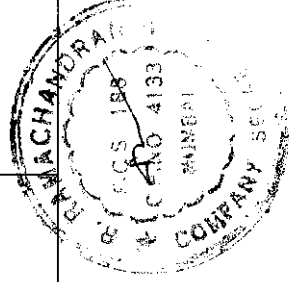


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Analysis of Results

Agenda No.	2
Subject	To confirm Interim Dividend of 650% (₹ 6.50) per equity share already paid, as final.
Type of Resolution	<b>Ordinary Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	7	470	
C	Net number of valid electronic votes	102	124065703	
D	Number of electronic votes cast in favour of/assented to the Resolution	98	124065133	100.00
E	Number of electronic votes cast against /dissented to the Resolution	4	570	0.00

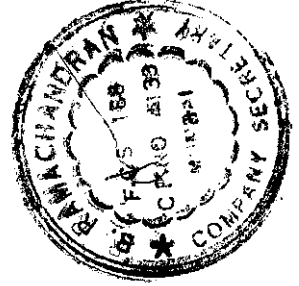


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Analysis of Results

Agenda No.	3
Subject	Appointment of a director in place of Mr. Jimmy Anklesaria (DIN: 03464365), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	<b>Ordinary Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	8	870	
C	Net number of valid electronic votes	101	124065303	
D	Number of electronic votes cast in favour of/assented to the Resolution	97	124065233	100.00
E	Number of electronic votes cast against /dissented to the Resolution	4	70	0.00

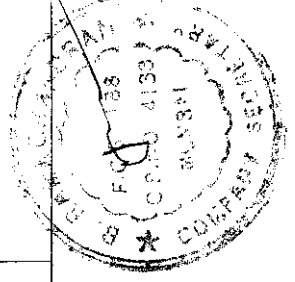


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Analysis of Results

Agenda No.	4
Subject	Appointment of M/s. R. S. Dani & Company (Firm Registration Number 000243C) as the auditors of the Company and to fix their remuneration.
Type of Resolution	<b>Ordinary Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	10	487970	
C	Net number of valid electronic votes	99	123578203	
D	Number of electronic votes cast in favour of/assented to the Resolution	94	123558876	99.98
E	Number of electronic votes cast against /dissented to the Resolution	5	19327	0.02

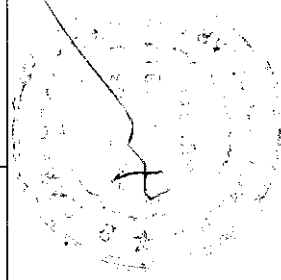


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Analysis of Results

Agenda No.	5
Subject	Appointment of Mr. Gaurav Dalmia (DIN: 00009639), as an Independent Director.
Type of Resolution	<b>Ordinary Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	7	470	
C	Net number of valid electronic votes	102	124065703	
D	Number of electronic votes cast in favour of/assented to the Resolution	98	124046381	99.98
E	Number of electronic votes cast against /dissented to the Resolution	4	19322	0.02

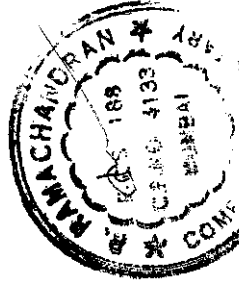


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Analysis of Results

Agenda No.	6
Subject	Appointment of Mr. Dilip Cherian (DIN 00322763), as an Independent Director.
Type of Resolution	<b>Ordinary Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	7	470	
C	Net number of valid electronic votes	102	124065703	
D	Number of electronic votes cast in favour of/assented to the Resolution	98	124046381	99.98
E	Number of electronic votes cast against /dissented to the Resolution	4	19322	0.02



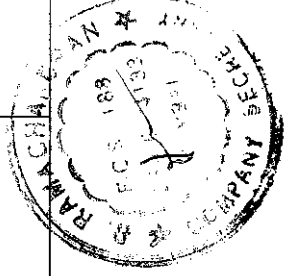
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Analysis of Results

Agenda No.	7
Subject	Appointment of Mr. Haigreve Khaitan (DIN 00005290), as an Independent Director.
Type of Resolution	<b>Ordinary Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	7	470	
C	Net number of valid electronic votes	102	124065703	
D	Number of electronic votes cast in favour of/assented to the Resolution	82	112949658	91.04
E	Number of electronic votes cast against /dissented to the Resolution	20	11116045	8.96



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Analysis of Results

Agenda No.	8
Subject	Appointment of Mr. Aditya Vikram Ramesh Somani (DIN 00046286), as an Independent Director.
Type of Resolution	<b>Ordinary Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	8	520	
C	Net number of valid electronic votes	101	124065653	
D	Number of electronic votes cast in favour of/assented to the Resolution	83	114340281	92.16
E	Number of electronic votes cast against /dissented to the Resolution	18	9725372	7.84



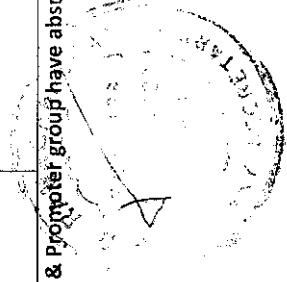
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Analysis of Results

Agenda No.	9
Subject	Re-appointment of Mr. Apoorv Bajaj as Executive President of the Company for a period of 5 years w.e.f November 5, 2014 and to fix his remuneration.
Type of Resolution	<b>Special Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	107*	13441173*	
B	Less: Number of electronic votes that are invalid	7	470	
C	Net number of valid electronic votes	100	13440703	
D	Number of electronic votes cast in favour of/assented to the Resolution	97	13440403	100.00
E	Number of electronic votes cast against /dissented to the Resolution	3	300	0.00

\* Pursuant to the provisions of Section 188 of Companies Act, 2013, 2 shareholders belonging to Promoter & Promoter group have abstained from exercising their votes for the resolution at item no 9.



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Analysis of Results

Agenda No.	10
Subject	Further issue of capital pursuant to Section 62(1)(c) of the Companies Act, 2013.
Type of Resolution	<b>Special Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	10	487970	
C	Net number of valid electronic votes	99	123578203	
D	Number of electronic votes cast in favour of/assented to the Resolution	81	112542335	91.07
E	Number of electronic votes cast against /dissented to the Resolution	18	11035868	8.93



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Analysis of Results

Agenda No.	11
Subject	Ratification of remuneration payable to Cost Auditor, for the financial year 2014-2015.
Type of Resolution	<b>Ordinary Resolution</b>

Sr. No.	Particulars	Corresponding No. of Shareholders	Corresponding No. of Shares	% of total valid shares
A	Total electronic votes received (includes physical ballots)	109	124066173	
B	Less: Number of electronic votes that are invalid	8	890	
C	Net number of valid electronic votes	101	124065283	
D	Number of electronic votes cast in favour of/assented to the Resolution	96	124045314	99.98
E	Number of electronic votes cast against /dissented to the Resolution	5	19969	0.02

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