

March 27, 2017

DCS - CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No. 2272 3719/ 2037 Stock Code: 500032	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No. 2659 8237/ 8238 Stock Code: BAJAJHIND
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Dear Sirs,

Kind Attention: Listing Department

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Notice dated March 22, 2017 for passing of resolutions by way of postal ballot and postal ballot form, pursuant to Section 110 of the Companies Act, 2013, as is being sent to each household of shareholders of the Company through speed post/registered post/electronic means.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Bajaj Hindusthan Sugar Limited



Kausik Adhikari
Deputy Company Secretary

Encl: As above



(formerly: Bajaj Hindusthan Ltd.)

CIN: L15420UP1931PLC065243

Registered Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh - 262802.
Tel.: +91-5876-233754/5/7/8, 233403, **Fax:** +91-5876-233401, **Website:** www.bajajhindusthan.com

NOTICE FOR PASSING OF RESOLUTION BY POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

TO THE SHAREHOLDERS OF
BAJAJ HINDUSTHAN SUGAR LIMITED

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force, that the resolutions as set out hereunder are proposed to be passed as Special/Ordinary Resolution by way of Postal Ballot/e-voting. The explanatory statements setting out the material facts concerning the said item and reason thereof are annexed hereto along with a Postal Ballot Form and postage pre-paid envelope.

The Board of Directors of the Company has appointed M/s Gupta Baul & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Thursday, April 27, 2017.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this notice and instructions on the reverse of the Postal Ballot Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit their report to the Chairman/Director. The result of the postal ballot would be announced by a Director of the Company or the Company Secretary on Monday, May 01, 2017 at the Registered Office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. www.bajajhindusthan.com.

Special Business:

For approval of Sale and transfer of Co-generation power business under Section 180(1)(a) of the Companies Act, 2013:

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

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders through postal ballot result of which was declared on February 23, 2017 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with Companies (Management and Administration) Rules, 2014 and the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’ which expression shall also include any committee thereof) to sell and transfer its Co-generation power business of aggregating capacity of 449 MW located at 14 locations in the state of Uttar Pradesh to Lalitpur Power Generation Company Limited (LPGCL), a group company for a lumpsum consideration of around Rs. 1227 crore, as a going concern on slump sale basis on such terms and conditions as may be agreed to by the Board and LPGCL.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation / assignment / conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

For transaction with Lalitpur Power Generation Company Limited, being a related party for sale of Co-generation power business under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

2. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders through postal ballot result of which was declared on February 23, 2017 and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with the Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to other applicable statutory provisions, rules, regulations, guidelines, consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’ which expression shall also include any committee thereof) to enter into a Business Transfer Agreement (BTA) with Lalitpur Power Generation Company Limited (LPGCL), being a related party, with respect to the sale and transfer of the Company’s Co-generation power business aggregating to 449 MW for a lumpsum consideration of around Rs. 1227 crore to LPGCL.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of assignment / novation / conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

For transaction with Lalitpur Power Generation Company Limited, being a related party to enter into contracts/arrangements for supply of fuel (bagasse and bio-gas), purchase of power and steam and shared services in respect of common facilities under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders through postal ballot result of which was declared on February 23, 2017 and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’ which expression shall also include any committee thereof) to enter into following agreements with Lalitpur Power Generation Company Limited (LPGCL), being a related party, to operate the Co-generation power plants by LPGCL, after transfer from Bajaj Hindusthan Sugar Limited (BHSL) for a consideration mentioned below:


Agreement (s)	Maximum value
Fuel supply agreement for supply of Bagasse and Bio-gas from BHSL to LPGCL	Bagasse: Maximum Rs. 1056 crore per annum. Bio-gas: Maximum Rs.25 crore per annum.
Power purchase agreements for purchase of Power and Steam by BHSL from LPGCL.	Power: Maximum Rs. 285 crore per annum. Steam: Maximum Rs. 1065 crore per annum.
Shared Services Agreement in respect of the common facilities to be shared between BHSL & LPGCL.	Maximum Rs. 11 crore per annum.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of

assignment / novation / conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

By order of the Board of Directors
For Bajaj Hindusthan Sugar Limied



Pradeep Parakh
**Group President (GRC) &
Company Secretary**

Place: Mumbai

Dated: March 22, 2017

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to the items of the proposed special business is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners on Friday, March 17, 2017, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
3. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. In case a Shareholder is desirous of obtaining Postal Ballot in printed form or a duplicate one, shareholder may write to R & T Agent - M/s Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikroli West, Mumbai - 400 083 or send an email to kadhikari@bajajhindusthan.com. The R&T Agent/Company shall forward the same along with self addressed pre paid postage Business Reply Envelope to the shareholder.
4. All documents referred to in the accompanying Statement pursuant to Section 102 of the Companies Act, 2013 are available for inspection by shareholders at the Registered Office of the Company during the office hours on any working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to Thursday, April 27, 2017.
5. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company also offers e-voting facility to all the shareholders to cast their vote electronically instead of dispatching postal ballot form wherever email id is registered. E-voting is optional. For this purpose, the Company has made necessary arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting and to enable them to cast their votes electronically.
6. The voting rights of the shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, March 17, 2017.
7. Shareholders can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the shareholder opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa. However, in case Shareholder(s) cast their vote both by physical ballot and by electronic mode, then voting done by electronic shall prevail and voting done by physical will be treated as invalid.
8. The Board of Directors has appointed Managing Director and Company Secretary of the Company as persons responsible for the entire Postal Ballot process.
9. The instructions for shareholders for voting electronically are as under:
 - (i) The voting period begins from 9.00 A.M. on Wednesday, March 29, 2017 and ends at 6.00 P.M. on Thursday, April 27, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, March 17, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com. may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Bajaj Hindusthan Sugar Limited.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

In respect of Item no. 1 and 2

The shareholders on February 23, 2017 vide postal ballot approved the sale of Co-generation power business comprising of power generation facility aggregating to 449 MW located at 14 locations in the state of Uttar Pradesh to Lalitpur Power Generation Company Limited (LPGCL), a group company for a lumpsum consideration in cash of approximately Rs.1800 crore, as a going concern on slump sale basis in terms of Section 180(1)(a) of the Companies Act, 2013 and also for entering into contracts / arrangements in respect of the aforesaid transaction with related party for sale of Co-generation power business and also transactions of purchase of Power and Steam, sale of Bagasse, Bio-gas and water, right to use agreement for use of common facilities.

The earlier proposed consideration of Rs. 1800 crore was derived on basis of valuation of Co-gen assets by Tata Consulting Engineers Limited (TCE). However as per the stipulation by the lenders of LPGCL (purchaser) that the transaction value be restricted to Book Value of Co-generation power business assets i.e. Rs. 1227 crore as on proposed transfer date March 31, 2017, the Board of Directors of the Company at its meeting held on March 22, 2017, inter alia, approved sale and transfer of Co-generation power business of aggregating capacity of 449 MW for a lumpsum consideration in cash at a revised value of approximately Rs. 1227 crore, as a going concern on slump sale basis in accordance with the Business Transfer Agreement to be entered into with LPGCL. As a part of the revision of the sale consideration of the Co-generation power business, the Company has also renegotiated the escalation in tariff for power and margin on steam to be purchased by the Company from LPGCL as under:

FY	UOM	Sale consideration of Rs. 1800 cr	Sale consideration of Rs. 1227 cr
Escalation in Power tariff (Purchase from LPGCL)	Rs. / unit	0.04	0.01
Margin on Steam sale to BHSL	%	10%	3%

The transaction at the revised value based on book value i.e. Rs. 1227 crore is still beneficial to the Company on NPV basis. Entire amount of Cash consideration is proposed to be utilised by Bajaj Hindusthan Sugar Limited (BHSL) towards advance repayment of its existing term debt. The proposed sale and transfer of Co-generation power business will be subject to approval of members, lenders and all other statutory / Aregulatory authorities.

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Company by as Special Resolution. As per explanation to Section 180(1)(a) of the Companies Act, 2013 (“Act”), since the investment in Co-generation business exceeds twenty percent of the net worth of the Company during the previous financial year ended March 31, 2016, consent of the members would be required by way of a Special Resolution to sale and transfer the said Co-generation business. Pursuant to provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014, the approval of the members has to be obtained, mandatorily through a Postal Ballot process.

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (‘Rules’) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘SEBI (LODR)’], transaction entered into between related parties for selling or otherwise disposing of property of any kind exceeding the threshold limit mentioned in the ‘Rule’ and ‘SEBI (LODR)’ to be approved by the members of the Company by way of an Ordinary Resolution. As per Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, since the amount for agreement for selling or disposing of the Co-generation business exceeds Rupees One hundred crore, consent of the members would be required by way of an Ordinary Resolution to enter into the agreement for sale and transfer of the said Co-generation business to Lalitpur Power Generation Company Limited, a related party.

Since the transaction of sale of Co-generation business to related Party is outside the ordinary course of business, the approval of the members of the Company under Section 188 of the Act is being sought by way of an Ordinary Resolution as set out at item no. 2 for the business transfer transaction.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

- a) *Name of the related party:* Lalitpur Power Generation Company Limited (LPGCL).
- b) *Name of the director or key managerial personnel who is related, if any:* Mr. Kushagra Bajaj, Chairman and Managing Director and Promoter of the Company.
- c) *Nature of relationship:* LPGCL is a promoter Group Company.
- d) *Nature, material terms, monetary value and particulars of the contract or arrangement:* Sale and transfer of Co-generation power business of aggregating capacity of 449 MW located at 14 locations to Lalitpur Power Generation Company Limited (LPGCL), a group Company for a lumpsum consideration in cash of around Rs. 1227 crore, as a going concern on slump sale basis.
- e) *Any other information relevant or important for the members to take a decision on the proposed resolution:* All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition “Related Party” shall abstain from voting in respect of the resolution proposed at item no. 2 of the notice, irrespective of whether the entity is a party to the particular transaction or not. The Board of Directors recommends passing of the Special Resolution and Ordinary Resolution in supersession of earlier Resolutions passed in this behalf by the shareholders through postal ballot notice dated January 02, 2017, result of which was declared on February 23, 2017, as set out at Item No.1 and 2 respectively of the notice.

A copy of the Auditors certificate certifying the book value of Co-generation power business assets to be Rs.1227 crore and correspondences from LPGCL regarding stipulation by its lenders to restrict the transaction value at the Book value of the Co-generation power business assets are available for inspection by the Shareholders of the Company at the Registered Office during the office hours on any working day except Saturdays between 11.00 am and 1.00 pm upto Thursday, April 27, 2017.

As on the date of proposing these resolutions, the Company is holding 15439900 equity shares amounting to 17.51% in LPGCL. Also Mr. Kushagra Bajaj who is a director and key managerial personnel of the Company belongs to the promoter group of LPGCL (Shishir Bajaj group), which holds the remaining 82.49% equity share capital of LPGCL. Further three independent directors of the Company viz. Mr. Alok Krishna Agarwal, Mr. D. K. Shukla and Ms. Shalu Bhandari are also independent directors of LPGCL. Mr. Pradeep Parakh, key managerial personnel of the Company is also a director of LPGCL. Accordingly the directors, key managerial personnel and/or their relatives may be deemed to be concerned or interested in the resolution at item no. 1 and 2 of the notice, directly or indirectly to the extent of respective shareholding of the Company and/or the promoter group (Shishir Bajaj group) in LPGCL or otherwise for holding such position in LPGCL. Except as above none of the directors and/or key managerial personnel of the Company and/or their relatives are concerned or interested in these resolutions.

In respect of Item no. 3

The shareholders on February 23, 2017 vide postal ballot, inter alia, approved the entering into contracts/arrangements in respect of the transactions of supply of Bagasse and Bio-gas from BHSL to Lalitpur Power Generation Company Limited (LPGCL), purchase of Power and Steam from LPGCL and Shared Services Agreements in respect of the common facilities to be shared between BHSL & LPGCL including supply of water by BHSL to LPGCL.

As a part of the revaluation of the purchase consideration of the cogeneration business, the Company has also renegotiated the escalation in the tariff for power and margin on steam sold by LPGCL (Co-gen plant) to BHSL as follows:

FY	UOM	Sale consideration of Rs. 1800 cr	Sale consideration of Rs. 1227 cr
Escalation in Power tariff (Purchase from LPGCL)	Rs. / unit	0.04	0.01
Margin on Steam sale to BHSL	%	10%	3%

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (Rules) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [‘SEBI (LODR)’], transaction entered into between related parties for sale, purchase or supply or any

goods or materials exceeding the threshold limit mentioned in the Rule and SEBI (LODR) to be approved by the members of the Company by way of an Ordinary Resolution.

The third proviso to Section 188(1) of Act states that Section 188(1) of the Act shall not apply to any transaction entered into by the Company in its ordinary business, on an arm's length basis. However no such exemption is given in Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, since the aggregate value of the proposed transactions of sale of fuels (bagasse and bio-gas), purchase of power and steam and shared services in respect of common facilities exceeds ten percent of annual consolidate turnover of the Company, the approval of the members of the Company under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being sought by way of an Ordinary Resolution as set out at item no. 3 of the notice.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Lalitpur Power Generation Company Limited (LPGCL)	Mr. Kushagra Bajaj, Chairman and Managing Director and Promoter of the Company	LPGCL is a promoter Group Company	Nature: Fuel supply agreement for supply of Bagasse and Bio-gas from BHSL to LPGCL. Material terms: Bagasse quantity: 352 to 375 lac Qtl. per annum. Bio-gas quantity: 291 lac NM ³ (normal Mt Cu) to 364 lac NM ³ (normal Mt Cu) per annum. Tenure : 20 years Monetary value: - Bagasse: Maximum Rs. 1056 crore per annum plus applicable tax and duties at prevailing rates - Bio-gas: Maximum Rs. 25 crore per year plus applicable tax and duties at prevailing rates. Other particulars: BHSL will supply Bagasse to LPGCL. Surplus bio-gas will be supplied to LPGCL as substitute of bagasse for boiler fuel.	Bagasse: The value is determined at Prevailing Market rate + Applicable taxes and duties. Bio-gas: At bagasse substitution rate. Rate will be determined on the basis of Bagasse saving due to Bio-gas supplements.
Lalitpur Power Generation Company Limited (LPGCL)	Mr. Kushagra Bajaj, Chairman and Managing Director and Promoter of the Company	LPGCL is a promoter Group Company	Nature: Power purchase agreements for purchase of Power and Steam by BHSL from LPGCL. Material terms: - Power Quantity: 5265 to 5621 lac Kwh per annum. - Steam Quantity: 71 to 75 lac Ton per annum. Tenure : 20 years Monetary value: - Power: Maximum Rs. 285 crore per annum plus applicable tax and duties at prevailing rates. - Steam: Maximum Rs. 1065 crore per year plus applicable tax and duties at prevailing rates.	1) LPGCL will sell power to BHSL at the rate at which Power is exported to UPPCL + applicable taxes, duties & surcharge. 2) Live Steam: LPGCL will provide live steam to BHSL as per requirement of BHSL on Cost Plus Basis. VAT / GST / Service Tax or any other tax or duty will be charged from BHSL in addition to above. 3) Exhaust Steam: Exhaust steam will be supplied to BHSL at least 20% lower rate from Live steam or market rate

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
			Other particulars: a) First power requirement of BHSL is to be met. Only remaining power is to be sold to UPPCL. b) LPGCL will provide Steam to BHSL on the basis of requirement of BHSL of live and exhaust steam.	whichever is lower. VAT / GST / Service Tax or any other tax or duty will be charged from BHSL in addition to above.
Lalitpur Power Generation Company Limited (LPGCL)	Mr. Kushagra Bajaj, Chairman and Managing Director and Promoter of the Company	LPGCL is a promoter Group Company	Nature: Shared Services Agreement in respect of the common facilities to be shared between BHSL & LPGCL. Material terms: - Tenure : 20 years Monetary value: Maximum Rs. 11 crore per annum plus applicable tax and duties at prevailing rates. Other particulars: Nil.	Reimbursement of water cess and other associated expenses for water and market rates for other facilities.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition "Related Party" shall abstain from voting in respect of the resolution proposed at item no. 3 of the notice, irrespective of whether the entity is a party to the particular transaction or not.

The Board of Directors recommends passing of the Ordinary Resolution in supersession of earlier Resolutions passed in this behalf by the shareholders through postal ballot notice dated January 02, 2017, result of which was declared on February 23, 2017, as set out at Item No.3 of the notice.

As on the date of proposing this resolution, the Company is holding 15439900 equity shares amounting to 17.51% in LPGCL. Also Mr. Kushagra Bajaj who is a director and key managerial personnel of the Company belongs to the promoter group of LPGCL (Shishir Bajaj group), which holds the remaining 82.49% equity share capital of LPGCL. Further three independent directors of the Company viz. Mr. Alok Krishna Agarwal, Mr. D.K. Shukla and Ms. Shalu Bhandari are also independent directors of LPGCL. Mr. Pradeep Parakh, key managerial personnel of the Company is also a director of LPGCL. Accordingly the directors, key managerial personnel and/or their relatives may be deemed to be concerned or interested in the resolution at Item no. 3 of the notice, directly or indirectly to the extent of respective shareholding of the Company and/or the promoter group (Shishir Bajaj group) in LPGCL or otherwise for holding such position in LPGCL. Except as above none of the directors and/or key managerial personnel of the Company and/or their relatives are concerned or interested in this resolution.

By order of the Board of Directors
For Bajaj Hindusthan Sugar Limited



Pradeep Parakh
Group President (GRC) &
Company Secretary

Place: Mumbai
Dated: March 22, 2017

Corporate Identity No.L15420UP1931PLC065243

 Registered Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262802
 Tel.:+91-5876-233754/5/7/8, 233403, Fax:+91-5876-233401, Website: www.bajajhindusthan.com
POSTAL BALLOT FORM

Serial No. :

1. Name and Registered address of the Sole/first named Shareholder :
2. Name(s) of Joint holder(s) if any (in block letters) :
3. Registered Folio No./DP ID No./ Client ID No.*(Applicable to shareholders holding Shares in dematerialized form) :
4. Number of Equity Share(s) held :
5. I/We hereby exercise my/our vote in respect of the Special/Ordinary Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated March 22, 2017 by sending my/our assent or dissent to the said resolutions by placing a tick (✓) mark at the appropriate column below:

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, please: i) Fill in Col. (1) for the number of shares being voted, ii) Tick (✓) the Col. (2) for voting (FOR) and/or Tick (✓) the Col. (3) for voting (AGAINST) and iii) Sign this Ballot Paper and post it in the pre-paid envelope)

Sr. No.	Item No.	No. of shares (1)	I/We assent to the Resolution (FOR) (2)	I/We dissent to the Resolution (AGAINST) (3)
1.	Special Resolution for approval of Sale and transfer of Co-generation power business at a revised consideration of around Rs.1227 crore under Section 180(1)(a) of the Companies Act, 2013.			
2.	Ordinary Resolution for transaction with Lalitpur Power Generation Company Limited, being a related party for sale of Co-generation power business under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
3.	Ordinary Resolution for transaction with Lalitpur Power Generation Company Limited, being a related party to enter into contracts/arrangements for supply of fuel (bagasse and bio gas), purchase of power and steam and shared services in respect of common facilities under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.			

Place:

Date:

 Signature of the Shareholder*

(*In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/Power of Attorney should be sent along with Postal Ballot Form)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	*Default PAN
170322003		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.
 Last date for receipt of Postal Ballot Form by the Scrutinizer : April 27, 2017.

INSTRUCTIONS

Instructions to Shareholders for voting in physical mode:

1. The Company is providing voting through Postal Ballot. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. Unsigned /Blank Postal Ballot Form will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified true copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A Shareholder may sign the form through an Attorney appointed specifically for this purpose, in which case an attested copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. A Shareholder need not use all his votes nor he needs to cast all his votes in the same way.
6. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours on **Thursday, April 27, 2017**. All Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Shareholder has not been received.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 6 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. **Friday, March 17, 2017**.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
11. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will be thereafter published in newspapers and communicated to the Stock Exchanges for the information of the Shareholders. The results of the Postal Ballot will also be posted on the website of the Company [http:// www.bajajhindusthan.com](http://www.bajajhindusthan.com).

The instructions for shareholders for e-voting:

- (i) The voting period begins from **9.00 A.M. on Wednesday, March 29, 2017** and ends at **6.00 P.M. on Thursday, April 27, 2017**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 17/03/2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details of Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. * If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details filed as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Bajaj Hindusthan Sugar Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Shareholders can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the shareholder opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa. However, in case Shareholder(s) cast their vote both by physical ballot and by electronic mode, then voting done by electronic shall prevail and voting done by physical will be treated as invalid.