

GUPTA BAUL & ASSOCIATES
COMPANY SECRETARIES

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 2nd Floor, Building No. 2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai 400093 (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 28th November, 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 **28th November, 2014** to scrutinize the E-Voting process for transacting the items of business as stated in the Notice dated **28th November, 2014** convening the Extra Ordinary General Meeting to be held on **30th December, 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 **28th November, 2014**, the Record Date for the purpose of E-Voting, the Company completed dispatch of the Notice of E-Voting;
 - By email to 12281 Members who had registered their email ids with the Company on 5th December, 2014 and
 - By speed post to 6618 Members in physical form on 5th December, 2014.
3. In terms of the aforesaid Notice, E-Voting was open from **09:00 A.M. I.S.T on Friday, December 26, 2014** to **06:00 P.M. I.S.T on Saturday, December 27, 2014** and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Special Resolution, on E-Voting platform provided by Karvy Computershare Private Limited.
4. Based on the results made available to me, there were 53 members personally who have cast their votes electronically on the E-Voting platform made available.
5. The Company had also provided the facility for voting through Physical Ballots. All ballot forms received up to the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. There were no envelopes received after the last date and time fixed by the Company.



GUPTA BAUL & ASSOCIATES
COMPANY SECRETARIES

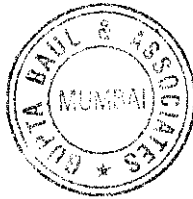
6. A summary of the votes cast electronically and by physical ballot forms received is given below:

Sr. No	Particulars	No. of Forms (in case of Physical Ballot) and No. of shareholders voted through electronic means.	No. of Shares	% to net valid votes i.e. 12,97,43,670
A	Total Physical Ballot Forms received	382	44,163	
	Total E-voting options received	53	12,96,99,693	
	Total	435	12,97,43,856	
B	Less: Invalid Physical Ballot Forms	6	186	
	Invalid Electronic Votes	0	0	
	Total	6	186	
C	Net valid Votes by Physical Ballot	376	43,977	
	Net Valid e-Votes	53	12,96,99,693	
	Total	429	12,97,43,670	100.000
D	Physical Ballot Forms with Assent for the Resolution	354	41,091	0.032
	E-voting Options with Assent for the Resolution	52	12,96,99,185	99.966
	Total		12,97,40,276	99.998
E	Physical Ballot Forms with Dissent for the Resolution	22	2886	0.002
	E-voting Options with Dissent for the Resolution	1	508	0.000
	Total	23	3,394	0.002

Thanking You
Yours truly
For Gupta Baul & Associates



Prasanjit Kumar Baul
Partner
Membership No. 34347
CP No. 12981



Date: December 29, 2014
Place: Mumbai

GUPTA BAUL & ASSOCIATES
COMPANY SECRETARIES

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

The Chairman

Bajaj Corp Limited

2nd Floor, Building No.2, Solitaire Corporate Park,
167, Guru Hargovind Marg, Chakala, Andheri (E),
Mumbai 400 093

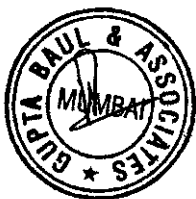
**Extra Ordinary General Meeting of the Equity Shareholders of Bajaj Corp Limited, held
on Tuesday, December 30, 2014 at 3:00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan,
Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021**

Dear Sir,

I was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the Extra Ordinary General Meeting of the Equity Shareholders of Bajaj Corp Limited, held on Tuesday, December 30, 2014 at 3:00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021, submit our report as under:

1. On completion of Poll by the members of the Company, Karvy Computershare (P) Limited, Registrar and Transfer Agents of the Company (“Karvy”), provided me with the voting results.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) **Resolution No. 1: Special Resolution** - *Investment by Foreign Institutional Investors/ Registered Foreign Portfolio Investor 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.*



GUPTA BAUL & ASSOCIATES
COMPANY SECRETARIES

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	42	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	41114

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized at the Board for safe keeping.

Thanking you,

Yours truly,

For Gupta Baul & Associates




Prasanjit Kumar Baul

Partner

Membership No.34347

CP No. 12981

Place: Mumbai

Date: 30th December, 2014.