

August 1, 2014

<b>BCS-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: 533229	<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: BAJAJCORP
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Dear Sir,

**Sub: Clause 35A of the Listing Agreement – Details of Voting Results at the 8<sup>th</sup> Annual General Meeting of the Company**

Pursuant to Clause 35A of the Listing Agreement, details of the voting results at the 8<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, August 1, 2014 at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jammalal Bajaj Marg, 226, Nariman Point, Mumbai 400 021 are enclosed as per the prescribed format.

Further, we are also enclosing the following:

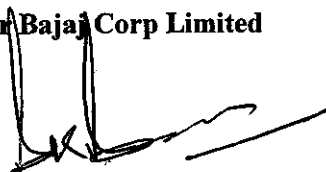
1. Results of voting through electronic means, physical ballot forms and poll conducted at the AGM.
2. Scrutinizer's Report on e-voting and physical ballot forms.
3. Scrutinizer's Report on poll.

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

# bajaj corp limited

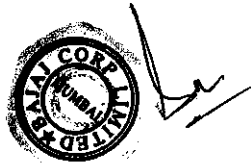
Pursuant to Clause 35A and other applicable clauses, if any of the Listing Agreement, details regarding the voting results for the resolutions passed at the 8<sup>th</sup> Annual General Meeting of the Company held on August 1, 2014 are given below:

<b>1.</b>	<b>Date of the Annual General Meeting</b>	August 1, 2014
<b>2.</b>	<b>Total number of shareholders on record date</b>	19982
<b>3.</b>	<b>No. of Shareholders present in the meeting either in person or through proxy</b>	
	Promoters and Promoter Group	2
	Public	19980
<b>4.</b>	<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
	Promoters and Promoter Group	Nil
	Public	Nil

Agenda wise:

The mode of voting for all resolutions was:

1. E-voting conducted between July 26, 2014 and July 28, 2014
2. Poll (physical ballot) conducted at the Meeting



The mode of voting for all below mentioned resolutions was e-voting, physical ballot & poll conducted at AGM.

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

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	13955628	56.87	13955628	0	100	0
Public-Others	12334060	15879	0.13	15864	15	99.91	0.09
Total	147500000	124596507		124596492	15		

**Resolution No. 2: Ordinary Resolution - To confirm Interim Dividend of 650% (Rs. 6.50) per equity share already paid, as final.**

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	14443128	58.85	14443128	0	92.96669	0
Public-Others	12334060	15779	0.13	15209	570	81.34	3.61
Total	147500000	125083907		125083337	570		



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

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	14443128	58.85	14443128	0	92.96669	0
Public-Others	12334060	15264	0.12	15194	70	84.74	0.46
Total	147500000	125083392		125083322	70		

**Resolution No. 4: Ordinary Resolution - Appointment of M/s. R. S. Dani & Company (Firm Registration Number 000243C) as the auditors of the Company and to fix their remuneration.**

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	13955628	56.87	13936606	19022	92.58	0.14
Public-Others	12334060	15779	0.13	15474	305	83.02	1.93
Total	147500000	124596407		124577080	19327		



**Resolution No. 5: Ordinary Resolution - Appointment of Mr. Gaurav Dalmia (DIN: 00009639), as an Independent Director.**

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	14443128	58.85	14424106	19022	92.83	0.13
Public-Others	12334060	15779	0.13	15364	415	83.05	1.90
Total	147500000	125083907		125064470	19437		

**Resolution No. 6: Ordinary Resolution - Appointment of Mr. Dilip Cherian (DIN 00322763), as an Independent Director.**

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	14443128	58.85	14424106	19022	92.83	0.13
Public-Others	12334060	15779	0.13	15364	415	83.05	1.90
Total	147500000	125083907		125064470	19437		



**Resolution No. 7: Ordinary Resolution - Appointment of Mr. Haigreve Khaitan (DIN 00005290), as an Independent Director.**

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	14443128	58.85	3327408	11115720	16.00	76.96
Public-Others	12334060	15779	0.13	15339	440	82.89	2.06
Total	147500000	125083907		113967747	11116160		

**Resolution No. 8: Ordinary Resolution - Appointment of Mr. Aditya Vikram Ramesh Somani (DIN 00046286), as an Independent Director.**

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	14443128	58.85	4718081	9725047	25.63	67.33
Public-Others	12334060	15729	0.13	15289	440	82.84	2.07
Total	147500000	125083857		115358370	9725487		



**Resolution No. 9: Special Resolution - 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.**

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	0	0	0	0	0	0
Public-Institutional holders	24540940	14443128	58.85	14443128	0	92.96669	0
Public-Others	12334060	15779	0.13	15479	300	83.05	1.90
Total	147500000	14458907		14458607	300		

**Resolution No. 10: Special Resolution - Further issue of capital pursuant to Section 62(1)(c) of the Companies Act, 2013.**

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	13955628	56.87	2924292	11031336	13.68	79.05
Public-Others	12334060	15779	0.13	11247	4532	56.23	28.72
Total	147500000	124596407		113560539	11035868		



**Resolution No. 11: Ordinary Resolution - Ratification of remuneration payable to Cost Auditor, for the financial year 2014-2015.**

	No of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in 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 & Promoter group	110625000	110625000	100	110625000	0	100	0
Public-Institutional holders	24540940	14443128	58.85	14424106	19022	92.83	0.13
Public-Others	12334060	15359	0.12	14412	947	78.38	6.17
Total	147500000	125083487		125063518	19969		



Result of Voting through electronic means conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Poll conducted pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 for the 8<sup>th</sup> Annual General Meeting of the Company held on August 1, 2014.

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

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	123578303	123578288		15	
Poll	1018204	1018204		0	
Total	124596507	124596492	100	15	0

**Resolution No. 2: Ordinary Resolution - To confirm Interim Dividend of 650% (Rs. 6.50) per equity share already paid, as final.**

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	124065703	124065133		570	
Poll	1018204	1018204		0	
Total	125083907	125083337	100	570	0

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

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	124065303	124065233		70	
Poll	1018089	1018089		0	
Total	125083392	125083322	100	70	0

**Resolution No. 4: Ordinary Resolution - Appointment of M/s. R. S. Dani & Company (Firm Registration Number 000243C) as the auditors of the Company and to fix their remuneration.**

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	123578203	123558876		19327	
Poll	1018204	1018204		0	
Total	124596407	124577080	100	19327	0

**Resolution No. 5: Ordinary Resolution - Appointment of Mr. Gaurav Dalmia (DIN: 00009639), as an Independent Director.**

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	124065703	124046381		19322	
Poll	1018204	1018089		115	
Total	125083907	125064470	99.98	19437	0.02



**Resolution No. 6: Ordinary Resolution - Appointment of Mr. Dilip Cherian (DIN 00322763), as an Independent Director.**

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	124065703	124046381		19322	
Poll	1018204	1018089		115	
Total	125083907	125064470	99.98	19437	0.02

**Resolution No. 7: Ordinary Resolution - Appointment of Mr. Haigreve Khaitan (DIN 00005290), as an Independent Director.**

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	124065703	112949658		11116045	
Poll	1018204	1018089		115	
Total	125083907	113967747	91.11	11116160	8.89

**Resolution No. 8: Ordinary Resolution - Appointment of Mr. Aditya Vikram Ramesh Somani (DIN 00046286), as an Independent Director.**

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	124065653	114340281		9725372	
Poll	1018204	1018089		115	
Total	125083857	115358370	92.22	9725487	7.78

**Resolution No. 9: Special Resolution - 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.**

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	13440703	13440403		300	
Poll	1018204	1018204		0	
Total	14458907	14458607	100	300	0

**Resolution No. 10: Special Resolution - Further issue of capital pursuant to Section 62(1)(c) of the Companies Act, 2013.**

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	123578203	112542335		11035868	
Poll	1018204	1018204		0	
Total	124596407	113560539	91.14	11035868	8.86

**Resolution No. 11: Ordinary Resolution - Ratification of remuneration payable to Cost Auditor, for the financial year 2014-2015.**

Mode of voting	No of valid votes polled	No of votes in favour	% of votes in favour on valid votes polled	No of votes against	% of votes against on valid votes polled
E voting	124065283	124045314		19969	
Poll	1018204	1018204		0	
Total	125083487	125063518	99.98	19969	0.02



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**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


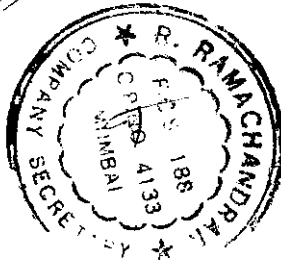
Flat No. 25, 3rd Floor,  
Shri Krishna Kutir,  
Plot No: 117/118,  
Garodia Nagar  
Ghatkopar (East)  
Mumbai - 400 077.  
Tel.: 2506 4157

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

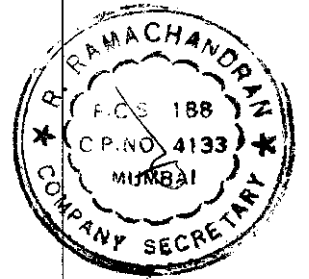


Place: Mumbai

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

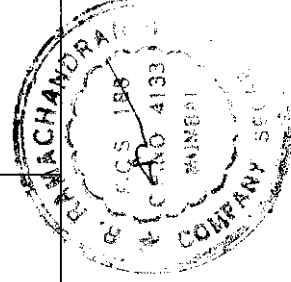


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Analysis of Results

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

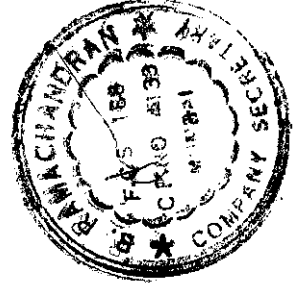


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Analysis of Results

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

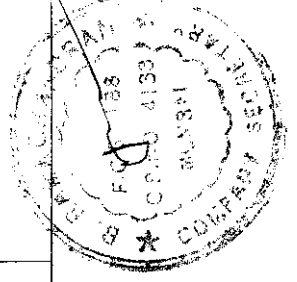


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Analysis of Results

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

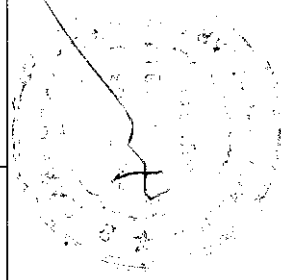


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Analysis of Results

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

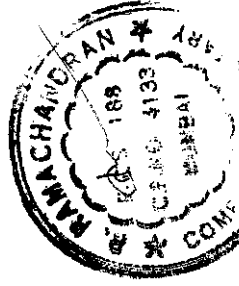


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Analysis of Results

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

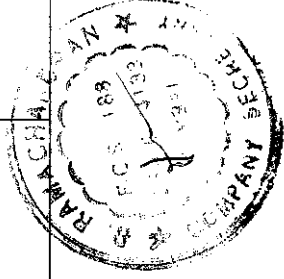


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Analysis of Results

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



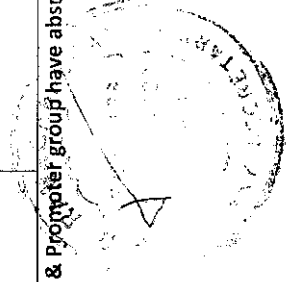
7

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.

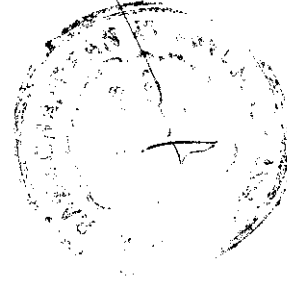


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Analysis of Results

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

Handwritten signature and circular stamp of the Cost Auditor.

Handwritten mark or signature.

**GUPTA BAUL & ASSOCIATES**  
**COMPANY SECRETARIES**

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**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**

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

**8<sup>th</sup> Annual General Meeting of the Equity Shareholders of Bajaj Corp Limited, held on  
Friday, August 1, 2014 at 4:00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal  
Bajaj Marg, 226, Nariman Point, Mumbai – 400021**

Dear Sir,

We were appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 8th Annual General Meeting of the Equity Shareholders of Bajaj Corp Limited, held on Friday, August 1, 2014 at 4:00 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: Ordinary Resolution - Adoption of Financial Statements and Report of the Board of Directors and Auditors thereon, for financial year ended March 31, 2014.*



**GUPTA BAUL & ASSOCIATES**  
COMPANY SECRETARIES

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100

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

Number of members present and voting (in person or by proxy)	Number of voted 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
2	45

(b) **Resolution No. 2: Ordinary Resolution - To confirm Interim Dividend of 650% (Rs. 6.50/-) per equity share already paid, as final.**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100

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

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



**GUPTA BAUL & ASSOCIATES**  
**COMPANY SECRETARIES**

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**(iii) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

**(c) Resolution No. 3: Ordinary Resolution - Appointment of a Director in place of Mr. Jimmy Anklesaria (DIN: 03464365), who retires by rotation and being eligible, offers himself re-appointment.**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	100

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

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

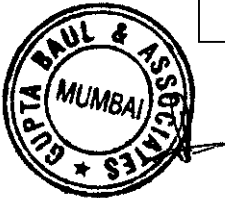
**(iii) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	160

**(d) Resolution No. 4: Ordinary Resolution - Appointment of M/s. R. S. Dani & Company (Firm Registration Number 000243C) as the auditors of the Company and to fix their remuneration**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100



**GUPTA BAUL & ASSOCIATES**  
**COMPANY SECRETARIES**

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

Number of members present and voting (in person or by proxy)	Number of voted 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
2	45

(e) **Resolution No. 5: Ordinary Resolution - Appointment of Mr. Gaurav Dalmia (DIN: 00009639), as an Independent Director.**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	99.9887

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
1	115	0.0113

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45



**GUPTA BAUL & ASSOCIATES**  
**COMPANY SECRETARIES**

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**(f) Resolution No. 6: Ordinary Resolution - Appointment of Mr. Dilip Cherian (DIN 00322763), as an Independent Director**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	99.9887

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
1	115	0.0113

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

**(g) Resolution No. 7: Ordinary Resolution - Appointment of Mr. Haigreve Khaitan (DIN 00005290), as an Independent Director**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	99.9887

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
1	115	0.0113



**GUPTA BAUL & ASSOCIATES**  
**COMPANY SECRETARIES**

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**(ii) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

**(h) Resolution No. 8: Ordinary Resolution - Appointment of Mr. Aditya Vikram Ramesh Somani (DIN 00046286), as an Independent Director**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	99.9887

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
1	115	0.0113

**(iii) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

**(i) Resolution No. 9: Special Resolution - Re-appointment of Mr. Apoorv Bajaj as Executive President of the Company for a period of 5 years w.e.f November 5, 2014 & to fix his remuneration**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100



**GUPTA BAUL & ASSOCIATES**  
COMPANY SECRETARIES

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

Number of members present and voting (in person or by proxy)	Number of voted 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
2	45

**(j) Resolution No. 10: Special Resolution - Further issue of capital pursuant to Section 62(1)(c) of the Companies Act, 2013**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100

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

Number of members present and voting (in person or by proxy)	Number of voted 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
2	45

**(k) Resolution No. 11: Ordinary Resolution - Ratification of remuneration payable to Cost Auditor, for the financial year 2014-2015**



**GUPTA BAUL & ASSOCIATES**  
**COMPANY SECRETARIES**

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

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100

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

Number of members present and voting (in person or by proxy)	Number of voted 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
2	45

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: 1<sup>st</sup> August, 2014.