

November 20, 2018

DCS-CRD BSE 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	Listing Compliance 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 Stock Code: BAJAJCORP
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Dear Sir/Madam,

**Sub: Postal Ballot Notice**

Please find enclosed Notice of Postal Ballot seeking approval of the shareholders on the following:

1. To change of name of the Company from "Bajaj Corp Limited" to "Bajaj Consumer Care Limited /" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company.
2. Re-appointment of Mr. Aditya Vikram Somani (DIN: 00046286) as Independent Director of the Company, not liable to retire by rotation for the second term of 5 (five) consecutive years from April 1, 2019.
3. Re-appointment of Mr. Dilip Cherian (DIN: 00322763) as Independent Director of the Company, not liable to retire by rotation for the second term of 5 (five) consecutive years from April 1, 2019.
4. Re-appointment of Mr. Gaurav Dalmia (DIN: 00009639) as Independent Director of the Company, not liable to retire by rotation for the second term of 5 (five) consecutive years from April 1, 2019.

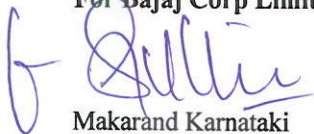
Further, please find below the schedule of events for postal ballot:

Sr. No.	Activity	Date
1	Cut-off date/Benpos date for sending notice to the shareholders	November 16, 2018
2	Voting start date	November 20, 2018
3	Voting end date	December 19, 2018
4	Scrutinizers report	On or before December 21, 2018
5	Declaration of results	On or before December 21, 2018

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

Thanking you,

Yours faithfully,  
For Bajaj Corp Limited



Makarand Karnataki  
Head-Legal & Company Secretary  
Membership No. ACS 14509



Encl: Postal Ballot Notice & Form

November 20, 2018

DCS-CRD BSE 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	Listing Compliance 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 Stock Code: BAJAJCORP
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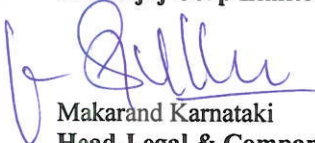
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Yours faithfully,  
For Bajaj Corp Limited



Makarand Karnataki  
Head-Legal & Company Secretary  
Membership No. ACS 14509



Encl: Postal Ballot Notice & Form



CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur 313 001, Rajasthan  
Tel: (0294) 2561631/32 | Website: [www.bajajcorp.com](http://www.bajajcorp.com) | Email: [complianceofficer@bajajcorp.com](mailto:complianceofficer@bajajcorp.com)

## NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force), for seeking consent of the members, to pass the proposed resolutions mentioned below as Special Resolutions through Postal Ballot including by way of Electronic Voting. The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Act setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Rules, Bajaj Corp Limited (the "Company") is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

The resolution for the purpose as stated herein below are proposed to be passed by Postal Ballot:

### SPECIAL BUSINESS:

1. Approval for change of name of the Company from "Bajaj Corp Limited" to "**Bajaj Consumer Care Limited**" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 4,5,13,14 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered by the Company with BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from "Bajaj Corp Limited" to "**Bajaj Consumer Care Limited**".

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be altered as under:

**The Name of the Company shall be Bajaj Consumer Care Limited**

**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. "**Bajaj Corp Limited**" be substituted with the new name, i.e. "**Bajaj Consumer Care Limited**" in the Memorandum and Articles of Association of the Company, other necessary documents and at all other places wherever appearing.

**RESOLVED FURTHER THAT** any one of the Whole-time Directors and/or Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit."

2. To re-appoint Mr. Aditya Vikram Somani (DIN: 00046286) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Aditya Vikram Somani (DIN: 00046286), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from April 1, 2019 till March 31, 2024 on the Board of the Company.

3. To re-appoint Mr. Dilip Cherian (DIN: 00322763) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Dilip Cherian (DIN: 00322763), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from April 1, 2019 till March 31, 2024 on the Board of the Company.

4. To re-appoint Mr. Gaurav Dalmia (DIN: 00009639) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Gaurav Dalmia (DIN: 00009639), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from April 1, 2019 till March 31, 2024 on the Board of the Company.

**By order of the Board of Directors,  
For Bajaj Corp Limited**

**Makarand Karnataki  
Head-Legal & Company Secretary  
Membership No. ACS 14509**

**Place : Mumbai  
Date : November 14, 2018**

## **NOTES**

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on November 16, 2018 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE).
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/postal Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
5. The Board of Directors on November 14, 2018, has appointed Mr. S N Ananthasubramanian, Practising Company Secretary (CP No. 1774) or failing him Ms. Malati Kumar, Practising Company Secretary (CP No. 10980), Thane, as Scrutinizer to receive and scrutinize the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from Tuesday, November 20, 2018 (9:00 am onwards) till Wednesday, December 19, 2018 (upto 5:00 pm) as the e-voting module shall be disabled for voting by Karvy Computershare Pvt. Ltd. thereafter. No voting shall be allowed beyond 5:00 pm of December 19, 2018. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (**FOR**) or dissent (**AGAINST**) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 pm on Wednesday, December 19, 2018. **Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**
8. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.
9. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, on Friday, December 21, 2018. The result of the Postal Ballot will be announced by the Chairman or any person authorised by the Chairman in writing, on or before Friday, December 21, 2018 by or before 5:00 pm at the Company's Registered office at Old Station Road, Sevashram Chouraha, Udaipur 313 001, Rajasthan. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer's report will also be placed on Company's website i.e. [www.bajajcorp.com](http://www.bajajcorp.com) and the website of Karvy i.e. <https://evoting.karvy.com>. The results alongwith the Scrutinizer's report shall also be displayed on the notice board at the Company's Registered office at Udaipur. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on December 19, 2018 i.e. being the last date of receiving postal ballot forms and e-voting.
10. All the documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 1:00 pm till December 19, 2018.
11. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

#### **PROCEDURE/INSTRUCTIONS FOR E-VOTING:**

The instructions for Members for e-voting are as under:

##### **A. In case a Member receives an e-mail from Karvy Computershare Pvt. Ltd:**

- i. Open the email which contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch Internet browser by typing the URL: <https://evoting.karvy.com>
- iii. Enter the login credentials (i.e. user ID and password mentioned in your email/Postal Ballot Form). Your Folio No./DP ID client ID will be your user ID. However, if you are already registered with Karvy Computershare Pvt. Ltd. (Karvy) for evoting, you can use your existing User ID and Password for casting your vote.

USER ID:	<p><b>For Members holding shares in Demat form:</b></p> <p>a. For NSDL: 8 character DP ID followed by 8 digits Client ID</p> <p>b. For CDSL: 16 digits Beneficiary ID/Client ID</p> <p><b>For Members holding shares in Physical form:</b></p> <p>Event No. (EVEN) followed by Folio No. registered with the Company.</p>
Password:	Your Unique Password is printed on the Postal Ballot Form/provided in the email forwarding the electronic notice.

- iv. After entering these details appropriately, Click on 'LOGIN'
- v. You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value(0-9) and a special character (@,#,\$ etc.). The system will prompt you to change your password and update any contact details like mobile, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password incase you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the E-Voting Event Number "EVENT" i.e. **Bajaj Corp Limited**.
- viii. On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in

'FOR/AGAINST' taken together should not exceed the total shareholding as on the cut-off date. If the shareholder does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- ix. Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the resolutions.
- x. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer at e-mail id [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above-mentioned documents should be in the naming format 'Corporate Name\_EVENT NO.'

**B. In case a Member receives Postal Ballot Form by Post and wants to vote electronically:**

- i. Initial password is provided at the bottom of the Postal Ballot Form.
- ii. Please follow all steps from Sl. No. (i) to Sl. No. (xi) as mentioned in (A) above, to cast e-vote.

**C.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders, available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free). In case of any grievances connected with e-voting, members may kindly contact Mrs. Shobha Anand, Deputy General Manager, Karvy Computershare Pvt. Ltd. at [einward.ris@karvy.com](mailto:einward.ris@karvy.com), Tel no. 040 67162222.

12. Eligible Members who have not received/received the Postal Ballot notice by email and who wish to vote through physical ballot can download the form from the link <https://evoting.karvy.com> or from the website of the Company [www.bajajcorp.com](http://www.bajajcorp.com)
13. The resolutions, if approved, shall be deemed to have been duly passed on the last date of e-voting i.e December 19, 2018. The resolutions will become effective on and from December 19, 2018, being the last date for casting the vote.
14. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent through permitted mode with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent:

Karvy Computershare Private Limited  
(Unit: **Bajaj Corp Limited**)  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032  
Tel: +91 40 67162222 Fax: +91 40 23001153 Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

15. The Postal Ballot Notice is placed in the "Investor" Section on the Company's website: [www. Bajajcorp.com/investor/General Meetings & Postal Ballots](http://www.Bajajcorp.com/investor/GeneralMeetings&PostalBallots) and on Karvy Website at <https://evoting.karvy.com>.

## ANNEXURE TO NOTICE

### STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS.

#### In respect of Item No. 1

Your Company is a renowned Fast-Moving Consumer Goods ("FMCG" company which markets personal care products in hair and skin care segments. The leading brand of your Company viz. 'Bajaj Almond Drops Hair Oil' caters to hair care segment in light hair oil category. Another skin care brand viz. 'NOMARKS' offers range of products like creams, face wash etc. in anti-marks category. However, the present name of your Company does not fully reflect the consumer care business and FMCG nature of industry.

It was therefore felt that the Company changes its name to "Bajaj Consumer Care Limited" which will bring more visibility in the market. It will also reflect the operations of the Company and FMCG industry of which it is a part.

The Company had made an application for reservation of name change to the Central Registration Centre, MCA and the desired name "**Bajaj Consumer Care Limited**" was made available vide their letter dated November 5, 2018 to the Company. Further, National Stock Exchange of India Limited and BSE Limited, where shares of the Company are listed, have accorded in-principle approval vide their letters dated November 13, 2018 for change of name of the Company.

The Companies Act, 2013 requires the Company to obtain the approval of members for change of name by way of Special Resolution.

The Directors consider the proposed Special Resolution in the interest of your Company and recommend the Special Resolution as set out in the notice, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and

Administration) Rules, 2014 for your approval by way of Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be.

The Board of Directors recommend passing of the Special Resolution, as set out in Item No.1 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out in the Item No. 1 of the Notice.

#### **In respect of Item No. 2 to 4**

Mr. Aditya Vikram Somani (DIN 00046286), Mr. Dilip Cherian (DIN: 00322763) and Mr. Gaurav Dalmia (DIN: 00009639) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold the office as Independent Directors of the Company upto March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination, Remuneration and Corporate Governance Committee of the Board of Directors have recommended re-appointment of Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination, Remuneration and Corporate Governance Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. upto March 31, 2024 on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia fulfill the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 2, 3, and 4, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copies of draft letters of appointment of Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia are interested in the resolutions set out respectively at Item Nos. 2, 3 and 4 of the Notice with regard to their respective re-appointments.

The relatives of Mr. Aditya Vikram Somani, Mr. Dilip Cherian and Mr. Gaurav Dalmia may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

The Board recommends the special resolutions set out at Item Nos. 2, 3 and 4 of the Notice for approval by the Members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Items Nos. 2, 3 and 4 of the Notice.

**By order of the Board of Directors,  
For Bajaj Corp Limited**

**Place : Mumbai  
Date : November 14, 2018**

**Makarand Karnataki  
Head-Legal & Company Secretary  
Membership No. ACS 14509**

## ANNEXURE TO ITEMS 2, 3 AND 4 OF THE NOTICE

Details of Directors seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

<b>Name of the Director</b>	Mr. Aditya Vikram Somani	Mr. Dilip Cherian
<b>Director Identification Number</b>	00046286	00322763
<b>Date of Birth</b>	04.11.1973	10.04.1956
<b>Nationality</b>	Indian	Indian
<b>Qualifications</b>	Mr. Aditya Somani has an MBA degree from University of Pittsburgh, USA, PG Diploma in Business Management from S P Jain Institute of Management and Research, Mumbai and Master of Commerce (Banking & Finance) degree from Sydenham College of Commerce and Economics, Mumbai.	Bachelor's Degree in Economics, Calcutta University and master's degree in economics, Delhi School of Economics.
<b>Experience (including expertise in specific functional area) /Brief Resume</b>	He is the Chairman of Everest Industries Ltd, India's fastest growing building products company. He has 25 years of experience in the business of Real Estate, Construction, and Information management and brings a deep focus on manufacturing processes, distribution networks and business growth.	Management consultant, entrepreneur and Member, Board of Governors, Advertising Standards Council of India. He has pioneered the concept of Image Management in India and is the founder of Perfect Relations, South Asia's top public relations and public affairs consultancy group. He is regarded as the 'Image Guru of India'. He is a political & policy expert par excellence on bureaucracy, economy and media. His career graph ranges from being the: <ul style="list-style-type: none"> <li>• Economic Consultant to the Ministry of Industry, (B.I.C.P).</li> <li>• Editor of 'Business India', India's leading business magazine.</li> <li>• Co-founder &amp; business editor of 'The Observer of Business &amp; Politics' Brand consultant at 'WolffOlins', London.</li> </ul>
<b>Terms and Conditions of Appointment / Re-appointment</b>	As per the resolution at Item No. 2 of the Postal Ballot Notice dated November 14, 2018 read with explanatory statement thereto	As per the resolution at Item No. 3 of the Postal Ballot Notice dated November 14, 2018 read with explanatory statement thereto
<b>Remuneration last drawn (including sitting fees, if any)</b>	₹ 1,65,000/- (Sitting Fees)	₹ 3,05,000/- (Sitting Fees)
<b>Number of equity shares held in the Company</b>	Nil	Nil



<b>List of Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1. Everest Industries Limited</li> <li>2. Evinco Exim Limited</li> <li>3. White Knight Constructions (I) Private Limited</li> <li>4. Trapu Cans Private Limited</li> <li>5. Falak Investments Private Limited</li> <li>6. Salaam Bombay Foundation</li> <li>7. Centre for Advancement of Philanthropy</li> </ol>	<ol style="list-style-type: none"> <li>1. Perfect Relations Private Limited</li> <li>2. Image Public Relations Private Limited</li> <li>3. Imprimis Life PR Private Limited</li> <li>4. Accord Public Relations Private Limited</li> <li>5. Perfect PR Communication Services Private Limited</li> <li>6. Next Radio Limited</li> <li>7. Next Mediaworks Limited</li> <li>8. Bizsol Advisors Private Limited</li> <li>9. My Dream Product Com Private Limited</li> <li>10. Jagran Prakashan Limited</li> <li>11. Spring Sport and Sustainability Private Limited</li> <li>12. PR Buzz Private Limited</li> <li>13. Adit Digital Private Limited</li> <li>14. Medialytics Research &amp; Monitoring Private Limited</li> <li>15. Centre for Image Management Studies Private Limited</li> <li>16. Syngience Broadcast Ahmedabad Limited</li> </ol>
<b>Chairman/Member of the Committees of the Boards of other companies in which he is Director</b>	<ol style="list-style-type: none"> <li>1. Everest Industries Limited <ul style="list-style-type: none"> <li>- Stakeholders Relationship Committee</li> <li>- CSR Committee</li> </ul> </li> </ol>	Jagran Prakashan Limited - Nomination and Remuneration Committee - Chairman
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

<b>Name of the Director</b>	Mr. Gaurav Dalmia
<b>Director Identification Number</b>	00009639
<b>Date of Birth</b>	26.09.1965
<b>Nationality</b>	Indian
<b>Qualifications</b>	Bachelors Degree in Computer Science from Salford University, UK and Masters in Business Administration from Colombia University, USA.
<b>Experience (including expertise in specific functional area) /Brief Resume</b>	Industrialist. He is the Chairman of Dalmia Group Holdings, a holding company for business and financial assets. It invests in private equity, real estate, public markets, structured debt and fixed income. He is an early investor in and a Board member of True North (formerly India Value Fund), a leading Indian private equity fund, which manages approximately \$3.5billion. He is also the founder and Chairman of Landmark Holdings, a real estate investment firm, which has invested in more than 40 housing projects. He co-founded GTI, a long-term investment vehicle for India focused investments. He was selected as a Global Leader for Tomorrow by the World Economic Forum in 2000.
<b>Terms and Conditions of Appointment / Re-appointment</b>	As per the resolution at Item No. 4 of the Postal Ballot Notice dated November 14, 2018 read with explanatory statement thereto.
<b>Remuneration last drawn (including sitting fees, if any)</b>	₹ 2,60,000/- (Sitting Fees)

<b>Number of equity shares held in the Company</b>	Nil
<b>List of Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1. Landmark Land holdings Private Limited</li> <li>2. True North Corporate Private Limited (Formerly India Value Fund Advisors Private Limited)</li> <li>3. Landmark Property Development Company Limited</li> <li>4. OCL India Limited</li> <li>5. Raymond Apparel Limited</li> <li>6. Ansal Landmark (Karnal) Township Private Limited</li> <li>7. Sandhar Technologies Limited</li> <li>8. National Synthetics Limited</li> </ol>
<b>Chairman/Member of the Committees of the Boards of other companies in which he is Director</b>	<ol style="list-style-type: none"> <li>1. Landmark Property Development Company Limited <ul style="list-style-type: none"> <li>- Stakeholders Relationship Committee</li> <li>- Committee of Directors</li> </ul> </li> </ol>
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any Director / Key Managerial Personnel



CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur 313 001, Rajasthan  
Tel: (0294) 2561631/32 | Website: [www.bajajcorp.com](http://www.bajajcorp.com) | Email: [complianceofficer@bajajcorp.com](mailto:complianceofficer@bajajcorp.com)

## POSTAL BALLOT FORM

Name of the Company	BAJAJ CORP LIMITED
Address of Registered Office	Old Station Road, Sevashram Chouraha, Udaipur 313 001, Rajasthan

- Name of the First Named Shareholder  
(in block letters)
- Postal Address
- Registered Folio No. / \*Client ID No.  
(\*Applicable to investors holding shares  
in dematerialized form)
- Class of Shares Equity
- Number of Equity shares held

I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot including eVoting for the business stated in the Notice dated November 14, 2018 of Bajaj Corp Limited (the "Company") by sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolution(s) by placing a tick(✓) mark in the appropriate column below:

Item No.	Resolution	No. of shares held by me/us	I/we assent to the resolution	I/we dissent to the resolution
1.	To change of name of the Company from "Bajaj Corp Limited" to " <b>Bajaj Consumer Care Limited</b> " and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company			
2.	Re-appointment of Mr. Aditya Vikram Somani (DIN: 00046286) as Independent Director of the Company, not liable to retire by rotation for the second term of 5 (five) consecutive years from April 1, 2019			
3.	Re-appointment of Mr. Dilip Cherian (DIN: 00322763) as Independent Director of the Company, not liable to retire by rotation for the second term of 5 (five) consecutive years from April 1, 2019			
4.	Re-appointment of Mr. Gaurav Dalmia (DIN: 00009639) as Independent Director of the Company, not liable to retire by rotation for the second term of 5 (five) consecutive years from April 1, 2019			

Place:

Date:

\_\_\_\_\_  
(Signature of the Shareholder)

Last Date for Receipt of Postal Ballot Form by the Scrutinizer/eVoting: **before 5.00 p.m. on December 19, 2018.**

### ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	USER ID	UNIQUE PASSWORD

**Note:** Please carefully read the instructions printed overleaf before exercising the vote.

## GENERAL INSTRUCTIONS TO SHAREHOLDERS FOR VOTING

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by Bajaj Corp Limited (the "**Company**"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The self-addressed postage pre-paid envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. on or before December 19, 2018 upto 5.00 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **Friday, November 16, 2018**.
10. The result of the Postal Ballot will be declared on or before December 21, 2018 at the registered office of the Company. The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Rules.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 7 above.
14. The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.