

bajaj corp limited

April 25, 2011

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 3719/2039 Stock Code: 533229	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No.2659 8237/8238 Stock Code: BAJAJCORP
---	--

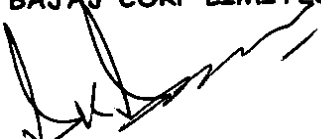
Dear Sirs,

Please find enclosed herewith Undertaking stating that the Company will set up Auto Corporate Action with both the Depositories - CDSL & NSDL for execution before the beginning of the day on the trading day succeeding the record date and Certificate True copy of the resolution passed by the Members of the Company through Postal ballot pursuant to Section 192A of the Companies Act, 1956.

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

Thanking you,

Yours faithfully,
For **BAJAJ CORP LIMITED**



Sujoy Sircar
Company Secretary

Encl: as above

bajaj corp limited

April 25, 2011

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 3719/2039 Stock Code: 533229	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No.2659 8237/8238 Stock Code: BAJAJCORP
---	--

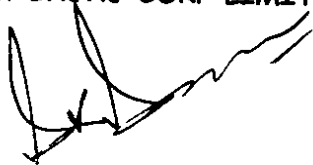
Dear Sirs,

Please find enclosed herewith Undertaking stating that the Company will set up Auto Corporate Action with both the Depositories - CDSL & NSDL for execution before the beginning of the day on the trading day succeeding the record date and Certificate True copy of the resolution passed by the Members of the Company through Postal ballot pursuant to Section 192A of the Companies Act, 1956.

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

Thanking you,

Yours faithfully,
For **BAJAJ CORP LIMITED**



Sujoy Sircar
Company Secretary

Encl: as above

bajaj corp limited

Undertaking from the Company

The Board of Directors of the company has fixed a record date of 06/05/2011 for purpose of sub-division/ stock split of Rs.5 /- per share of the company into the shares of Re.1/- each.

We hereby undertake that the company will set up Auto Corporate Action with both the Depositories – CDSL & NSDL for execution before beginning of the day on the trading day succeeding the record date.

Further, the company undertakes to resolve any complaint on account of the failure on the part of company to complete all formalities for execution of Auto Corporate Action.

For Bajaj Corp Limited


Sujoy Sircar
Company Secretary



Date: April 25, 2011
Place: Mumbai

bajaj corp limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF BAJAJ CORP LIMITED (THE "COMPANY") THROUGH POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

“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.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 FOR ITEM No. 1 OF THE NOTICE

Item No. 1

The equity shares of the Company are presently listed and actively traded on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).



bajaj corp limited

In order to further improve the liquidity of your Company's shares, widen the shareholder base and encourage greater participation by small investors, the Board of Directors at their meeting held on February 11, 2011, considered it desirable to sub-divide (split the face value) the existing nominal value of the equity shares of the Company subject to the approval of the Shareholders and all concerned Statutory Authorities. It was also decided by the Board of Directors at the aforesaid meeting that the approval of the Shareholders for the above proposal be obtained by way of a Postal Ballot pursuant to the provisions of Section 192A of the Companies Act, 1956 ("the Act") and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 ("the Rules") as framed thereunder. It is expected that if shares are further sub divided, it may create affordability among the investors and result into higher volume of transactions at the Stock Markets.

The Record Date i.e. the date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders' approval and will be notified through the Stock Exchanges.

The Authorised Equity Capital of the Company as on date is Rs. 20,00,00,000 divided into 4,00,00,000 Equity Shares of Rs.5/- each. It is proposed to sub-divide the nominal value of equity share capital of the Company from the present Rs.5/- paid-up into Re.1/- paid up. The proposal of the Company to sub divide its shares into a smaller amount is permissible as per Section 94 (1) (d) of the Companies Act, 1956. The sub division of shares also calls for the corresponding amendment in Clause V of the Memorandum of Association, subject to the approval of shareholders.

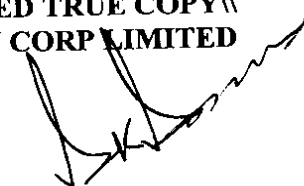
The Board of Directors is of the opinion that the aforesaid sub-division of the face value of the Equity Shares is in the best interest of the Company and the investors and hence commends passing of the Resolution at item No. 1 as Ordinary Resolution.

A copy of the existing Memorandum and Articles of Association of the Company alongwith the proposed draft amendments is available for inspection by any Shareholder at the Registered Office of the Company between 10.00 am and 1.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up to and including the date of announcing the results of this Postal Ballot, viz., April 18, 2011.

Accordingly, in terms of Section 192A of the Companies Act, 1956, approval of the shareholders is being sought through postal ballot for passing the Ordinary Resolution as set out in the Notice.

The Directors of the Company may be deemed to be concerned or interested in the above resolution to the extent of respective equity shares in the Company held by them. Except as aforesaid none of the Directors of the Company is, in any way, concerned or interested in the said resolution.

**\\CERTIFIED TRUE COPY\\
FOR BAJAJ CORP LIMITED**


**SUJOY SIRCAR
COMPANY SECRETARY**