

NAME: **BAJAJ AUTO LIMITED**

SLNO	DESCRIPTION			
A	DATE OF AGM			
	17-07-2014			
B	BOOK CLOSURE DATE			
	05-07-2014 TO 17-07-2014 (BOTH DAYS INCLUSIVE)			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE (i.e. 04/07/2014 – RECORD DATE FOR DIVIDEND PURPOSE)			
	71175			
	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE (i.e. 30/05/2014 – CUT OFF DATE FOR E-VOTING PURPOSE)			
	74578			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY			
	277			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL
	PROMOTER AND PROMOTER GROUP ()	10	50	60
	PUBLIC	124	93	217
	TOTAL	134	143	277
E	No. of shareholders attended the meeting through Video conferencing NIL. No video conferencing facility was made available.			



Agenda-wise

The Mode of voting for all resolutions was E-voting (which included Physical Ballot forms sent in advance).

Resolution 1 : Adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31,2014, the reports of the Board of Directors and Auditors thereon.(Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0
Public – Institutional holders	6,96,04,313	4,95,85,759	71.24	4,95,16,979	-	99.86	0
Public-Others	7,50,29,575	2,30,03,029	30.66	2,30,03,029	-	100.00	0
Total	28,93,67,020	21,73,21,770	75.10	21,72,52,990	-	99.97	0

Resolution 2 : Declaration of Dividend on Equity Shares (Ordinary Resolution)

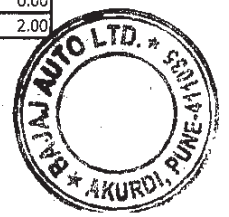
Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0
Public – Institutional holders	6,96,04,313	4,95,85,759	71.24	4,95,62,661	-	99.95	0
Public-Others	7,50,29,575	2,30,03,029	30.66	2,30,03,029	-	100.00	0
Total	28,93,67,020	21,73,21,770	75.10	21,72,98,672	-	99.99	0

Resolution 3 : Appointment of Madhur Bajaj , Director retiring by rotation (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public – Institutional holders	6,96,04,313	4,95,85,759	71.24	4,26,83,342	68,79,319	86.08	13.87
Public-Others	7,50,29,575	2,30,03,029	30.66	2,30,03,018	11	100.00	0.00
Total	28,93,67,020	21,73,21,770	75.10	21,04,19,342	68,79,330	96.82	3.17

Resolution 4 : Appointment of Sanjiv Bajaj ,Director retiring by rotation (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public – Institutional holders	6,96,04,313	4,95,85,759	71.24	4,52,18,420	43,44,241	91.19	8.76
Public-Others	7,50,29,575	2,30,03,029	30.66	2,30,03,018	11	100.00	0.00
Total	28,93,67,020	21,73,21,770	75.10	21,29,54,420	43,44,252	97.99	2.00



Resolution 5 : Appointment of Auditors and fixing their Remuneration (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public - Institutional holders	6,96,04,313	4,95,85,759	71.24	4,88,49,476	7,13,185	98.52	1.44
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,565	1,12,464	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	21,64,73,023	8,25,549	99.61	0.38

Resolution 6 : Appointment of Kantikumar R Podar as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public - Institutional holders	6,96,04,313	4,95,85,759	71.24	3,09,81,620	1,85,81,041	62.48	37.47
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,561	1,12,468	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	19,86,05,163	1,86,93,509	91.39	8.60

Resolution 7 : Appointment of D J Balajirao as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public - Institutional holders	6,96,04,313	4,95,85,759	71.24	4,24,31,818	71,30,843	85.57	14.38
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,561	1,12,468	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	21,00,55,361	72,43,311	96.66	3.33

Resolution 8 : Appointment of D S Mehta as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public - Institutional holders	6,96,04,313	4,95,85,759	71.24	3,07,88,011	1,87,74,650	62.09	37.86
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,561	1,12,468	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	19,84,11,554	1,88,87,118	91.30	8.69



Resolution 9 : Appointment of J N Godrej as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public – Institutional holders	6,96,04,313	4,95,85,759	71.24	4,94,19,321	1,43,340	99.66	0.29
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,561	1,12,468	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	21,70,42,864	2,55,808	99.87	0.12

Resolution 10 : Appointment of S H Khan as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public – Institutional holders	6,96,04,313	4,95,85,759	71.24	4,94,19,321	1,43,340	99.66	0.29
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,561	1,12,468	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	21,70,42,864	2,55,808	99.87	0.12

Resolution 11 : Appointment of Suman Kirloskar as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public – Institutional holders	6,96,04,313	4,95,85,759	71.24	4,95,61,717	944	99.95	0.00
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,561	1,12,468	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	21,71,85,260	1,13,412	99.94	0.05

Resolution 12: Appointment of Naresh Chandra as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982	-	100.00	0.00
Public – Institutional holders	6,96,04,313	4,95,85,759	71.24	4,26,76,059	68,86,602	86.07	13.89
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,561	1,12,468	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	21,02,99,602	69,99,070	96.77	3.22



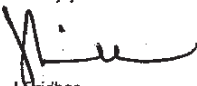
Resolution 13 : Appointment of Nanoo Pamnani as an Independent director (Ordinary Resolution)

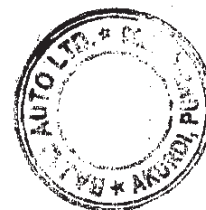
Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982		100.00	0.00
Public - Institutional holders	6,96,04,313	4,95,85,759	71.24	4,94,19,321	1,43,340	99.66	0.29
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,561	1,12,468	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	21,70,42,864	2,55,808	99.87	0.12

Resolution 14 : Appointment of P Murari as an Independent director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date, i.e. 30 May 2014)	No. of Votes Cast	% of Votes Cast on outstanding shares	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast	% of Votes against on votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	14,47,33,132	14,47,32,982	100.00	14,47,32,982		100.00	0.00
Public - Institutional holders	6,96,04,313	4,95,85,759	71.24	4,24,38,754	71,23,907	85.59	14.37
Public-Others	7,50,29,575	2,30,03,029	30.66	2,28,90,561	1,12,468	99.51	0.49
Total	28,93,67,020	21,73,21,770	75.10	21,00,62,297	72,36,375	96.66	3.33

for Bajaj Auto Limited


J. Sridhar
Company Secretary



Shyamprasad D. Limaye
B.Com. LL.B., F.C.S
Company Secretary

32, Navketan Society,
Kothrud, Pune: 411 038.
Tel.: (O) 25 43 03 88 (R) 25230773
E- mail: shyamprasad.limaye@gmail.com

Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,
(Management and Administration) Rules, 2014]

To
The Chairman,
Bajaj Auto Limited,
Bajaj Auto Limited Complex, Mumbai-Pune Road,
Akurdi, Pune- 411035

Dear Sir,

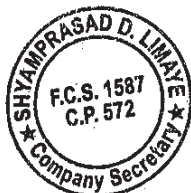
I, Shyamprasad D. Limaye, a Company Secretary in practice, have been appointed by the Board of Directors of Bajaj Auto Limited (The Company) as a scrutinizer for the purpose of Scrutinizing the e-voting process along with Ballot forms, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 7th Annual General Meeting (AGM) of the members of the Company, to be held on 17 July, 2014 at Registered office Mumbai-Pune Road, Akurdi, Pune-411035

The notice dated 15th May, 2014 convening the 7th Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company to be held on 17th July, 2014

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 7th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid" votes, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company and Ballot forms received.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Friday 11th July, 2014 (9:00 A.M) to Sunday 13th July, 2014 (6:00 P.M)
- ii. The members of the Company as on the "cut-off" date i.e. Friday 30th May, 2014 were entitled to vote on the resolutions as set out in the notice of the 7th Annual General Meeting (AGM) of the Company
- iii. The votes cast were unblocked on Monday 14th July, 2014 in the presence of 2 witnesses, Mr. Shubhankar S. Limaye and Mr. Chaitanya V. Pol who are not in the employment of the Company.

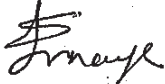


Shyamprasad D. Limaye

Company Secretary

- iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com/> and based on such reports generated, and combined with Ballot forms received, the result of the e-voting and Ballot forms is annexed.

Thanking You,
Yours faithfully,



Shyamprasad Limaye
Company Secretary
Membership No. FCS 1587 CP 572
Place: PUNE
Date: 15/07/2014



Annexure to the Scrutinizer's Report

Resolution	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid/ Abstain	
					Ballots	Votes	% to Total Valid Votes	Ballots	Votes	% to Total Valid Votes	Ballots	Votes
1	Adoption of Financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon To declare dividend.	Electronic	386	20,53,37,975	385	20,52,91,983	100.00%	-	-	0.00%	1	869
		Physical	62	1,19,83,795	62	1,19,61,007	100.00%	-	-	0.00%	-	-
		Total	448	21,73,21,770	447	21,72,52,990	100.00%	-	-	0.00%	1	869
3	Re-appointment of Madhur Bajaj, who retires by rotation.	Electronic	386	20,53,37,975	386	20,53,37,665	100.00%	-	-	0.00%	-	-
		Physical	62	1,19,83,795	62	1,19,61,007	100.00%	-	-	0.00%	-	-
		Total	448	21,73,21,770	448	21,72,98,672	100.00%	-	-	0.00%	-	-
4	Re-appointment of Sanjiv Bajaj, who retires by rotation	Electronic	386	20,53,37,975	374	19,91,70,576	97.00%	12	61,67,089	3.00%	-	-
		Physical	62	1,19,83,795	59	1,12,48,766	94.05%	3	7,12,241	5.95%	-	-
		Total	448	21,73,21,770	433	21,04,19,342	96.83%	15	68,79,330	3.17%	-	-
5	Appointment of M/S Dalal & Shah, Chartered Accountants, as Auditors and fixing their remuneration.	Electronic	386	20,53,37,975	379	20,17,05,654	98.23%	7	36,32,011	1.77%	-	-
		Physical	62	1,19,83,795	59	1,12,48,766	94.05%	3	7,12,241	5.95%	-	-
		Total	448	21,73,21,770	438	21,29,54,420	98.00%	10	43,44,252	2.00%	-	-
6	Appointment of Kantikumar R Podar as an Independent Director.	Electronic	386	20,53,37,975	383	20,52,24,257	99.94%	3	1,13,408	0.06%	-	-
		Physical	62	1,19,83,795	59	1,12,48,766	94.05%	3	7,12,241	5.95%	-	-
		Total	448	21,73,21,770	442	21,64,73,023	99.62%	6	8,25,649	0.38%	-	-
7	Appointment of J Balaji Rao as an Independent Director.	Electronic	386	20,53,37,975	224	19,07,99,948	92.92%	164	1,45,37,717	7.08%	-	-
		Physical	62	1,19,83,795	23	78,05,215	65.26%	39	41,55,792	34.74%	-	-
		Total	448	21,73,21,770	247	19,86,05,163	91.40%	203	1,86,93,509	8.60%	-	-
8	Appointment of D S Mehta as an Independent Director.	Electronic	386	20,53,37,975	364	19,89,90,290	96.91%	22	63,47,375	3.09%	-	-
		Physical	62	1,19,83,795	56	1,10,65,071	92.51%	6	8,95,936	7.49%	-	-
		Total	448	21,73,21,770	420	21,00,55,361	96.67%	28	72,43,311	3.33%	-	-
9	Appointment of J N Godrej as an Independent Director.	Electronic	386	20,53,37,975	381	20,50,81,857	99.88%	5	2,55,808	0.12%	-	-
		Physical	62	1,19,83,795	62	1,19,61,007	100.00%	-	-	0.00%	-	-
		Total	448	21,73,21,770	443	21,70,42,864	99.88%	5	2,55,808	0.12%	-	-
		Electronic	386	20,53,37,975	220	19,06,06,748	92.83%	168	1,47,30,917	7.17%	-	-
		Physical	62	1,19,83,795	22	78,04,806	65.25%	40	41,56,201	34.75%	-	-
		Total	448	21,73,21,770	242	19,84,11,554	91.31%	208	1,88,87,118	8.69%	-	-

For a/c



Annexure to the Scrutinizer's Report

Resolution	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid/ Abstain	
					Ballots	Votes	% to Total Valid Votes	Ballots	Votes	% to Total Valid Votes	Ballots	Votes
10	Appointment of S H Khan as an Independent Director.	Electronic	386	20,53,37,975	381	20,50,81,857	99.88%	5	2,55,808	0.12%	-	-
		Physical	62	1,19,83,795	62	1,19,61,007	100.00%	-	-	0.00%	-	-
		Total	448	21,73,21,770	443	21,70,42,864	99.88%	5	2,55,808	0.12%	-	-
11	Appointment of Suman Kirloskar as an Independent Director.	Electronic	386	20,53,37,975	382	20,52,24,253	99.94%	4	1,13,412	0.06%	-	-
		Physical	62	1,19,83,795	62	1,19,61,007	100.00%	-	-	0.00%	-	-
		Total	448	21,73,21,770	444	21,71,85,260	99.95%	4	1,13,412	0.05%	-	-
12	Appointment of Naresh Chandra as an Independent Director.	Electronic	386	20,53,37,975	372	19,92,34,531	97.03%	14	61,03,134	2.97%	-	-
		Physical	62	1,19,83,795	56	1,10,65,071	92.51%	6	8,95,936	7.49%	-	-
		Total	448	21,73,21,770	428	21,02,99,602	96.78%	20	69,99,070	3.22%	-	-
13	Appointment of Nanoo Pamnani as an Independent Director.	Electronic	386	20,53,37,975	381	20,50,81,857	99.88%	5	2,55,808	0.12%	-	-
		Physical	62	1,19,83,795	62	1,19,61,007	100.00%	-	-	0.00%	-	-
		Total	448	21,73,21,770	443	21,70,42,864	99.88%	5	2,55,808	0.12%	-	-
14	Appointment of P Murari as an Independent Director.	Electronic	386	20,53,37,975	365	19,89,97,226	96.91%	21	63,40,439	3.09%	-	-
		Physical	62	1,19,83,795	56	1,10,65,071	92.51%	6	8,95,936	7.49%	-	-
		Total	448	21,73,21,770	421	21,00,62,297	96.67%	27	72,36,375	3.33%	-	-

Shyamprasad Limaye

