

June 25, 2018

National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, 'G' Block Bandra - Kurla Complex Bandra (East) Mumbai 400 051  <b>Stock Code: BAJAJCORP</b>	DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023  <b>Stock Code: BAJAJCORP</b>
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Dear Sirs

**Sub: 12<sup>th</sup> Annual General Meeting of the Members of the Company**

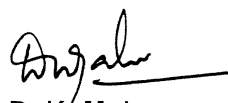
The Notice convening 12<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Monday, July 23, 2018 at 10:00 A.M. containing the business to be transacted thereat is attached herewith.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s), re-enactment(s) or substitution(s) thereof for the time being in force), Regulation 44 of Listing Regulations and Secretarial Standard on General Meetings, the Company is providing to its Members a facility to cast their vote on all the business items set forth in the Notice of AGM by electronic means from a place other than the venue of the AGM ("remote e-voting") using an electronic voting system provided by Karyv Computershare Private Limited. The instructions for e-voting are mentioned in the Notice.

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

Thanking you.

**For Bajaj Corp Limited**



**D. K. Maloo**  
**Chief Financial Officer**

Encl: as above

# bajaj corp limited

June 25, 2018

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

Thanking you,

**For Bajaj Corp Limited**



**D. K. Maloo**  
**Chief Financial Officer**

Encl: as above



CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur - 313 001, Rajasthan

Website: [www.bajajcorp.com](http://www.bajajcorp.com) • Email: [complianceofficer@bajajcorp.com](mailto:complianceofficer@bajajcorp.com)

## Notice

NOTICE is hereby given that the 12<sup>th</sup> Annual General Meeting (AGM) of the Members of Bajaj Corp Limited will be held on Monday, July 23, 2018 at 10.00 A.M. at Crimson Park Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road, Udaipur - 313 001, Rajasthan, to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of Directors and Auditors thereon.
2. To confirm the Interim Dividend of 1200% (₹ 12.00) per Equity Share declared and paid on 14,75,00,000 Equity Shares of Face Value of ₹ 1/- each for the Financial Year ended March 31, 2018 as Final Dividend.
3. To appoint a Director in place of Mrs. Vasavadatta Bajaj (DIN: 06976000), Director, who retires by rotation and being eligible, offers herself for re- appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, as amended by Companies (Amendment) Act, 2017 read with the Companies (Audit and Auditors) Rules, 2014, as amended by Companies (Audit and Auditors) Amendment Rules, 2018, M/s. Sidharth N Jain & Co., Chartered Accountants (Firm Registration No. 018311C), who have been appointed as Statutory Auditors of the Company at the 11<sup>th</sup> Annual General Meeting (AGM) of the Company held on July 18, 2017, for a term of 5 years from the conclusion of 11<sup>th</sup> AGM up to the conclusion of the 16<sup>th</sup> AGM of the Company, subject to ratification of such appointment by the Members at every AGM till the 15<sup>th</sup> AGM, be and are hereby appointed as Statutory Auditors of the Company for the remaining period of their

current term from the conclusion of this AGM up to 16<sup>th</sup> AGM of the Company, without any further confirmation / ratification / approval at every subsequent AGM of the Company, on such remuneration as may be agreed upon between the Board of Directors (hereinafter referred to as "the Board" which term shall deemed to include any Committee which the Board may have constituted or hereinafter constitute) and the Statutory Auditors, in addition to GST as applicable and reimbursement of actual out-of-pocket expenses incurred in connection with the Audit, as the Board may fix in this behalf.

**RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Personnel of the Company, be and are hereby severally authorised to settle any question(s), difficulty(ies) or doubt(s), that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution.

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India ('SEBI') (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ('SBEB Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications thereof or supplements thereto ('Listing Regulations'), the Foreign Exchange Management Act, 1999 including any modifications thereof or supplements thereto and

such other applicable guideline(s) / regulation(s) / rule(s) etc. which may be issued from time to time by SEBI or any other relevant authorities, to the extent applicable and subject to any approval(s), consent(s), permission(s) and sanction(s) of any authority(ies) as may be required and subject to any such conditions or modifications as may be prescribed or imposed by such authorities, if any, while granting such approval(s), consent(s), permission(s) and sanction(s), consent of the Members' of the Company be and are hereby accorded to the introduction and implementation of 'Bajaj Corp Employee Restricted Stock Unit Plan 2018' ("RSU 2018"/ "Plan") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination, Remuneration & Corporate Governance Committee which the Board has constituted or herein after constitute to exercise its powers, including the powers, conferred by this resolution and under SEBI SBEB Regulations) to create and grant from time to time, in one or more tranches, not exceeding 7,37,500 (Seven Lacs Thirty Seven Thousand and Five Hundred) employee stock options to or for the benefit of such person(s) who are in permanent employment of the Company within the meaning of RSU 2018, including any Director, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under RSU 2018, exercisable into not more than 7,37,500 (Seven Lacs Thirty Seven Thousand and Five Hundred) Equity Shares of Face Value of Re.1/- (Rupee One) each fully paid-up, where one employee stock option would convert into one Equity Share upon exercise, on such terms and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws including SEBI SBEB Regulations and the provisions of RSU 2018.

**RESOLVED FURTHER THAT** the Equity Shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue(s), bonus issue(s), merger and sale of division and others, if any, additional Equity Shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling as per the terms specified above shall be deemed to be increased to the extent of such additional Equity Shares issued.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the RSU 2018 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the Face Value per Equity Share shall bear to the revised Face Value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under RSU 2018 on the stock exchanges where the Equity Shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the RSU 2018.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the RSU 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit, at its absolute discretion, for such purpose and also to settle any issue(s), question(s), difficulty(ies) or doubt(s) that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification(s), change(s), variation(s), alteration(s), amendment(s), suspension(s) or termination(s) of the RSU 2018 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB Regulations and any other applicable laws in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant banker(s), broker(s), solicitor(s), registrar(s), compliance officer(s), investor(s) service centre(s) and other advisor(s), consultant(s) or representative(s), being incidental to the effective implementation and administration of RSU 2018 and also to make applications to the appropriate authorities, parties and the institutions for their

requisite approvals and all other documents required to be filed in the connection with the above and to settle all such question(s), difficult(ies) or doubt(s) whatsoever which may arise and take all such steps and decisions in this regard.

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in furtherance and partial modification of the Special Resolution passed by the Members at 10<sup>th</sup> Annual General Meeting of the Company held on July 20, 2016 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications thereof or supplements thereto (‘Listing Regulations’) and in accordance with the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) of appropriate and/or concerned authority(ies) and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/or concerned authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s) and as agreed to by the Board of Directors of the Company without any further approval of the Members of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board for increase in the limit of managerial remuneration payable to Mr. Sumit Malhotra (DIN:02183825), Managing Director of the Company, to enable Mr. Sumit Malhotra to exercise the Stock Options granted to him under the Bajaj Corp Employee Restricted Stock Unit Plan 2018 (“RSU 2018”/ “Plan”).

**RESOLVED FURTHER THAT** consequent to exercise of Options granted to Mr. Sumit Malhotra pursuant to “RSU 2018”/ “Plan”, his overall Managerial remuneration individually may exceed 5% of the net profit but shall not exceed 11% of the net profit of the Company calculated in accordance with Section 198 and other applicable provisions of the Companies Act, 2013 for that Financial Year.

**RESOLVED FURTHER THAT** in case the Company has in any Financial Year no profits or if its profits are inadequate anytime during the remaining tenure of office of Mr. Sumit Malhotra, he shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted and subject to such approval of such appropriate and/or concerned authorities as may be required, in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed by and between the Board and Mr. Sumit Malhotra, without any further approval of the Members of the Company.

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 20 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded, to charge from a Member, fee in advance equivalent to the estimated expenses of delivery of documents, pursuant to any request made by a Member for delivery of document through a particular mode of services, provided that such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post dispatch of such document to the Member.

**RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Personnel of the Company, be and are hereby severally authorised to waive such fees from any Member of the Company and to settle any question(s), difficulty(ies) or doubt(s), that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution.

**By Order of the Board of Directors**

**Hitesh Kanani**

General Manager - Company Secretary  
Membership No.: FCS 6188

Place : Mumbai  
Dated : May 29, 2018

**NOTES:**

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning special business to be transacted at the AGM is annexed and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ANNEXED TO THIS NOTICE.
4. Proxy holder shall prove his/her identity at the time of attending the Meeting.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Vasavadatta Bajaj (DIN: 06976000), Director, retires by rotation at the forthcoming AGM and being eligible, offers herself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
8. Information of Director proposed to be re-appointed at the forthcoming Annual General Meeting as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings is provided in the annexure to the Notice. The Director has furnished the requisite declarations for her re-appointment.
9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested are available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the 12<sup>th</sup> AGM.
10. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, July 17, 2018 to Monday, July 23, 2018 (both days inclusive) for the purpose of 12<sup>th</sup> AGM of the Company.
11. An Interim Dividend of 1200% (₹ 12.00 per share on 14,75,00,000 Equity Shares of Face Value of ₹ 1/- each) declared by the Board of Directors at its meeting held on January 11, 2018 was paid on January 31, 2018, to those shareholders whose name appeared in the Register of Members of the Company or in the records of the Depositories as beneficial owner of the shares as on Tuesday, January 23, 2018, being Record Date for the purpose of Interim Dividend.
12. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail Id etc., if any, immediately to the Company's Registrar and Share Transfer Agent (hereinafter referred to as RTA) i.e. 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 23420814, Email Id: [einward.ris@karvy.com](mailto:einward.ris@karvy.com). Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
13. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.

14. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
15. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the AGM will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip duly filled in and hand it over at the entrance of the venue.
16. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not encashed/claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company.

The details of Dividends declared and paid by the Company till date and the corresponding tentative due dates for transfer of such unencashed/unclaimed dividend to IEPF are furnished hereunder:

Dividend for the Financial Year	Date of Declaration of Dividend	Tentative Date of transfer to the IEPF
2010-2011	August 8, 2011	September 14, 2018
2011-2012	February 7, 2012	March 16, 2019
2012-2013	January 11, 2013	February 17, 2020
2013-2014	February 6, 2014	March 14, 2021
2014-2015	October 16, 2014	November 21, 2021
2015-2016	January 7, 2016	February 12, 2023
2016-2017	January 12, 2017	February 18, 2024
2017-2018	January 11, 2018	February 16, 2025

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the above Financial Years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates.

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund.

Members/claimants whose shares and/or unclaimed dividend have been transferred to the Fund, may claim the shares or apply for refund by making an application to IEPF Authority in Form No. IEPF-5

(available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the Authority from time to time. Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.

It is in the Members interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time.

Members are requested to contact RTA of the Company for claiming the dividend for the aforesaid years. The details of the unclaimed dividends are available on the Company's website at [www.bajajcorp.com](http://www.bajajcorp.com) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

17. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail Id either with the Company or with the Depository.

Accordingly, the Company will send the Annual Report for the year 2017-18 by electronic mode to all those Members at their registered e-mail ids provided to the Company by the respective Depositories and RTA. The physical copies of the Annual Report will also be available at the Registered Office of the Company for inspection during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the 12<sup>th</sup> AGM. In case any Member(s) insist for physical copy of the aforementioned documents, the same shall be sent to the respective Member(s) free of cost.

Members who have not registered their e-mail Id, physical copies of the Annual Report 2017-18 are being sent by the modes permitted under Companies Act, 2013. The Annual Report is also available on the Company's website at [www.bajajcorp.com](http://www.bajajcorp.com).

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in 'E-communication Registration Form' annexed to this Annual Report

as well as available on the Company's website at [www.bajajcorp.com](http://www.bajajcorp.com) under the heading "Investors" by the name "E-Communication Registration Form".

18. The route map of the venue of the Meeting in terms of requirement of Secretarial Standards on General Meetings forms part of this Notice.
19. Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.
20. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s), re-enactment(s) or substitution(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing to its Members facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") using an electronic voting system provided by Karvy Computershare Private Limited (Karvy) as an alternative for all Members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. For voting electronically, the process and manner for generating/receiving the password and to cast vote(s) in a secure manner, the Members are requested to take note of the following:

- a. The remote e-voting period commences on Thursday, July 19, 2018 at 9.00 A.M. and ends on Sunday, July 22, 2018 at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Monday, July 16, 2018, may cast their vote by electronic means in the manner and process set out hereinbelow. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.
- b. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Monday, July 16, 2018.
- c. Once the vote on a resolution is cast by a Member through remote e-voting, he/ she/it shall not be allowed to change it subsequently.
- d. Any person, who acquires shares and becomes Member of the Company after dispatch of Notice of AGM and holding shares as on the cut-off date, i.e. Monday, July 16, 2018, may refer to this Notice of AGM of the Company, posted on Company's website [www.bajajcorp.com](http://www.bajajcorp.com) for detailed procedure with regard to remote e-voting. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- e. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of Polling Papers/Ballot Papers at the AGM for the Members attending the meeting who have not cast their vote by remote e-voting. In case of voting by Polling Paper/Ballot Papers at the AGM, the voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the date of Book Closure.
- f. A Member may participate in the AGM even after exercising his right to vote through remote e-voting, but cannot vote again at the AGM.
- g. If a Member cast votes by both modes i.e. remote e-voting and Polling Papers/Ballot Papers at the AGM, then voting done through remote e-voting shall prevail and Polling Paper/ Ballot Paper shall be treated as invalid.

The instructions for remote e-voting are as under:

- A. In case a Member receiving Notice of AGM by email from Karvy [for Members whose email Ids are registered with the Company/ Depository Participant(s)]:
  - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii) Enter the login credentials (i.e., User ID and Password). In case of physical folio, user ID will be **EVEN Number 3771** followed by Folio No. In case of Demat Account, user ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password to cast your vote.



- iii) After entering these details appropriately, Click on "LOGIN".
  - iv) 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 your contact details like mobile number, email Id, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the "EVENT" i.e., Bajaj Corp Limited.
  - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date 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 your total shareholding as mentioned therein. You may also choose the option ABSTAIN. 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.
  - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi) A confirmation window 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 confirm voting on the Resolution(s).
  - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail Id: [prasanjit@gbcs.co.in](mailto:prasanjit@gbcs.co.in) 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."
  - xiii) In case a person has become the Member of the Company after the dispatch of Notice of AGM but on or before the cut-off date i.e. Monday, July 16, 2018, may write to Karvy on the email Id: [evoting@karvy.com](mailto:evoting@karvy.com) or to Mrs. C. Shobha Anand, Deputy General Manager, Karvy Computershare Private Limited, Unit: Bajaj Corp Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Contact No. 040-67162222, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the Notice of AGM [for Members whose email Ids are not registered with the Company/ Depository Participant(s)]:
    - i) In case of Members who have not registered their e-mail Ids, their User Id and Password are provided in the enclosed Attendance Slip for the AGM.
    - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
  - C. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>
  - D. The Company has appointed Mr. Prasanjit Kumar Baul, (Membership No. A34347) or failing him Mr. Hitesh Gupta (Membership No. A33684) from M/s. Gupta Baul & Associates, Company Secretaries in Practice, as the Scrutinizer to scrutinize the remote e-voting and voting by way of Polling Paper / Ballot Paper in a fair and transparent manner.
  - E. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in employment of the Company. The Scrutinizer shall submit a consolidated

Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.

- F. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s).
- G. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at [www.bajajcorp.com](http://www.bajajcorp.com) and Service Provider's website at <https://evoting.karvy.com> and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.

**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. AS ADDITIONAL INFORMATION, THE EXPLANATORY STATEMENT ALSO CONTAINS MATERIAL FACTS PERTAINING TO ORDINARY BUSINESS MENTIONED AT ITEM NO. 4 OF THE NOTICE:**

**In respect of Item No. 4**

At the 11<sup>th</sup> Annual General Meeting (AGM) of the Company held on July 18, 2017, M/s. Sidharth N Jain & Co., Chartered Accountants (Firm Registration No. 018311C) had been appointed as the Statutory Auditors of the Company for a term of 5 years to hold the office from the conclusion of 11<sup>th</sup> AGM till the conclusion of 16<sup>th</sup> AGM of the Company, subject to ratification of their appointment at every AGM by Members.

Ministry of Corporate Affairs by way of a Notification dated May 07, 2018, notified the provisions of Section 40 of the Companies (Amendment) Act, 2017 along with Companies (Audit and Auditors) Amendment Rules, 2018, whereby provisions of Section 139 of the Companies Act, 2013 were amended. As per the amendment, Statutory Auditors appointed by the shareholders at the AGM of the Company for a term, need not be ratified at every subsequent AGM held thereafter.

Accordingly, it is proposed to appoint M/s. Sidharth N Jain & Co., Chartered Accountants (Firm Registration No. 018311C), as Statutory Auditors of the Company for the remaining period of their current term from the conclusion of this AGM (up to 16<sup>th</sup> AGM of the Company) without any further confirmation / ratification / approval at every subsequent AGM of the Company.

As per the requirement of the Companies Act, 2013, M/s. Sidharth N Jain & Co., have confirmed that the appointment if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 and

they are not disqualified to be reappointed as Statutory Auditors in terms of the provisions of Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Further, as required under Regulation 33(1)(d) of Listing Regulations, M/s. Sidharth N Jain & Co., have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

In view of the above, M/s. Sidharth N Jain & Co., are continuing to be eligible to act as Statutory Auditors of the Company for the remaining period of their term and based on the recommendation of the Audit Committee and pursuant to Rule 3 of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommend passing of the Ordinary Resolution, as set out in Item No. 4 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 Ordinary Resolution, set out in Item No.4 of the Notice.

**In respect of Item No. 5**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with the Company. With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, your Company intends to implement an employee stock option plan namely 'Bajaj Corp Employee Restricted Stock Unit Plan 2018' ("RSU 2018"/ "Plan") seeking to cover eligible employees of the Company.

Accordingly, the Nomination, Remuneration & Corporate Governance Committee ("Committee") and the Board of Directors of the Company at their respective meetings held on May 29, 2018, approved the introduction of RSU 2018, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company seeks your approval with regard to the implementation of the Plan and grant of options thereunder to the eligible employees of the Company as decided from time to time as per the provisions of the Plan read with the provisions of SEBI SBEB Regulations.

The main features of the RSU 2018 are as under:

**A. Brief Description of the Plan:**

Keeping view the aforesaid objectives, the RSU 2018 contemplates grant of options to the eligible employees of the Company. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as Compensation Committee for the administration of RSU 2018. All questions of interpretation of the RSU 2018 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in RSU 2018.

**B. Total number of options to be granted:**

The total number of options to be granted under the RSU 2018 shall not exceed 7,37,500 (Seven Lacs Thirty Seven Thousand and Five Hundred). Each option when exercised would be converted in to one equity share of Re.1/- (Rupee One) each fully paid-up.

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the RSU 2018 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 7,37,500 (Seven Lacs Thirty Seven Thousand and Five Hundred), shall be deemed to be increased to the extent of such additional options issued.

**C. Identification of classes of employees entitled to participate in the RSU 2018:**

All permanent employees and Directors (hereinafter referred to as "employees") of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees/ Directors are eligible being:

- i. a permanent employee of the Company who has been working in India or outside India;
- ii. a director of the Company, whether a whole time director or not but excluding an independent director.

but does not include—

- (i) an employee who is a Promoter or belongs to the Promoter Group; and
- (ii) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

**D. Requirements of Vesting and period of Vesting:**

All the options granted on any date shall vest not earlier than minimum of 1 (One) year and not later than a maximum of 4 (Four) years from the date of grant of options as may be determined by the Committee. The Committee may at its sole discretion determine various terms and conditions of vesting and may also extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

The vesting dates in respect of the options granted under the RSU 2018 shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

**E. Maximum period within which the options shall be vested:**

All the options granted on any date shall vest not later than a maximum of 4 (Four) years from the date of grant of options as stated above.

**F. Exercise price or pricing formula:**

The exercise price per option shall be Re.1/-(Rupee One).

**G. Exercise period and the process of exercise:**

The exercise period would commence from the date of vesting and will expire on completion 5 (Five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time.

Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

**H. Appraisal process for determining the eligibility of employees under the RSU 2018:**

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

**I. Maximum number of options to be issued per employee and in aggregate:**

The maximum number of options that may be granted to any specific employee of the Company per employee and in aggregate under the RSU 2018 shall be lesser than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Company at the time of grant of options.

**J. Maximum quantum of benefits to be provided per employee under the RSU 2018:**

Apart from grant of options as stated above, no monetary benefits are contemplated under the RSU 2018.

**K. Route of RSU 2018 implementation:**

The RSU 2018 shall be implemented and administered directly by the Company.

**L. Source of acquisition of shares under RSU 2018:**

The RSU 2018 contemplates issue of fresh/ primary shares by the Company.

**M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

This is currently not contemplated under the present RSU 2018.

**N. Maximum percentage of secondary acquisition:**

This is not relevant under the present RSU 2018.

**O. Accounting and Disclosure Policies:**

The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.

**P. Method of option valuation:**

The Company shall adopt 'fair value method' for valuation of options as prescribed under Guidance Note or under any Accounting Standard, as applicable, notified by appropriate authorities from time to time.

**Q. Declaration:**

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the Members is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the RSU 2018 is available for inspection by Members of the Company at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up-to the date of the 12<sup>th</sup> AGM

The Board of Directors recommend passing of the Special Resolution, as set out in Item No. 5 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 Item No. 5 of the Notice, except to the extent they may be lawfully granted options under the RSU 2018.

### **In respect of Item No. 6**

Mr. Sumit Malhotra (DIN 02183825) was re-appointed as Managing Director of the Company at the 10<sup>th</sup> AGM of the Company held on July 20, 2016 for a period of 5 years commencing from August 08, 2016, by way of Special Resolution, on terms and condition and remuneration as stated in detail in the aforesaid Special Resolution.

Approval of the Members of the Company is sought at Item No. 5 of this notice of the AGM for Bajaj Corp Employee Restricted Stock Unit Plan 2018 ("RSU 2018"/"Plan") with or without modification.

If approved by the Members as stated aforesaid, it is proposed to grant options to Mr. Sumit Malhotra, Managing Director under "RSU 2018"/"Plan". Exercise of such options, is likely to create a perquisite in the hand of Mr. Sumit Malhotra to the extent of difference between the Market Price on the date of exercise and Grant Price of the of the options to be vested.

Consequent to exercise of Options granted to Mr. Sumit Malhotra pursuant to RSU 2018/Plan, his overall Managerial remuneration individually may exceed 5% of the net profit but shall not exceed 11% of the net profit calculated in accordance with Section 198 and other applicable provisions of the Companies Act, 2013 of the Company for that Financial Year.

In case the Company has in any Financial Year no profits or if its profits are inadequate anytime during the remaining tenure of office of Mr. Sumit Malhotra, as Managing Director, he shall be paid the remuneration including perquisites as stated in resolution at Item No. 6, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted and subject to approval of such authority(ies) as may be required, in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed by and between the Board and Mr. Sumit Malhotra, without any further approval of the Members of the Company.

In terms of provisions of Section 196, 197 and 198 of the Companies Act, 2013 and Rules made thereunder approval of the Members of the Company is sought for revision in remuneration of Mr. Sumit Malhotra, on account of exercise of option which may be granted to him.

Except the change in remuneration on account of exercise of option by Mr. Malhotra as stated above, there are no other changes proposed in the terms and conditions as well as remuneration of Mr. Malhotra which was approved by the shareholders at the 10<sup>th</sup> AGM of the Company held on July 20, 2016.

This explanatory statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms, conditions and limits of remuneration for managerial personal.

The Board of Directors recommends passing of the Special Resolution, as set out in Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Sumit Malhotra, are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution, set out in Item No.6 of the Notice.

### **In respect of Item No. 7**

In terms of provisions of Section 20 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, a document may be served on any Member by post or by registered post or by speed post or by courier or by delivering to his/her/its office or address or by such electronic or other mode as may be prescribed. Further, a Member may request for delivery of any document through a particular mode, for which the Member shall pay such fees in advance as may be determined by the Company at its AGM.

The Board of Directors recommend passing of the Special Resolution, as set out in Item No. 7 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 Item No. 7 of the Notice.

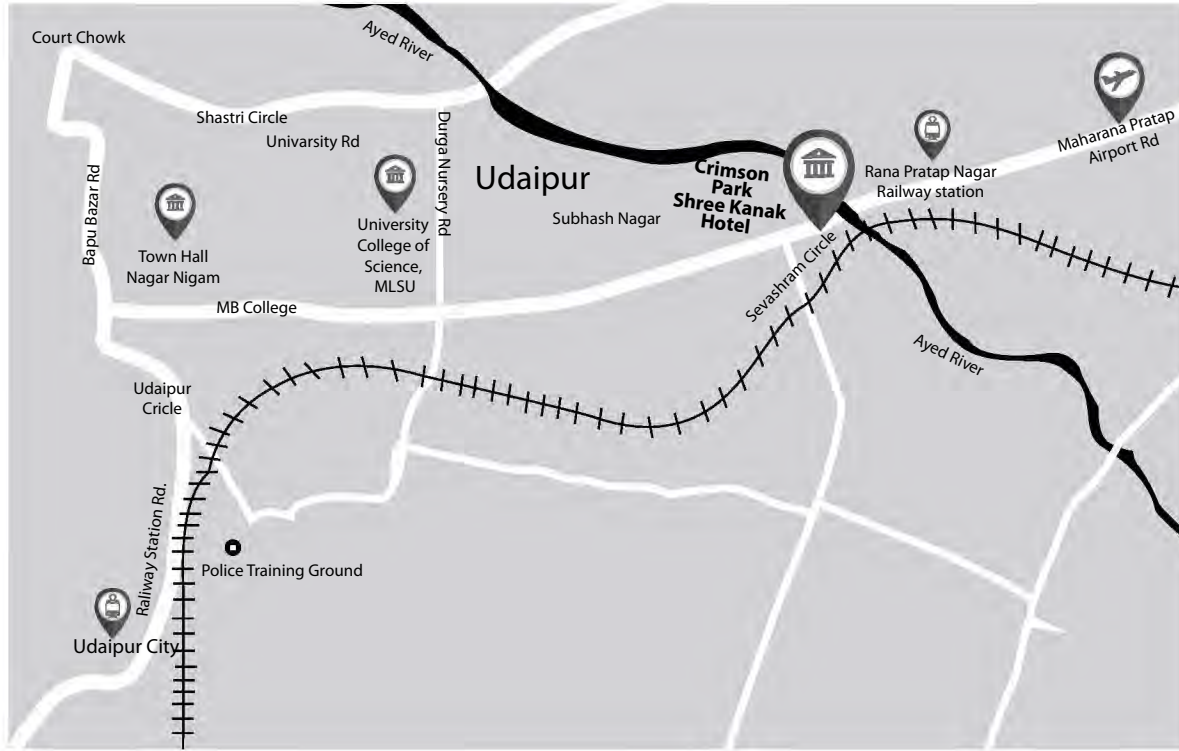
### **By Order of the Board of Directors**

**Hitesh Kanani**

General Manager - Company Secretary  
Membership No.: FCS 6188

Place : Mumbai  
Dated : May 29, 2018

**Route Map to the AGM Venue**



**ANNEXURE TO ITEM NO. 3 OF THE NOTICE DATED MAY 29, 2018**

Details of Director seeking re-appointment at the forthcoming 12<sup>th</sup> AGM [in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

<b>Name of the Director</b>	Mrs. Vasavadatta Bajaj
<b>Director Identification Number (DIN)</b>	06976000
<b>Designation</b>	Director
<b>Date of Birth</b>	10-06-1976
<b>Age</b>	41 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	26-09-2014
<b>Date of re-appointment by the Members</b>	20-07-2015
<b>Qualifications</b>	Bachelors degree in Commerce from Mumbai University.
<b>Expertise in functional area</b>	Experience in Community Welfare activity through involvement as a Trustee of Jamnalal Kaniram Bajaj Trust (JKBT)
<b>Number of Equity Shares held in the Company as on 31.03.2018</b>	NIL
<b>List of Directorships and Committee Memberships held in other Companies as on 31.03.2018</b>	NIL
<b>Number of Board Meetings attended during the year</b>	4
<b>Relationship with other Directors, Manager and KMP</b>	Mrs. Vasavadatta Bajaj is spouse of Mr. Kushagra Nayan Bajaj, Chairman of the Company.
<b>Remuneration Last Drawn</b>	Mrs. Vasavadatta Bajaj, Non-Executive Director is entitled to sitting fee, details of which are given in the Corporate Governance Report forming part of this Annual Report.
<b>Terms and conditions of appointment</b>	Non-Independent, Non-Executive Director liable to retire by rotation.



CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur - 313 001, Rajasthan  
Tel: +91 294 254 1631 / 32

Website: [www.bajajcorp.com](http://www.bajajcorp.com) Email: [complianceofficer@bajajcorp.com](mailto:complianceofficer@bajajcorp.com)

## ATTENDANCE SLIP

### 12<sup>TH</sup> ANNUAL GENERAL MEETING - MONDAY, JULY 23, 2018 AT 10:00 A.M.

I hereby record my presence at the **12<sup>th</sup> Annual General Meeting** of the Company held on Monday, July 23, 2018 at 10:00 A.M. at Crimson Park Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road, Udaipur - 313 001, Rajasthan.

Sr. No.

Name and Registered Address of the Shareholder :

Name(s) of the Joint Shareholder(s), if any :

Registered Folio No./DP ID & Client ID :

Number of Shares held :

Name of the Proxy/Representative, if any :

Signature of Member(s)/Proxy :

Signature of the Representative :

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

FOR ATTENTION OF THE MEMBERS

Members may please note the User ID and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings. Detailed instructions for e-voting are given in the Notes to the AGM Notice.

### ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD





CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur - 313 001, Rajasthan

Website: www.bajajcorp.com Email: complianceofficer@bajajcorp.com

PROXY FORM (FORM NO. MGT - 11)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email ID : \_\_\_\_\_ Folio No./Client ID/DP ID: \_\_\_\_\_

I/We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- 1. Name \_\_\_\_\_ Address \_\_\_\_\_ Having email id \_\_\_\_\_ or failing him/her
2. Name \_\_\_\_\_ Address \_\_\_\_\_ Having email id \_\_\_\_\_ or failing him/her
3. Name \_\_\_\_\_ Address \_\_\_\_\_ Having email id \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company to be held on Monday, July 23, 2018 at 10:00 A.M. at Crimson Park Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road, Udaipur - 313 001, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 5 columns: Resolution No., Subject Matter of the Resolution, For, Against, Abstain. Rows include Ordinary Business (1-4) and Special Business (5-7).

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.



Signature of proxy holder

Signature of shareholder across Revenue Stamp

- Notes: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. 2. It is optional to indicate your preference, if you leave the for or against column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate. 3. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company. 4. A proxy need not be a Member of the Company.

# **E-COMMUNICATION REGISTRATION FORM**

To,

Karvy Computershare Private Limited  
**Unit : Bajaj Corp Limited**  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli  
Financial District,  
Nanakramguda, Hyderabad – 500 032  
Phone No.: +91 40 6716 2222  
E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

<b>Folio No. / DP ID &amp; Client ID</b>	
<b>Name of the First Registered Holder</b>	
<b>Name of the Joint Holder(s), (if any)</b>	
<b>Registered Address</b>	
<b>Email ID (to be Registered)</b>	
<b>Signature of the First Registered Holder</b>	
<b>Date:</b>	

## **Notes:**

1. On registration/ updation, all the communications will be sent to the registered e-mail Id.
2. The form is also available on the website of the Company [www.bajajcorp.com](http://www.bajajcorp.com) under the heading "Investors" by the name "E-Communication Registration Form".
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
4. Members are requested to keep their depository participants / Company's Registrar- Karvy Computershare Private Limited informed as and when there is any change in the e-mail Id. Unless, the email Id given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id.