

# bajaj corp limited

April 20, 2011

<p>DCS - CRD Bombay Stock Exchange Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 023 Fax No. 2272 3719/ 2037 Script Code: : 533229</p>	<p>National Stock Exchange of India Ltd. Exchange Plaza, 5<sup>th</sup> Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East, Mumbai 400 051 Fax No. 2659 8237/ 8238 Script Code: BAJAJCORP</p>
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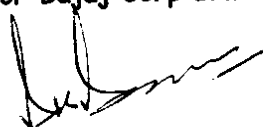
Dear Sir,

**Re.: Minutes of the announcement of Result of Postal Ballot**

Pursuant to the provisions of Clause 31 of the Listing Agreement, please find enclosed herewith Certified True Copy of the Minutes of the announcement of the result of the Postal Ballot on April 18, 2011 for your records.

Thanking you,

Yours faithfully,  
For Bajaj Corp Limited



Sujoy Sircar  
Company Secretary

Encl: as above

April 20, 2011

<b>DCS - CRD</b> <b>Bombay Stock Exchange Limited</b> <b>First Floor, New Trade Wing</b> <b>Rotunda Building,</b> <b>Phiroze Jeejeebhoy Towers</b> <b>Dalal Street, Fort, Mumbai 400 023</b> <b>Fax No. 2272 3719/ 2037</b> <b>Script 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, Mumbai 400 051</b> <b>Fax No. 2659 8237/ 8238</b> <b>Script Code: BAJAJCORP</b>
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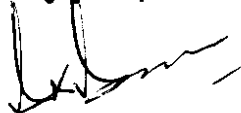
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**Company Secretary**

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**CERTIFIED TRUE COPY  
For Bajaj Corp Limited**

  
**Sujoy Sircar  
Company Secretary**

**Minutes of the Announcement of results of the Postal Ballot on April 18, 2011 at the Registered Office of Bajaj Corp Limited, at 2<sup>nd</sup> floor, Building No 2, Solitaire Corporate Park, 167 Guru Hargovind Marg, Mumbai – 400 093 at 11.00 A.M.**

**Background:**

The Postal Ballot Notice issued on February 11, 2011, pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 for passing the following Resolution by postal ballot, was dispatched to the Members of the Company on March 24, 2011.

The Board of Directors at its meeting held on February 11, 2011 had appointed Mr. R. Ramachandran, as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and the self addressed postage prepaid envelopes were also sent for use of Members. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or before March 26, 2011.

After due scrutiny of all the postal ballot forms received by Mr. R. Ramachandran, up to the close of working hours of March 26, 2011 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), Mr. R. Ramachandran submitted his report as under:

Sl#	Particulars	Ordinary Resolution for sub-division of existing face value of Rs. 5/- to Re. 1/- per equity share and to amend Capital clause of Memorandum of Association
1	No. of valid postal ballot forms received	822
2	Votes in favour of the Resolution (No. of Shares)	25718856
3	Votes against the Resolution (No. of Shares)	1495
4	No. of invalid votes received (No. of Shares)	270827
5	%age of votes in favour of the resolution	99.99%
6	%age of votes against the resolution	0.01%
7	Result	Carried with requisite majority

The Chairman after receiving the Scrutinizer's Report announced that the Ordinary Resolution at Item No. 1 of the Postal Ballot Notice were duly passed by the requisite majority and directed that the resolutions be recorded in the minute book recording the proceedings of general meetings of the members. The resolutions duly approved by the members are as under:



**RESOLUTION NO. 1- "AS AN ORDINARY RESOLUTION"**

**“RESOLVED** that pursuant to the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) read with Article 9 of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the Central Government and/or Statutory Authorities, each of the 4,00,00,000 equity shares of the nominal value of Rs.5/- each in the Authorised Share Capital of the Company be and is hereby sub-divided into 20,00,00,000 equity shares of Re.1/- each and consequently the existing Clause V (being Capital Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in its place and stead:

‘V. “The Authorised Share Capital of the Company is Rs.20,00,00,000 divided into 20,00,00,000 Equity Shares of Re.1/- each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company”.

**“RESOLVED FURTHER** that upon sub-division of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value Rs. 5/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions of Companies (Issue of Share Certificates) Rules, 1960 and in the case of Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

**“RESOLVED FURTHER** that the Board of Directors of the Company (“the Board”, which expression shall also include a Committee thereof) be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”



Sd/-  
CHAIRMAN