

April 9, 2012

<b>DCS - CRD</b> 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	<b>National Stock Exchange of India Ltd.</b> 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
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Dear Sirs/Madam,

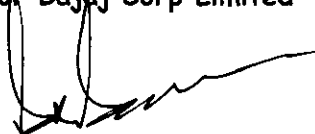
**Sub: Notice of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 for Issue of equity shares pursuant to Chapter VIII-A for Institutional Placement Programme and for corporate guarantee in accordance with the provisions of section 372A of the Companies Act, 1956.**

Further to our letter dated April 3, 2012 regarding the captioned subject, please find enclosed herewith 6 copies of Specimen of Notice of Postal Ballot and Form pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

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 9, 2012

<b>DCS - CRD</b> <b>Bombay Stock Exchange Limited</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>  <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</b> <b>Mumbai 400 051</b>  <b>Fax No. 2659 8237/ 8238</b> <b>Script Code: BAJAJCORP</b>
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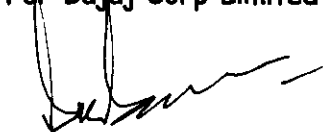
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Yours faithfully,  
For Bajaj Corp Limited



Sujoy Sircar  
Company Secretary

Encl.: As above

**SPECIMEN**

## **bajaj corp limited**

**Registered Office :** 2<sup>nd</sup> Floor, Building No. 2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (E), Mumbai 400 093.  
Website: www.bajajcorp.com

### **NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956**

To,  
The shareholders of Bajaj Corp Limited

NOTICE is hereby given pursuant to the provisions of Section 192A of the Companies Act, 1956 (the "Companies Act"), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the "Rules") for the consent of the shareholders of Bajaj Corp Limited (hereinafter referred to as the "Company") to the Special Resolutions mentioned herein below which are proposed to be transacted by voting by Postal Ballot.

The Company is required under Clause 40A of the Listing Agreement to maintain Public Shareholding at 25%. One of the avenues available to the Company to achieve the level of 25% Public Shareholding is to create, offer, issue or allot further equity shares or that the Promoter(s) transfer their existing equity shares to Qualified Institutional Buyers ("QIBs") under the recently introduced provisions of Institutional Placement Programme in terms of Chapter VIII-A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

The Company proposes to seek approval of shareholders through the following Special Resolutions: (i) under Section 81(1A) of the Companies Act for issue of further equity shares under the Institutional Placement Programme for increasing Public Shareholding upto 25%; (ii) under Section 372A of the Companies Act for confirmation of the Resolution passed by the Board of Directors for issuance of Corporate Guarantee for Rs. 250 crore. The Company had during the year 2011-12 provided Corporate Guarantee in favour of Yes Bank Limited against a borrowing of Rs. 250 crore availed by a group company, which has since been released on March 30, 2012, as approved by the Board of Directors in accordance with the provisions of Section 372A of the Companies Act. Further, pursuant to the provisions of Section 372A of the Companies Act and the aforementioned Rules, confirmation is sought from the shareholders through Special Resolution for Corporate Guarantee given by the Company to Yes Bank Limited. **The Company is providing voting facilities to the shareholders through Postal Ballot Form only.**


In order to facilitate wider participation in the approval process by the shareholders residing at different locations, the Company is seeking your approval through Postal Ballot. The proposed Special Resolutions along with Explanatory Statements pursuant to Section 173(2) of the Companies Act, setting out all material facts and reasons thereto is stated below for your consideration. The Postal Ballot Form for voting by you as a shareholder of the Company is enclosed below.

The Board of Directors has appointed Mr. R. Ramachandran, Past President of The Institute of Company Secretaries of India and Practicing Company Secretary as Scrutinizer for conducting Postal Ballot voting process through fair and transparent manner. The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the postal ballots. The results will be announced by the Chairman or any Director of the Company on Monday, May 21, 2012 at the Registered Office of the Company. The results of the Postal Ballot will also be communicated to the Stock Exchanges where the Company's securities are presently listed and posted on the Company's website [www.bajajcorp.com](http://www.bajajcorp.com).

Please read carefully the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed, pre-paid postage business reply envelope, so as to reach the Scrutinizer on or before the close of working hours on Saturday, May 12, 2012. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. **No other form or photocopy thereof is permitted.**

The Special Resolutions as stated below shall be declared as passed if votes cast in favour of the said Resolutions by shareholders so entitled and voting are not less than three times the number of votes, if any, cast against the same.

By Order of the Board of Directors  
For **BAJAJ CORP LIMITED**



**Sujoy Sircar**  
Company Secretary

Place: Mumbai  
Date : April 3, 2012

#### **SPECIAL BUSINESS:**

- 1. Issue of equity shares pursuant to Chapter VIII-A: Institutional Placement Programme provided under the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009:-**

To consider and if thought fit, to pass, through Postal Ballot, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments, modifications, variation or re-enactment thereof) (the "Companies Act"), the Foreign Exchange Management Act, 1999, as amended ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Reserve Bank of India ("RBI") and Government of India ("GOI") and/or any other competent authorities as may be required and clarifications, if any issued thereon from time to time, the equity listing agreements entered into by the Company with the Stock Exchanges where the Company's equity shares of face value of Re. 1/- each (the "Equity Shares") are listed (the "Listing Agreement"), and subject to any approval, consent, permission and/or sanction of GOI, SEBI, RBI and the Stock Exchanges, as may be required, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all other necessary approvals, permissions, consents and/or sanctions of concerned statutory and other relevant authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals,

permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (herein referred to as the "Board", which term shall include any Committee thereof constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law), consent, authority and approval is hereby accorded to create, offer, issue and allot in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way issuance of equity shares not exceeding 1,91,70,000 equity shares of face value Re. 1/- each, at a price to be determined in accordance with the provisions of Regulation 91F of Chapter VIII-A of the SEBI ICDR Regulations, through an Institutional Placement Programme, under Chapter VIII-A of the SEBI ICDR Regulations, (hereinafter collectively referred to as the "equity shares") (issuance of fresh shares and/ or offer for sale of equity shares of the Company by the promoter / promoter group of the Company for the purpose of achieving minimum Public Shareholding in terms of Rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957 ("SCRR")), to Qualified Institutional Buyers ("QIBs") as defined in the SEBI ICDR Regulations, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by Qualified Institutional Buyers, whether or not such QIBs are members of the Company, to all or any of them, jointly or severally through prospectus, offer document and/or other letter or circular ("Placement Document") and/or on private placement basis, from time to time in one or more tranches as may be deemed appropriate by the Board and such issue and allotment to be made on such occasion or occasions, at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue and in such form and manner and on such terms and conditions or such modifications thereto as the Board may determine in consultation with the Merchant Banker(s) and/or Lead Manager(s) and/or Underwriters and/or other Advisors, at such price or prices, at a discount or at a premium on the market price or prices and in such form and manner and on such terms and conditions or such modifications thereto, including the number of equity shares to be issued, face value, and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in consultation with the Appropriate Authority(ies), the Merchant Banker(s) and/or Lead Manager(s) and/or Underwriter(s) and/or Advisor(s) and/or such other person(s), but without requiring any further approval or consent from the shareholders and also subject to the applicable regulations for the time being in force."

"RESOLVED FURTHER THAT a minimum of 25% of the equity shares issued pursuant to said regulations shall be allotted to mutual funds and insurance companies and if no mutual funds and insurance companies are agreeable to take up the minimum portion or any part thereof, then such minimum portion or part thereof may be allotted to other QIB(s) or otherwise."

"RESOLVED FURTHER THAT the pricing of the securities whether on Institutional Placement Programme to QIBs as per the provisions of Chapter VIII-A of SEBI ICDR Regulations shall be determined at least one day prior to the opening of the Institutional Placement Programme."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any Merchant Banker(s), Lead Manager(s), Co-Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Banker(s)/Escrow Banker(s) to the Issue and all such agencies and intermediaries as may be involved or concerned in such offerings of securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such securities in one or more Indian/ International Stock Exchanges."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of further equity shares as may be required to be issued and allotted in accordance with the terms of the offering, all such further equity shares ranking pari-passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue and in the placement document."

"RESOLVED FURTHER THAT subject to the existing law and regulations, such equity shares to be issued, that are not subscribed, may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them QIBs whether or not such investors are members of the Company, as the Board may in its absolute discretion decide."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing, depository and custodian arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/ offer(s) or allotment(s) or otherwise and utilisation of the issue proceeds and/ or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company to the end and intent that the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT to the extent permissible under Law, the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

**2. Confirmation of the resolution passed at the Meeting of the Board of Directors for corporate guarantee in accordance with the provisions of Section 372A of the Companies Act, 1956.**

To consider and if thought fit, to pass, through Postal Ballot, the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 372A and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) confirmation and approval of the Company be and is hereby accorded to the Corporate Guarantee furnished by the Board in respect of facilities granted by Yes Bank Limited to Lalitpur Power Generation Company Limited, as per details given below:

Sr. No.	In favour of	Amount (Rs. in crore)	Details of Corporate Guarantee	Date of Board approval
1	Yes Bank Limited, 48, Nyaya Marg, Chanakyapuri, New Delhi- 110 021	250	Corporate Guarantee for the purpose of availing Term Loan of Rs. 250 crore from Yes Bank Limited by Lalitpur Power Generation Company Limited ("LPGL")	September 17, 2011"

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be expedient and necessary to give effect to this Resolution."



## ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

### In respect of Item No. 1

The Company has concluded an Initial Public Offer ("IPO") of 45,00,000 equity shares of face value of Rs.5/- per share, at an issue price of Rs.660/- per share aggregating to gross issue proceeds of Rs. 297 crore (net issue proceeds is approximately Rs. 275 crore). The equity shares of the Company were listed on August 18, 2010. As on March 31, 2012, the Public Shareholding is 15.25% and Promoters Shareholding is 84.75%. Pursuant to the provisions of the SCRR, the Company is required to increase the aforementioned Public Shareholding upto 25% within a period of 3 years from the date of listing of the securities, in the manner specified by SEBI.

The net issue proceeds under the IPO are proposed to be utilized as under:

Serial No.	Expenditure items	Total estimated expenditure (Rs. Crore)	Total expenditure incurred upto March 31, 2012 (Rs. Crore)
1.	Promotion of future products	220.00	9.20
2.	Acquisitions and other strategic initiatives	50.00	Nil
3.	General Corporate Purposes	5.00	Nil

#### Promotion of future products

The aforementioned expenditure incurred of Rs. 9.20 crore is primarily towards the promotion and launch of a new product, "Kailash Parbat Thanda Tel" in the first quarter of the financial year 2011-12. Kailash Parbat is Cooling oil which sells mainly in the summer season. In the very first year of its launch, we have managed to build distribution and notched up a market share of 1.8% (as of Feb 2012). The brand is now available in 1.72 lakh outlets across India. The response from the trade has been very encouraging. This brand has already become the third largest brand, on an all India basis, within the Cooling Oil market. In states like Rajasthan, Uttarakhand and Maharashtra, the brand is already the second largest brand and is threatening the market leader. Besides this, the Company has new products in its pipeline which are under product formulation and packaging design testing stage. Market research is being conducted. Once it meets all parameters, the Company intends to launch these products one by one.

The balance net issue proceeds continue to remain invested in certificate of deposits with banks and units of debt mutual funds and bank fixed deposits in compliance with the existing provisions of law, as disclosed in the Prospectus of the IPO.

#### Acquisitions and other strategic initiatives

The Company created a formal organization structure with a team of executives and managers to aggressively pursue the Mergers & Acquisitions ("M&A") initiative in a strategic manner. A head of M&A was brought on Board as an Executive Director for Business Development in August 2011 and a team of managers was appointed to drive the M&A initiative.

By the 3rd quarter of FY 2011, an M&A Play Book was in place which provided the framework and boundaries for the acquisition strategy of the Company. The hair, personal and skin care were identified as top priority categories in the M&A Play book, followed by other personal and household care segments. Skin and hair care are the two fastest growing sectors in personal care across the world and also in India.

The Company has pursued several opportunities during the FY 2011-12 both within India and outside India. The Company has progressed to different stages of the M&A process in various transactions in multiple geographies including in India.

The Company continues to pursue M&A very aggressively and expects to close some acquisition transaction in FY 2013. However, in interest of its shareholder value, the Company will make very prudent decisions on acquisitions by way of pricing of the deals, having observed some hard knocks that other Indian and foreign companies have taken since 2008 when they have been over aggressive in pursuit of their inorganic growth and the hits taken on account of impairment / forex losses and challenges at the time of closing of their ECBs.

The Securities and Exchange Board of India ("SEBI") has recently amended the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 SEBI ICDR Regulations by inserting Chapter VIII-A Institutional Placement Programme (the "IPP"). The provisions of this Chapter shall apply to issuance of fresh shares and / or offer for sale of shares in a listed issuer for the purpose of achieving minimum Public Shareholding in terms of Rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957 (as amended) (the "SCRR"). Further, SEBI on February 1, 2012 issued "Offer For Sale of shares by Promoters through Stock Exchange mechanism" (the "OFS") in order to facilitate Promoters to dilute/offload their holding in listed companies. The combined effect of the provisions of IPP and OFS mechanism will facilitate listed companies comply with the requirement of maintaining 25% minimum Public Shareholding.

To achieve the level of 25% minimum Public Shareholding, the Company will be required to issue 1,91,70,000 equity shares of face value Re. 1/- each, at a price to be stated in the Offer Document pursuant to the provisions of Reg. 91F of Chapter VIII-A of the SEBI ICDR Regulations. As per the provisions of Chapter VIII-A of the SEBI ICDR Regulations, approval of shareholders by passing of resolution under Section 81 (1A) of the Companies Act, 1956 is required and therefore, the approval of the shareholders is sought in the present Special Resolution, pursuant to Section 81(1A) of the Companies Act. Post issue of the equity shares of the Company, the Public Shareholding will be in compliance of the Clause 40A of the Listing Agreement and Securities Contract (Regulation) Rules, 1957 (as amended).

The pricing and allocation/allotment, minimum number of allottees and the size of the offer will be determined by the Company in consultation with the Merchant Bankers/Lead Managers in accordance with the provisions of Chapter VIII-A dealing with IPP of the SEBI ICDR Regulations. The Company proposes to apply the funds raised, subject to market conditions, for growth of Company's business, merger and acquisition opportunities, promotion of varied products and for general corporate purposes. The details of use of proceeds pursuant to the SEBI ICDR Regulations will be disclosed in the IPP Placement Document in consultation with the Merchant Bankers.

In view of the aforesaid, it is proposed, as stated in the resolution, equity shares be issued by way of IPP as permitted by Chapter VIII-A of the SEBI ICDR Regulations or any other Act/Regulations whichever is applicable not exceeding 1,91,70,000, to enable the Company comply with the requirements of maintaining minimum Public Shareholding pursuant to Clause 40A of the Listing Agreement.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 1 of the Notice by the shareholders, so as to enable it to issue further equity shares to eligible Qualified Institutional Buyers as envisaged under the IPP.

**SPECIMEN**

All the Directors may be deemed to be interested in the Resolution at Item No. 1, to the extent of shares and/or securities of the Company that may be held by them and/or to the entity or entities in which any of respective Director is deemed to be interested. Save as aforesaid, none of the Directors of the Company is, in any way, concerned or interested in the said Resolution.

**In respect of Item No 2**

Bajaj Hindusthan Limited ("BHL"), a Company promoted by the Shishir Bajaj family who are also Promoters of the Company, have recently made a major foray in the Power Sector in India. In first phase, 450 MW of power generation is being implemented through a special purpose vehicle. In the second phase, BHL was awarded the 1,980 MW Mega Thermal Power Project at Lalitpur, Uttar Pradesh which is being implemented through Lalitpur Power Generation Company Limited ("LPGCL"), a special purpose vehicle created for this purpose. The estimated cost of project is Rs. 11,848 crore and is proposed to be funded through a mix of debt and equity. For debt portion, LPGCL has already entered into a facility agreement in August 2011 with a syndicate of lenders for term loan financing of Rs. 8,886 crore. For equity portion, BHL which is presently holding 76% of equity in LPGCL will be required to contribute an aggregate sum of around Rs. 771 crore as its equity contribution for the project.

The power industry in India has been historically characterised by energy shortages as the gap between demand and supply of power has been increasing. The participation of private sector is on the increase and further capacity addition is required to meet the projected demand and achieve the targets. This presents an opportunity for huge investments in the Power Sector in India.

The Company was approached by BHL through its subsidiary LPGCL to partner BHL in its ambitious foray in the Power Sector and specifically in respect of the mega Thermal Power Project in Lalitpur, Uttar Pradesh. The following milestones of the mega Thermal Power Project in Lalitpur, Uttar Pradesh were also brought to the attention of the Board of Directors of the Company:

1. Long term Power Purchase Agreement ("PPA") was signed with the Uttar Pradesh Power Company Limited for 90% of net saleable power;
2. Application for Coal Linkages submitted to the Ministry of Coal, Government of India;
3. Status of the acquisition of land;
4. Grant of Environmental Clearances to LPGCL; and
5. Signing of Fuel Supply Agreement ("FSA") for imported coal.

Considering the magnitude of funding requirement and for successful completion of project and for earliest commencement of commercial production, LPGCL had placed order with BHEL ("BTG Contractor") and had to make advance payments as per the terms of the contract to find a place in BHEL's order book. Since their project loan was under sanction and they had to arrange for interim loans from the banks to pay to BHEL and meet other project related expenditure, LPGCL approached various banks who agreed to extend interim facilities to LPGCL on security of appropriate Corporate Guarantee. LPGCL had further informed the Company that Yes Bank Limited has granted a Term Loan facility of Rs. 250 crore to LPGCL for construction and other project related activities. However, Yes Bank Limited had stipulated in their sanction letter for Corporate Guarantee of the Company to be provided during the tenure of the Term Loan. Consequently LPGCL requested the Company for issuance of Corporate Guarantee in favour of Yes Bank Limited.

The Board of Directors, had at its meeting held on September 17, 2011 considered the proposal for partnering BHL in its foray in the Power Sector on the request of LPGCL and concluded that Power Sector represent an attractive investment opportunity for private players in general and the Company in particular; however it was decided by the Board to limit the financial exposure of the Company while partnering BHL indirectly. In light of the aforesaid issues and in the interest of the Company and in the circumstances of urgent necessity, the Board unanimously approved the issuance of Corporate Guarantee of Rs. 250 crore in favour of Yes Bank Limited in order to enable LPGCL immediately secure bridge financing facilities and to advance money to BHEL for project related activities.

Further, the Corporate Guarantee issued in favour of Yes Bank Limited as aforesaid has since been released on March 30, 2012 by Yes Bank Limited upon repayment of the Term Loan by LPGCL. The Company will receive guarantee commission of approximately Rs. 33 lacs for the period during which the guarantee remained outstanding.

Pursuant to Section 372A of the Companies Act, 1956, a Company cannot, except with the permission of the shareholders, make investment, give loan or guarantee or provide any security in excess of the limits set out therein. However, the Board may give guarantee, without being previously authorised by a Special Resolution in case of exceptional circumstances and also subject to the confirmation in a general meeting within twelve months of the resolution of the Board if there exists exceptional circumstances and the board resolution granting the guarantee is confirmed within twelve months from the date of the board resolution. As per the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, giving loans or extending guarantees or providing security in excess of the limits prescribed under sub section (1) of Section 372A shall be passed through Postal Ballot.

Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 in respect of Resolution No. 2 for confirmation of the resolution passed at the meeting of the Board of Directors for Corporate Guarantee in accordance with the provision of Section 372A of the Companies Act, 1956.

Your Directors commend the Resolutions for your approval. In terms of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules 2011, above Resolutions are being circulated for passing by Postal Ballot. It may be noted that Section 192A(4) of the Act provides that if a Resolution is assented to by the requisite majority of the members by means of Postal Ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

All the Directors may be deemed to be interested in the Resolution at Item No. 2, to the extent of shares and/or securities of the Company that may be held by them and/or to the entity or entities in which any of respective director is deemed to be interested. Save as aforesaid, none of the Directors of the Company is, in any way, concerned or interested in the said Resolution.

By Order of the Board of Directors  
For **BAJAJ CORP LIMITED**



**Sujoy Sircar**  
Company Secretary

Place : Mumbai  
Date : April 3, 2012

## bajaj corp limited

Regd. Office: 2<sup>nd</sup> Floor, Building No.2, Solitaire Corporate Park, 167, Guna Hargovind Marg, Chakala, Andheri (E), Mumbai 400 093.  
Website: [www.bajajcorp.com](http://www.bajajcorp.com)

### POSTAL BALLOT FORM

Serial No.

1. Name(s) of Shareholder(s)  
(including Joint-holders, if any)

2. Registered address of the  
sole/first named member

3. Registered Folio No.\*  
\*(Applicable to shareholder(s) holding  
shares in physical form)

4. Number of Equity Shares held

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated April 3, 2012 by sending my/our assent or dissent to the said Resolutions by placing the (✓) mark at the appropriate box below:

Description	Number of Shares	Assent / Dissent Mark (✓) for voting	
1) Special Resolution for Issue of equity shares pursuant to Chapter VIII-A of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 - Institutional Placement Programme to achieve minimum public shareholding of 25%.		I/We assent to the Resolution	<input type="checkbox"/>
		I/We dissent to the Resolution	<input type="checkbox"/>
2) Special Resolution under section 372A of the Companies Act, 1956 for confirmation of the resolution passed at the meeting of Board of Directors for corporate guarantee given to a body corporate.		I/We assent to the Resolution	<input type="checkbox"/>
		I/We dissent to the Resolution	<input type="checkbox"/>

Place :

Signature of Member

Date :

Note: Please read the instructions mentioned overleaf, carefully before exercising the vote

[www.bajajcorp.com](http://www.bajajcorp.com)

## bajaj corp limited

Regd. Office: 2<sup>nd</sup> Floor, Building No.2, Solitaire Corporate Park, 167, Guna Hargovind Marg, Chakala, Andheri (E), Mumbai 400 093.  
Website: [www.bajajcorp.com](http://www.bajajcorp.com)

### POSTAL BALLOT FORM

Serial No.

1. Name(s) of Shareholder(s)  
(including Joint-holders, if any)

2. Registered address of the  
sole/first named member

3. Registered Folio No.\*  
\*(Applicable to shareholder(s) holding  
shares in physical form)

4. Number of Equity Shares held

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated April 3, 2012 by sending my/our assent or dissent to the said Resolutions by placing the (✓) mark at the appropriate box below:

Description	Number of Shares	Assent / Dissent Mark (✓) for voting	
1) Special Resolution for Issue of equity shares pursuant to Chapter VIII-A of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 - Institutional Placement Programme to achieve minimum public shareholding of 25%.		I/We assent to the Resolution	<input type="checkbox"/>
		I/We dissent to the Resolution	<input type="checkbox"/>
2) Special Resolution under section 372A of the Companies Act, 1956 for confirmation of the resolution passed at the meeting of Board of Directors for corporate guarantee given to a body corporate.		I/We assent to the Resolution	<input type="checkbox"/>
		I/We dissent to the Resolution	<input type="checkbox"/>

Place :

Signature of Member

Date :

Note: Please read the instructions mentioned overleaf, carefully before exercising the vote

[www.bajajcorp.com](http://www.bajajcorp.com)

**SPECIMEN**

### INSTRUCTIONS

1. The Company is providing voting through Postal Ballot only. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. Unsigned /Blank Postal Ballot Form will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified true copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot form. A Shareholder may sign the form through an Attorney appointed specifically for this purpose, in which case an attested copy of the Power of Attorney should be attached to the Postal Ballot form.
5. A Shareholder need not use all his votes nor he needs to cast all his votes in the same way.
6. Duly completed Postal Ballot form(s) should reach the Scrutinizer not later than the close of working hours on Saturday, May 12, 2012. All Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Shareholder has not been received.
7. A Shareholder may request for a duplicate Postal Ballot form, if so required. However, the duly filled in duplicate Postal Ballot form should reach the Scrutinizer not later than the date specified at item 6 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. Friday, April 6, 2012.
9. Shareholders are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of the Postal Ballot form will be final.
11. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will be thereafter published in newspapers and communicated to the Stock Exchanges for the information of the Shareholders. The results of the Postal Ballot will also be posted on the website of the Company [www.bajajcorp.com](http://www.bajajcorp.com).

### INSTRUCTIONS

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