

July 20, 2016

<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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Dear Sir,

**Sub: Remote e-voting and poll results for the 10<sup>th</sup> Annual General Meeting held on July 20, 2016**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), please find enclosed herewith the remote e-voting and poll results along with Scrutinizer's Report for the 10<sup>th</sup> Annual General Meeting of the Company held on July 20, 2016.

It may be noted that all the resolutions placed before the meeting as per the Notice of the Annual General Meeting were approved by the Members with requisite majority.

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

Thanking you,

Yours faithfully,  
**For Bajaj Corp Limited**

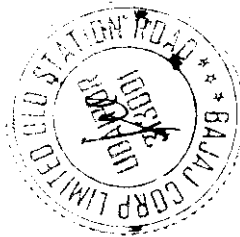


Hitesh Kanani  
**General Manager - Company Secretary**

Encl: as above

Company Name	BAJAJ CORP LIMITED
Date of the AGM/EGM	20-07-2016
Total number of shareholders on record date	23610
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	3
Public:	45
No. of Shareholders attended the meeting through Video Promoters and Promoter Group:	0
Public:	0

ORDINARY - Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon, for financial year ended March 31, 2016.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category		E-Voting	98625000	98625000	100.00	98625000	0	100.00	0.00
		Poll	0	0	0.00	00	0	0.00	0.00
		Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
Promoter and Promoter Group		E-Voting	40122890	34168330	85.16	34168330	0	100.00	0.00
		Poll	0	0	0.00	00	0	0.00	0.00
		Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
Public- Institutions		E-Voting	8752110	7953	0.09	7163	790	90.07	9.93
		Poll	0	806	0.01	806	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
Public- Non Institutions		Total	147500000	132802089	90.04	132801299	790	100.00	0.00



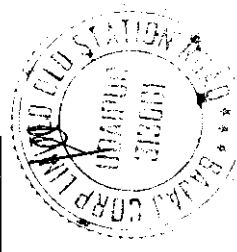
ORDINARY - To confirm Interim Dividend of 1150% (Rs.11.50) per Equity Share declared on 14,75,00,000 Equity Shares of face value of Re. 1/- each already paid for the financial year ended March 31, 2016.										
Resolution required: (Ordinary/ Special)	Yes									
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	98625000	98625000	100.00	98625000	0	100.00	0.00		
	Poll	0	0	0.00	00	00	0.00	0.00		
	Postal Ballot (if applicable)	0	0	0.00	00	00	0.00	0.00		
	E-Voting	40122890	34229223	85.31	34229223	0	100.00	0.00		
	Poll	0	0	0.00	00	00	0.00	0.00		
	Postal Ballot (if applicable)	0	0	0.00	00	00	0.00	0.00		
Public- Institutions	E-Voting	8752110	7953	0.09	7953	0	100.00	0.00		
	Poll	806	806	0.01	806	0	100.00	0.00		
	Postal Ballot (if applicable)	0	0	0.00	00	00	0.00	0.00		
Public- Non Institutions	Total	147500000	132862982	90.08	132862982	0	100.00	0.00		

ORDINARY - To appoint a Director in place of Mr. Kushagra Nayn Bajaj (DIN 00017575), Director, who retires by rotation and being eligible, offers himself for re-appointment.										
Resolution required: (Ordinary/ Special)	Yes									
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	98625000	98625000	100.00	98625000	0	100.00	0.00		
	Poll	0	0	0.00	00	00	0.00	0.00		
	Postal Ballot (if applicable)	0	0	0.00	00	00	0.00	0.00		
	E-Voting	40122890	34229223	85.31	20642459	13586764	60.31	39.69		
	Poll	0	0	0.00	00	00	0.00	0.00		
	Postal Ballot (if applicable)	0	0	0.00	00	00	0.00	0.00		
Public- Institutions	E-Voting	8752110	7928	0.09	7138	790	90.04	9.96		
	Poll	806	806	0.01	806	0	100.00	0.00		
	Postal Ballot (if applicable)	0	0	0.00	00	00	0.00	0.00		
Public- Non Institutions	Total	147500000	132862982	90.08	119275403	13587554	89.77	10.23		

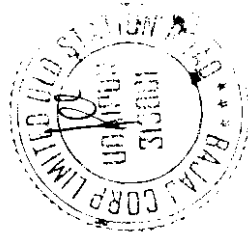


ORDINARY - Appointment of M/s. R.S. Dani & Company (Firm Registration Number 000243C) as the Statutory Auditors of the Company and to fix their remuneration.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category	Mode of Voting		98625000	98625000	100.00	98625000	0	100.00	0.00
	E-Voting								
	Poll								
Promoter and Promoter Group	Postal Ballot (if applicable)				0.00				
	E-Voting		40122890	34229223	85.31	34066223	163000	99.52	0.48
	Poll				0.00				
Public- Institutions	Postal Ballot (if applicable)				0.00				
	E-Voting		8752110	7876	0.09	7576	300	96.19	3.81
	Poll				0.01				
Public- Non Institutions	Postal Ballot (if applicable)				0.00				
	Total		147500000	132862905	90.08	132699565	163340	99.88	0.12

SPECIAL - Re-appointment of Mr.Sumit Malhotra (DIN 02183825) as Managing Director of the Company.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category	Mode of Voting		98625000	98625000	100.00	98625000	0	100.00	0.00
	E-Voting								
	Poll								
Promoter and Promoter Group	Postal Ballot (if applicable)				0.00				
	E-Voting		40122890	34229223	85.31	34229223	0	100.00	0.00
	Poll				0.00				
Public- Institutions	Postal Ballot (if applicable)				0.00				
	E-Voting		8752110	7953	0.09	7063	890	88.81	11.19
	Poll				0.01				
Public- Non Institutions	Postal Ballot (if applicable)				0.00				
	Total		147500000	132862982	90.08	132862092	890	100.00	0.00



SPECIAL - Further issue of Capital pursuant to Section 62(1) (c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 (as amended) by way									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category		Mode of Voting							
		E-Voting	98625000	98625000	100.00	98625000	0	100.00	0.00
		Poll	0	0	0.00	00	0	0.00	0.00
		Postal Ballot (if applicable)							
Promoter and Promoter Group		E-Voting	40122890	34229223	85.31	33191837	1037386	96.97	3.03
		Poll		0	0.00	00	0	0.00	0.00
		Postal Ballot (if applicable)							
Public- Institutions		E-Voting	8752110	7063	0.08	7011	52	99.26	0.74
		Poll		806	0.01	806	0	100.00	0.00
		Postal Ballot (if applicable)							
Public- Non Institutions		Total	147500000	132862092	90.08	131624654	1037438	99.22	0.78



# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

### CONSOLIDATED REPORT OF SCRUTINIZER

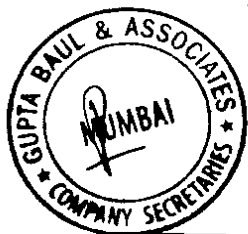
[Pursuant to Section 108 of the Companies Act, 2013 and Rules 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Bajaj Corp Limited

10<sup>th</sup> (Tenth) Annual General Meeting (AGM) of the Equity Shareholders of Bajaj Corp Limited held on Wednesday, July 20, 2016 at 10:30 A.M at Raghu Mahal Hotels Private Limited, 93, M.B. College Road, Darshanpura, Airport Road, Udaipur-313 001, Rajasthan.

Dear Sirs,

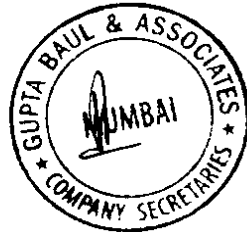
1. I, Prasanjit Kumar Baul, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Bajaj Corp Limited** ( the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by polling paper at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amended Rule, 2015) in respect of resolutions proposed at 10<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company held on Wednesday, July 20, 2016 at 10:30 A.M at Raghu Mahal Hotels Private Limited, 93, M.B. College Road, Darshanpura, Airport Road, Udaipur-313 001, Rajasthan, submit my report as under:
2. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by polling paper by the Shareholders on the resolutions proposed in the Notice of the 10<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process, both through the electronic process and voting by polling paper at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report to the Chairman of the total votes cast in favour or against, if any, on the resolutions based on the report generated from the electronic voting system provided by Karvy Computershare Private Limited (Registrar & Transfer Agent) and for voting by polling papers at the meeting.
3. In accordance with the Notice of the 10<sup>th</sup> Annual General Meeting sent to the Shareholders and the newspaper advertisement published pursuant to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amended Rules 2015) on Wednesday, June 22, 2016, the remote e-voting opened at 9:00 A. M on July 16, 2016 and remained open up to 5:00 P.M on July 19, 2016.
4. The Equity Shareholders holding shares as on July 13, 2016, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 10<sup>th</sup> Annual General Meeting of the Company.



5. The votes on remote e-voting were unblocked at around 10.48 a.m. after conclusion of voting at the Annual General Meeting in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) and the same are being handed over to the Chairman.
6. After declaration of voting by polling paper by the Chairman at the meeting, an empty ballot box was locked and sealed in the presence of members and proxies for voting duly marked by identification mark placed on the box. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses, who are not the employees of the Company, and polling papers received serially numbered, sorted, signatures verified were scrutinized and initialed by the Scrutinizer. The polling papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e on remote e-voting as well by polling paper. As per the information given by the Company the names of the Shareholders who have voted on e-voting through the facility provided by Karvy Computershare Private Limited (Registrar & Transfer Agent) had been blocked and polling papers duly numbered serially by print were issued only to those members who were present at the Annual General Meeting.
7. There were no polling paper which were incomplete and/or which were otherwise found defective or already cast through e-voting.
8. Details of voting (through E-voting and by polling paper) as per Regulation 44(3) of Listing Regulations is attached as an annexure to this report.
9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 10th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You  
Yours truly

Place: Udaipur  
Date: 20/07/2016



For GUPTA BAUL & ASSOCIATES  
COMPANY SECRETARIES

A handwritten signature in black ink, appearing to read "Prasanjit Baul".

PRASANJIT KUMAR BAUL

PARTNER

CP No: 12981

ACS No: 34347

# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

### A) Resolution -1: Ordinary Resolution

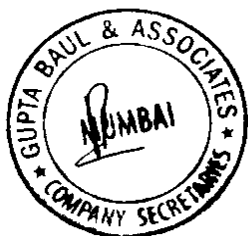
Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2016.

Mode of voting	Remote E-voting			Poll			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favor of the resolution	135	132800493	100	15	806	100	150	132801299	100
Votes in against of the resolution	1	790	0	0	0	0	1	790	0
Invalid/Abstain Votes	3	61813	-	0	0	0	3	61813	-

### B) Resolution -2: Ordinary Resolution

To confirm Interim Dividend of 1150% (Rs. 11.50) per Equity Share declared on 14,75,00,000 Equity Shares of face value of Rs. 1/- each already paid for the Financial Year ended March 31, 2016.

Mode of voting	Remote E-voting			Poll			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favor of the resolution	137	132862176	100	15	806	100	152	132862982	100
Votes in against of the resolution	0	0	0	0	0	0	0	0	0
Invalid/Abstain Votes	1	920	-	0	0	0	1	920	-



# GUPTA BAIL & ASSOCIATES

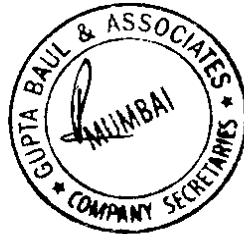
To appoint a Director in place of Mr. Kushagra Nayan Bajaj (DIN: 00017575), Director, who retire by rotation and being eligible, offers himself for re-appointment.

Mode of voting	Remote E-voting			Poll			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favor of the resolution	82	119274597	89.78	15	806	100	97	119275403	89.78
Votes in against of the resolution	55	13587554	10.22	0	0	0	55	13587554	10.22
Invalid/Abstain Votes	2	945	-	0	0	0	2	945	-

## D) Resolution - 4: Ordinary Resolution

Appointment of M/s. R.S. Dani & Company (Firm Registration Number 000243C) as the Statutory Auditors of the Company and to fix their remuneration.

Mode of voting	Remote E-voting			Poll			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favor of the resolution	134	132698799	99.88	14	766	95.04	148	132699565	99.88
Votes in against of the resolution	2	163300	0.12	1	40	4.96	3	163340	0.12
Invalid/Abstain Votes	3	997	-	0	0	0	3	997	-



Regd. Off. – B/701, Astor Place Building, Sector No. 3, Charkop, Kandivali West, Mumbai – 400067. Email – [hitesh@gbcs.co.in](mailto:hitesh@gbcs.co.in)  
 Branch Off. – G-1(P), Plot No. 379, Sai Deep Apartment, Sai Section, Ambarnath East, Thane – 421501. Email – [prasanjit@gbcs.co.in](mailto:prasanjit@gbcs.co.in)

# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

### E) Resolution -5: Special Resolution

Re-appointment of Mr. Sumit Malhotra (DIN: 02183825) as Managing Director of the Company.

Mode of voting	Remote E-voting			Poll			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favor of the resolution	136	132861286	100	15	806	100	151	132862092	100
Votes in against of the resolution	1	890	0	0	0	0	1	890	0
Invalid/Abstain Votes	1	920	-	0	0	0	1	920	-

### F) Resolution -6: 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

Mode of voting	Remote E-voting			Poll			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favor of the resolution	129	131823848	99.22	15	806	100	144	131824654	99.22
Votes in against of the resolution	7	1037438	0.78	0	0	0	7	1037438	0.78
Invalid/Abstain Votes	2	1810	-	0	0	0	1	920	-

