

August 10, 2017

Deputy General Manager Corporate Relationship Department BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai 400 023	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, 'G' Block Bandra – Kurla Complex Bandra (East) Mumbai 400 051
Stock Code: 500032	Stock Code BAJAJHIND
Fax No. 2272 3719/2037	Fax No. 2659 8237 / 8238

Dear Sirs,

Sub: 85th Annual General Meeting of the Members of the Company

The Notice convening 85th Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Friday, September 15, 2017 at 11.00 A.M. containing the business to be transacted thereat is attached herewith.

As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is providing to its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. 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,

Yours faithfully,
For **Bajaj Hindusthan Sugar Limited**



Kausik Adhikari
Deputy Company Secretary

Encl: as above



CIN: L15420UP1931PLC065243

Registered Office: Golagokarnath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262 802

Tel.: +91-5876-233754/5/7/8, 233403, Fax: +91-5876-233401

Website: www.bajajhindusthan.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Eighty Fifth Annual General Meeting of the Members of Bajaj Hindusthan Sugar Limited will be held on Friday, September 15, 2017 at 11.00 A.M. at the Conference Hall, General Office, Bajaj Hindusthan Sugar Limited, Golagokarnath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh – 262 802, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the financial year ended as at March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon for the said year.
2. To appoint a director in place of Mr. Ashok Kumar Gupta, Director (Group Operations) (DIN: 02608184), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, appointment of Messrs Chaturvedi & Shah, Chartered Accountants (Firm Registration No.101720W), as the Statutory Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this (85th) Annual General Meeting until the conclusion of the next (86th) Annual General Meeting of the Company on such remuneration plus service tax, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

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 Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, Ms. Shalu Bhandari (DIN: 00012556), who was appointed as an Additional Director of the Company with effect from 17th September, 2016, and who has submitted a declaration that she meets the criteria of independence, as provided in Section 149(6) of the Act and in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and is qualified for being appointed as an Independent Director and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing her candidature for the office of Independent Director, be and is, hereby appointed as an Independent Director of the Company, to hold office upto September 16, 2021.”
5. 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, Mr. Mukeshkumar S. Dave (DIN: 07708691), who was appointed as an Additional Director of the Company with effect from 11th May, 2017, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is, hereby appointed as Nominee Director of the Company, liable to retire by rotation.”
6. 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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder, read with Schedule V to the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to such other approval(s), permission(s) and / or sanction (s) as may be necessary, the consent and approval of the Company be and is hereby accorded to the

reappointment of and remuneration payable to Mr. Ashok Kumar Gupta (DIN:02608184), the Whole-time Director designated as Director (Group Operations) of the Company for a period of further Five (5) years with effect from October 01, 2017, as set out below:

I. Remuneration:

a) Salary: ₹ 2,78,342 p.m. in the scale of ₹ 2,50,000 – ₹ 7,50,000.

II. Perquisites and Allowances:

- i) House Rent Allowance: House Rent Allowance at the rate of 20% of basic salary.
- ii) Special Allowance: Special Allowance as per the rules of the Company, presently ₹ 242,509 per month.
- iii) Leave Travel Allowance: Leave Travel Allowance in respect of himself and family not exceeding one month's salary per annum as per the rules of the Company.
- iv) Other Allowances: Allowances of Food Coupons, Children Education, etc. as per the rules of the Company.
- v) Medical Reimbursement: Reimbursement of actual medical expenses incurred as per the rules of the Company.
- vi) Other Perquisites: Subject to overall ceiling on remuneration mentioned herein below the Whole-time Director may be given other allowances, benefits and perquisites as may be decided from time to time.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

III. Performance Linked Incentive: Performance Linked Incentive to the achievement of targets as per the rules of the Company subject to a maximum of 2 month's basic salary per annum.

IV. Others including Retirals:

- i) Contribution to Provident Fund: Company's contribution to Provident Fund as per the rules of the Company.
- ii) Superannuation: Superannuation at the rate of 15% of the basic salary
- iii) Gratuity: Gratuity payable to the extent permitted under the Payment of Gratuity Act, 1972.
- iv) Leave: Leave with full pay or encashment thereof as per the rules of the Company.
- v) Conveyance: Reimbursement of driver's salary, fuel expenses, car repairs and maintenance and car insurance renewal as per the rules of the Company.
- vi) Communication: Reimbursement of residential telephone expenses as per the rules of the Company.
- vii) Other Facilities: Reimbursement of uniform expenses and books and periodicals expenses as per the rules of the Company.

V. Overall remuneration:

The aggregate of salary, perquisites and other allowances in any financial year shall, subject to approval by the Central Government be governed by the provisions of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof as may, for the time being, be in force.

VI. Minimum remuneration:

In the event of loss or inadequacy of profits, in any financial year, during the currency of tenure of service of Whole-time Director, the payment of remuneration shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, as may, for the time being, be in force.

"RESOLVED FURTHER THAT in case the Company has in any financial year no profits or if its profits are inadequate anytime during the period of 3 (three) years from October 01, 2017, the Whole-time Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee) to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Whole-time Director in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or any modification(s) thereto and as may be agreed by and between the Board and Mr. Ashok Kumar Gupta."

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 (the Act), Companies (Audit and Auditors) Rules, 2014 (the Rules) and other applicable provisions, if any, of the Companies Act, 2013 including any amendment(s) thereto or re-enactment(s) thereof for the time being in force, payment of remuneration of an aggregate amount of ₹ 3,73,000 (Rupees Three Lakh Seventy Three Thousand only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses to M/s. B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai, appointed as Cost Auditor of the Company by the Board of Directors, to conduct the cost audit of the Company for the financial year ending March 31, 2018, be and is hereby ratified and confirmed.”

By Order of the Board of Directors



Pradeep Parakh
Group President (GRC) &
Company Secretary

Place: Mumbai

Dated: May 25, 2017

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (“meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. 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. A person can act as proxy on behalf of members not exceeding fifty (50) 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 shareholder.**
2. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
4. In terms of Article 104 of the Articles of Association, read with Section 152 of the Companies Act, 2013, Mr. Ashok Kumar Gupta, Director (Group Operations) (DIN :02608184), retires by rotation and being eligible, offers himself for reappointment. The Board of Directors recommends his reappointment.
5. Brief resume of all Directors proposed to be re-appointed/appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships/chairmanships for Board/Committees, shareholding and relationship between directors inter-se as stipulated in Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the annexure to the notice.
6. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
7. 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 available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 09, 2017 to Friday, September 15, 2017 (both days inclusive) for the purpose of Annual General Meeting.
9. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
10. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to the Company/Registrar and ShareTransfer Agent, M/s. Link Intime India Private Ltd.

11. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
12. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at the following address:

By Post/ Courier/ Hand Delivery
M/s Link Intime India Private Limited
Unit : Bajaj Hindusthan Sugar Limited
C 101, 247 Park, L.B.S. Marg,
Vikhroli West
Mumbai 400 083
Tel. No.: 022 49186000
Fax No.: 022 49186060
Email: rnt.helpdesk@linkintime.co.in

13. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 (corresponding to Section 205A to Section 205C of the Companies Act, 1956), all unclaimed/unpaid monies by way of dividend transferred to the "Unpaid Dividend Account" of the Company as contemplated under Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the Companies Act, 1956) that remains unclaimed/unencashed for a period of 7 (seven) years from the respective date of such transfer has to be transferred by the Company to "The Investor Education and Protection Fund" (IEPF) being the fund established by the Central Government under Section 125 of the Companies Act, 2013 (corresponding to Section 205C(1) of the Companies Act, 1956) and no claims shall lie against the said Fund or the Company in respect thereof.

The details of dividends paid by the Company and the corresponding due dates for transfer of such unencashed dividend to the aforementioned Fund constituted by the Central Government are furnished hereunder:

Dividend for the year	Date of Declaration of Dividend	Due Date of transfer to The Investor Education and Protection Fund
2009-2010	22/03/2011	27/04/2018
2010-2011	11/02/2012	17/03/2019
2011-2012	14/02/2013	21/03/2020

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 Registered Office of the Company or M/s. Link Intime India Private Limited well in advance of the above due dates. Members are advised that once the unpaid/unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2008-2009, as on the date of the 84th Annual General Meeting held on 16th September 2016, on the website of the IEPF viz. www.iepf.gov.in and under 'Investors Section' on the website of the Company viz. www.bajajhindusthan.com

14. Pursuant to the provisions of Section 124 and 125 of the Companies Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), 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.

The Company has initiated the process and issued individual notices to the 1717 Shareholders holding 280728 Equity shares, who have not claimed their dividends (interim as well as final) for the last seven consecutive years. The Company has also uploaded full details of such shares due for transfer as well as unclaimed dividends on the website of the Company. The shares shall be credited to IEPF Suspense Account within the period prescribed under the Rules.

Both the unclaimed dividends and the shares transferred to the IEPF can be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the "Rules".

15. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No.SH. 13 duly filled in to M/s. Link Intime India Private Ltd. at the above mentioned address or the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
16. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours.

Members are also requested to register/update their email addresses, with the Depository Participant (in case of shares held in dematerialised form) or with Company/M/s.Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
17. Electronic copy of the annual report for 2016-2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report for 2016-2017 is being sent in the permitted mode.
18. Electronic copy of the Notice of the 85th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of 85th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
19. Members may please note that the Notice of the 85th Annual General Meeting and the Annual Report for 2016-2017 will also be available on the Company's website www.bajajhindusthan.com for the download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor.complaints@bajajhindusthan.com.
20. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
21. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub Regulation (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facilities to Members in respect of the business to be transacted at the 85th Annual General Meeting (AGM). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as authorised agency to provide e-voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility. In order to facilitate those Members, who do not wish to use the e-voting facility, the Company is enclosing a Ballot Form. Resolutions passed by Members through e-voting or ballot forms are deemed to have been passed as if they have been passed at the Annual General Meeting (AGM).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

NOTE: The "remote e-voting" end time shall be 5.00 p.m. on the date preceding the date of annual general meeting and the cut-off date shall not be earlier than 7 days before the date of annual general meeting.

The instructions for shareholders voting electronically are as under:

- A Members whose e-mail ID (s) are registered with the Company/Depository Participants (CDSL/NSDL), the procedure to vote electronically is as under:
 - (i) The voting period begins on Monday, September 11, 2017 (9:00 a.m.) and ends on Thursday, September 14, 2017 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date September 08, 2017 may cast their vote electronically. The remote 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)
	<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 / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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.

(xx) 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.

B. Members whose e-mail ID(s) are not registered with the Company/Depository Participants or request for a physical copy, the procedure to vote electronically is as under:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM sent with Annual Report:

REVSN (Remote e-voting Sequence Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above, to cast vote.

C. In case of any queries, you may refer the frequently asked questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the Downloads section of www.evotingindia.com or write an e-mail to helpdesk.evoting@cdslindia.com.

Alternatively, you can also contact on www.evotingindia.com for any queries or grievances connected with remote e-voting service.

D. If you already registered with CDSL for e-Voting then you can use his/her existing user ID and password/PIN for casting your vote.

E. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communications(s).

F. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 08, 2017.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting.

G. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 08, 2017, may obtain the login ID and password by sending a request at www.evotingindia.com. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com or write an e-mail to helpdesk.evoting@cdslindia.com

H. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

I. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

J. The Company has appointed M/s. Gupta Baul & Associates, Company Secretaries, as the Scrutinizer of the Company conducting the remote e-voting and Mr. Avinash Chaturvedi, Advocate, as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process at the AGM in a fair and transparent manner.

K. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the Company i.e. "Ballot Paper".

- L. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- M. The Results shall be declared by the Chairman or any other person authorized by him in writing on or within forty-eight hours of conclusion of the Annual General Meeting. The results declared shall be along with the consolidated Report of the Scrutinizer be placed on the website of the Company www.bajajhindusthan.com and on the website of CDSL immediately after the declaration of results. The results shall also be immediately forwarded to BSE and NSE where the equity shares of the Company are listed.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all the material facts relating to the Special Business mentioned under Item Nos. 4 to 7 of the accompanying Notice.

In respect of Item No. 4

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, every listed Company is required to appoint a Woman Director on the Board of Directors. Mrs. Kiran Anuj was appointed as Woman Director on the Board at the Board Meeting held on March 30, 2015. The sad demise of Mrs. Kiran Anuj on June 20, 2016, resulted into the intermittent vacancy of the mandatory position of woman director at Bajaj Hindusthan Sugar Limited. Ms. Shalu Bhandari was appointed by the Board as Additional Director with effect from September 17, 2016 to fill in the intermittent vacancy caused by cessation of Mrs. Kiran Anuj.

As per the provisions of Section 149 of the Companies Act, 2013, every listed Company shall have at least 1/3rd of the total number of Directors as Independent Directors who shall not be liable to retire by rotation and who shall hold office for a term of five consecutive years. As per Schedule IV of the Companies Act 2013 the appointment of Independent director shall be approved at the meeting of the shareholders.

Ms. Shalu Bhandari, aged 38 years, is a qualified Company Secretary and a fellow Member of the Institute of Company Secretaries of India. Ms. Bhandari is the proprietor of M/s. S.L.Bhandari & Associates, Practicing Company Secretaries operating in Mumbai since 2002. Prior to setting up of the aforesaid firm, she worked with Amita Desai & Company, a Practicing CS firm and managed various clients for their secretarial Compliances. Ms. Bhandari, appointed as an additional director of the Company w.e.f. September 17, 2016, had furnished declaration to the Company under Section 149(7) of the Act, confirming that she meet the criteria prescribed for Independent Director under Section 149(6) of the Act as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Bhandari is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is Independent of the management of the Company.

It is proposed to appoint Ms. Shalu Bhandari as Independent Director of the Company for a period of 5 years w.e.f. September 17, 2016 to September 16, 2021 as set out at Item No.4 of this Notice. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from one of the members signifying their intention to propose the appointment of Ms. Shalu Bhandari as an Independent Director of the Company.

The other details of Ms. Shalu Bhandari in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed to this Notice.

A copy of the notice received under Section 160 of the Companies Act, 2013 is available for inspection by the Members at the Registered Office of the Company during the business hours on all working days at the registered office of the Company up to the date of the meeting.

The Board of Directors of the Company recommends passing of the Ordinary Resolution at Item No.4 of the Notice.

Ms. Shalu Bhandari is interested in the Resolution pertaining to her appointment at item No.4 of the Notice. Save as aforesaid, none of the Directors of the Company or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in any way, in the said resolution set out at Item No.4 of the Notice.

In respect of Item No. 5

The Company has received a letter dated May 05, 2017 from Punjab National Bank (PNB) for Nomination of Mr. Mukeshkumar S. Dave in place of Mr. Binod Kumar to represent PNB as Nominee Director on the Board of the Company. Mr. Mukeshkumar S. Dave was appointed as Additional Director of the Company by the Board of Directors with effect from May 11, 2017. In terms of Section 161(1) of the Companies Act, 2013, Mr. Mukeshkumar S. Dave holds office only up to the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment as a Nominee Director of the Company.

Mr. Mukeshkumar S. Dave graduated from Delhi University in 1982. He holds Degree of B.Com (Hons.) and C.A.I.I.B. Mr. Dave has joined PNB in 1984 and served in various senior positions like Circle Head – DGM – Circle Office Noida, MD & CEO-Druk PNB Bank Limited – Bhutan, AGM, HO IBB Division, AGM Delhi EC House, Chief Manager – Brady House, Mumbai, Senior Manager – ZO Gujarat, Manager – Sohrana Branch, UP and presently designated as DGM-Circle Head, NCR Noida Circle, PNB.

The other details of Mr. Mukeshkumar S. Dave in terms of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed to this Notice.

The Company has received notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a member signifying the intention to propose the appointment of Mr. Mukeshkumar S. Dave as a Nominee Director. Mr. Mukeshkumar S. Dave has consented to continue as Nominee Director of the Company, if appointed.

Copy of the notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on all working days at the registered office of the Company up to the date of the meeting.

The Board of Directors of the Company recommends passing of the Ordinary Resolution at Item No.5 of the Notice.

Mr. Mukeshkumar S. Dave is interested in the Resolution pertaining to the appointment at Item No.5 of the Notice. Save as aforesaid, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in any way, in the said resolution.

In respect of Item No.6

Mr. Ashok Kumar Gupta (DIN: 02608184) was appointed by Board of Directors on October 01, 2012 and designated as Director (Group Operations) and the remuneration was approved by Shareholders on 14th February 2013. The present term of office of Mr. Ashok Kumar Gupta, Director (Group Operations) of the Company will expire on September 30, 2017.

The Board of Directors, at its meeting held on May 25, 2017 has, pursuant to the approval of the Nomination and Remuneration Committee of the Board and subject to the approval of the Members and such other approval(s)/permission(s)/consent(s) as may be required, re-appointed Mr. Ashok Kumar Gupta, as Whole-time Director designated as Director (Group Operations) of the Company for a further tenure of 5 (five) years from October 01, 2017 on terms and conditions set out in Resolution at item No.6 of the Notice.

The Board has proposed to pay the remuneration as stated in the resolution at Item No.6 of the Notice to him as the Minimum Remuneration, in the event of absence or inadequacy of profits of the Company in any financial year during the period of three years from the date of re-appointment of Mr. Ashok Kumar Gupta, as Whole-time Director i.e. with effect from October 01, 2017, which may be in excess of the maximum remuneration payable to him in accordance with the provisions of the Companies Act, 2013 and therefore the approval of the Shareholders is required by way of passing Special Resolution.

Statement as required under Section II, part II of the Schedule V of the Companies Act, 2013 with reference to Resolution at the Item No. 6 is annexed hereto marked as Annexure – A.

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, re-appointment of Mr. Ashok Kumar Gupta as Whole-time Director of the Company and payment of remuneration (including as minimum remuneration) is subject to the approval of shareholders by way of Special Resolution. The Board of Directors of the Company recommends passing of the Special Resolution as set out at item no. 6 of the Notice.

A copy of the Resolution passed by the Board of Directors and the Nomination and Remuneration Committee at their respective meetings held on May 25, 2017 and written memorandum setting out the terms of appointments and remuneration as required under Section 190 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. upto September 15, 2017.

Mr. Ashok Kumar Gupta is interested in the resolution of his remuneration at item no. 6 of the Notice. Save as aforesaid none of the Directors and Key Managerial Personnel of the Company, and their relatives, is in any way, concerned or interested in the said resolution.

In respect of Item No.7

On recommendation of Audit Committee at its meeting held on May 25, 2017, the Board has considered and approved appointment of M/s B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai, to conduct the cost audit for the year ending March 31, 2018 of the Company's Sugar, Distillery and Co-gen units located at Golagokarannath, Pali Kalan, Khambarkhera, Barkhera, Maqsoodapur, Kinauni, Thanabhawan, Budhana, Bilai, Gangnauli, Pratappur, Rudauli, Utraula, and Kundarkhi at an aggregate remuneration of ₹ 3,73,000 (Rupees Three lakh seventy three thousand only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

As per provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing the Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the cost auditor for the financial year ending March 31, 2018.

The Board of Directors recommend passing of the Ordinary Resolution set out at Item No. 7 of the Notice.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in any way, in the said resolution set out at Item No. 7 of the Notice.

By Order of the Board of Directors



Pradeep Parakh
Group President (GRC) &
Company Secretary

Place: Mumbai

Dated: May 25, 2017

Details of Directors seeking appointment/re-appointment at the 85th Annual General Meeting (in pursuance of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Ashok Kumar Gupta	Ms. Shalu Bhandari	Mr. Mukeshkumar S. Dave
Director Identification Number	02608184	00012556	07708691
Date of Birth	15.04.1951	13.04.1979	23.10.1962
Nationality	Indian	Indian	Indian
Date of appointment on the Board	01/10/2012	17/09/2016	11/05/2017
Relationship with other director	None	None	None
Qualifications	M. Com	B.Com, FCS	B.Com (H), CAIIB
Expertise in functional area	Operation of Sugar & Distillery plants	Providing services in the field of Corporate Law matters with a dedicated focus towards handholding entrepreneurs and corporates	Expertise in banking
Number of shares held in the Company	2900 equity shares of ₹ 1/- each	Nil	Nil
List of Directorships held in other companies	Nil	Unisoft Computers Private Limited Lalitpur Power Generation Company Limited	Uttam Sugar Mills Ltd.
Chairman/Member of the Committees of the Boards of other companies in which he/she is Director	Nil	Nil	Nil

Directorships includes Directorship of other than Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Company (whether listed or not)

'ANNEXURE-A' REFERRED TO IN THE EXPLANATORY STATEMENTS TO RESOLUTIONS AT ITEM NO. 6 OF THE NOTICE FOR 85TH ANNUAL GENERAL MEETING OF BAJAJ HINDUSTHAN SUGAR LIMITED

Statement as required under Section II, part II of the Schedule XIII of the Companies Act, 2013 with reference to the Resolutions at Item No. 6 is as follows:

I. General Information:

- (1) Nature of industry: Manufacturing of Sugar, Industrial Alcohol and Co-generation of Power.
- (2) Date of expected date of commencement of commercial production: Existing Company already commenced commercial production since 1931.
- (3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Existing Company not applicable.
- (4) Financial performance based on given Indicators:

Sl. No.	Particulars	Audited figure	Audited figure	Audited figure
		Year ended 31.03.2017	Year ended 31.03.2016	Year ended 31.03.2015
		(₹ in Crore)	(₹ in Crore)	(₹ in Crore)
1	Revenue from operations	4,618.64	4,882.62	4,694.08
2	Other income	162.27	155.98	186.05
3	Total Expenses	3,763.14	4,089.45	4,848.47
4	Finance Charges	802.07	848.38	888.94
5	Depreciation & Amortisation	214.12	223.98	239.94
6	Profit / (Loss) before tax	1.58	(123.21)	(1,097.22)
7	Provision for Tax Expenses	(5.82)	(3.42)	-
8	Profit / (Loss) after tax	7.40	(119.79)	(1,097.22)

Export performance and net foreign exchange collaborations: Nil

- (5) Foreign investment of collaborators, if any: Nil

II. Information about the appointee Mr. Ashok Kumar Gupta

- (1) Background details:

Mr. Ashok Kumar Gupta aged 66 years, handles and supervises the overall production and other plant related activities of the Company. He has been associated with the Company for over three decades. Mr. Ashok Kumar Gupta was inducted on the Board of the Company as Director (Group Operations) on October 01, 2012. He has over 45 years of experience in Sugar Industry.

- (2) Past remuneration:

For the year ended March 31, 2017	₹ 87,91,609
For the year ended March 31, 2016	₹ 80,96,827
For the year ended March 31, 2015	₹ 79,85,164

- (3) Recognition of awards:

Mr. Ashok Kumar Gupta, has been awarded "Best Professional of The Year Gold Medal Award 2011" by the Sugar Technologists' Association of India.

Mr. Ashok Kumar Gupta, has been awarded "GEM OF INDIA AWARD" on June 30, 2011 by Council for National Development, New Delhi on its 58th National Convention of National Building through Individual Achievements.

- (4) Job profile and suitability: Mr. Ashok Kumar Gupta, Director (Group Operations) is responsible for overall production and other plant related activities. He has over 45 years of experience in Sugar Industry. Mr. Ashok Kumar Gupta has been associated with the Company for over three decades.
- (5) Remuneration proposed: As stated in Resolution at Item No. 6, the approval for shareholders by a Special Resolution is sought for payment of remuneration and also in case the Company has no profit or inadequate profit during the present tenure, the present remuneration be treated as minimum remuneration.
- (6) Comparative remuneration profile with respect to industry size of the Company, profile of the position and person (in expatriates, the relevant details would be w.r.t. the country of origin): The Remuneration as proposed of Mr. Ashok Kumar Gupta is similar to that drawn by the peers in the similar capacity in the similar industry.

- (7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any: Mr. Ashok Kumar Gupta holds 2900 equity shares of ₹ 1/- each in the Company. Other than these and the remuneration paid to Mr. Ashok Kumar Gupta, there is no other pecuniary relationship of Mr. Ashok Kumar Gupta, directly or indirectly with the Company or with its managerial personnel.

III. Other information:

- (1) Reasons for loss or inadequate profits:

Internationally, all the leading sugar producing nations, viz., Brazil, Thailand and Australia, follow a formula for sugarcane pricing, whereby the sugarcane price is derived from the prevailing market price of sugar. Whereas in the State of Uttar Pradesh (where all the sugar mills of the Company are located), the sugarcane price is fixed by the Government in an arbitrary manner without any reference whatsoever to the prevailing sugar price in form of State Advised Price (SAP).

The secular increase in sugarcane price year after year in form of high SAP, is in stark contrast to the fluctuating sugar prices that have been comparatively quite low most of the times during last few years. Another disruptive factor was the disparity in sugarcane price in Uttar Pradesh irrespective of sugar recovery, which was much higher than FRP (Fair & Remunerative Price) fixed by the Central Government. Furthermore a large amount on account of various incentives/subsidies under the U.P. Sugar Promotion Policy and the levy sugar price difference is held up with Government authorities. This is resulting in increased debt burden and consequently the interest cost.

The sugar industry in India has suffered a prolonged downturn causing a severe cash crunch to almost all sugar manufacturers. The performance of EBIDTA level is comparable with other companies. However the loss/inadequate profits are due to relatively higher debt burden faced by the Company.

- (2) Steps taken or proposed to be taken for improvement:

The Company has taken certain initiatives towards operational efficiencies which have increased percentage of recovery and production of sugar. Necessary efforts are being made to reduce the debt burden to improve profitability of the Company.

- (3) Expected increase in productivity and profits in measurable terms:

The Company is the largest producer of sugar in U.P. with sugarcane crushing capacity of 1,36,000 TCD. The continuous efforts for improving the operational efficiencies and value-additive utilisation of its by-products are expected to improve the productivity as also the profitability.

The alcohol manufacturing capacity of the Company is 800 KL per day, improved prices of industrial alcohol and ethanol are likely to add to both – Company's top-line and bottom-line.

Company's capability of generating an exportable surplus of 150 MW which can be supplied to the local grid, from its overall co-generation capacity provides the Company with necessary insulation from the cyclicity associated with its sugar business.

In view of the improvement in recovery of sugar in state of U.P., improvement in domestic sugar prices coupled with various positive initiatives taken by the Government i.e. Incentive on exports of raw sugar, Mandatory export of Sugar, Cane subsidy, Fixation of the uniform delivered price for Ethanol, Increase in blending percentage of Ethanol from 5% to 10%, Waiver of central excise duty on ethanol supplies, the Company expects that the productivity and profitability shall improve and would be comparable with the industry average.

IV. Disclosures:

- (1) Remuneration package of the managerial person: Fully described in the respective Resolution and/or Explanatory Statement;
- (2) Following details of remuneration have been disclosed in the Corporate Governance Report attached to the Board's Report as required:
- i. All elements of remuneration package such as salary, benefits, stock options, pension etc. of all the directors;
 - ii. Details of fixed component and performance linked Incentives along with the performance criteria;
 - iii. Service contracts, notice period, severance fees;
 - iv. Stock option details.



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

Form No. MGT-11

PROXY FORM

[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 and hold/holds _____ shares of the above named Company, hereby appoint:

1. Name: _____ E-mail ID: _____

Address : _____

Signature: or failing him/her

2. Name : _____ E-mail ID : _____

Address : _____

Signature: or failing him/her

3. Name : _____ E-mail ID : _____

Address : _____

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 85th Annual General Meeting of the Company, to be held on Friday, September 15, 2017 at 11.00 a.m. at the Conference Hall, General Office, Bajaj Hindusthan Sugar Limited, Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262 802 and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution	For*	Against
Ordinary Business		
1. Adoption of financial statements for the year ended as at March 31, 2017 and the Reports of the Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-appointment of Mr. Ashok Kumar Gupta (DIN: 02608184), as Director, who retires by rotation and being eligible offers himself for re-appointment.	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No.101720W) as auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
Special Business		
4. Appointment of Ms. Shalu Bhandari (DIN: 00012556) as an Independent Director of the Company to hold office upto September 16, 2021.	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of Mr. Mukeshkumar S. Dave (DIN: 07708691) as Nominee Director of the Company, liable to retire by rotation.	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-appointment of Mr. Ashok Kumar Gupta (DIN: 02608184), as Whole-time Director of the Company for a further period of Five (5) years w.e.f. October 01, 2017.	<input type="checkbox"/>	<input type="checkbox"/>
7.. Ratification of the remuneration payable to cost auditors for the year 2017-2018.	<input type="checkbox"/>	<input type="checkbox"/>

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signedday of 2017.

Signature of the proxy holder(s) _____

Affix
15 Paise
Revenue
Stamp

Notes:

- *1. Please put a "X" in the Box in the appropriate column against the respective resolutions. If you leave the "For" or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. This form of proxy in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
3. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 85th Annual General Meeting.



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

ATTENDANCE SLIP FOR 85TH ANNUAL GENERAL MEETING
(Please bring this Attendance Slip to the Meeting Hall and hand it over at the entrance)

Sr. No.

Folio No./DP ID/Client ID No. :

Name of the Shareholder :

Registered Address
of the Shareholder :

No. of Shares :

I/We hereby record my/our presence at the 85th Annual General Meeting of the Company on **Friday, September 15, 2017 at 11.00 a.m. at the Conference Hall, General Office, Bajaj Hindusthan Sugar Limited, Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262 802.**

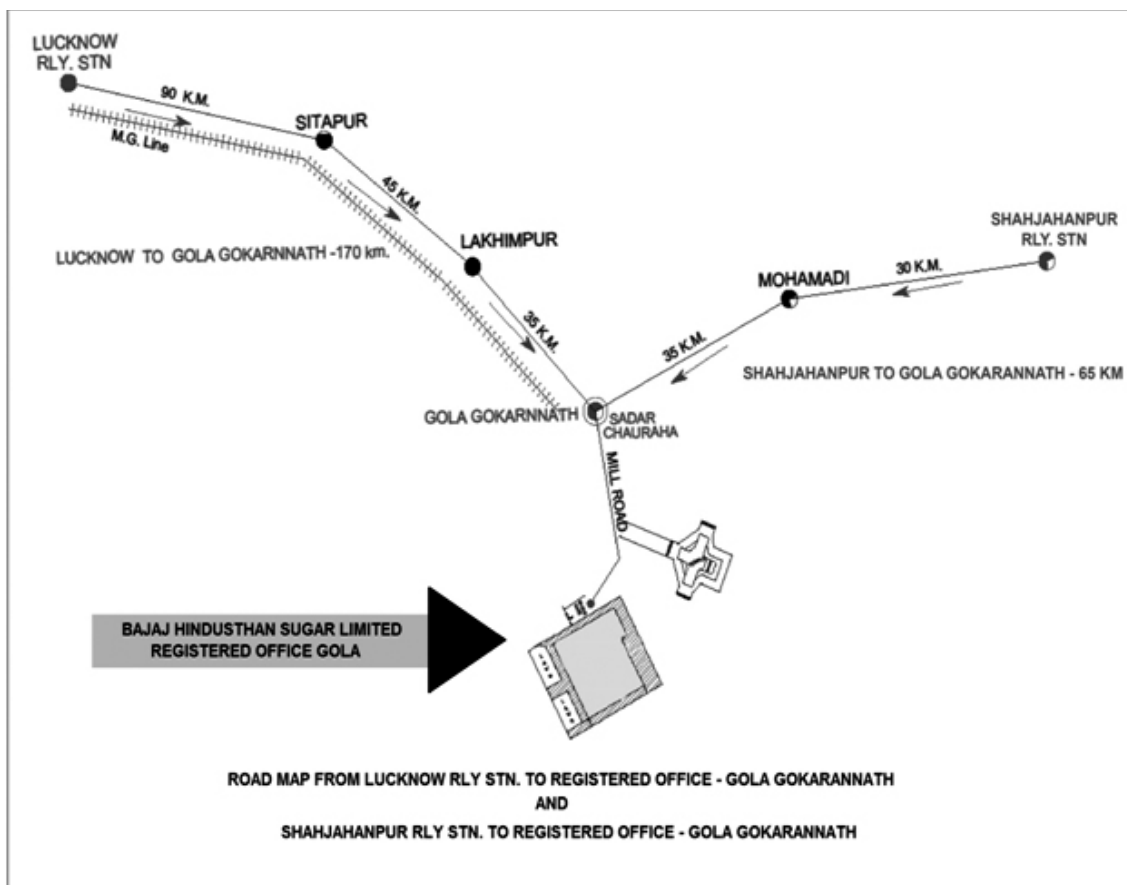
First/Sole holder/Proxy	Second holder/Proxy	Third holder / Proxy	Fourth holder / Proxy
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FOR IMMEDIATE ATTENTION OF THE SHAREHOLDERS

Shareholders may please note the user ID and Password given below for the purpose of remote e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended by the Companies (Management and Administration) Amendment Rules, 2015. Detailed instructions for remote e-voting are given in the 85th AGM Notice.

REVS (Remote e-voting Sequence Number)	USER ID	PASSWORD/PIN

LOCATION OF BHSL CONFERENCE HALL OF BAJAJ HINDUSTHAN SUGAR LIMITED



Notes:

1. Registration will start at 10.00 a.m. on the day of Annual General Meeting (AGM).
2. Members are required to submit their duly signed Attendance Slips and get their entry passes stamped.
3. Members should submit their entry passes at the entrance of the BHSL Conference Hall for attending the AGM.
4. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. This Attendance Slip is valid only in case shares are held on the date of the meeting.
6. Members who have received Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit duly filled in Attendance Slip at the entrance hall to attend the AGM.

Electronic Voting (e-Voting):

7. **The business, as set out in the Notice, will be transacted through e-voting. Members are requested to refer to the detailed procedure on e-voting provided in the Notice of AGM.**