

July 23, 2018

<b>DCS-CRD</b> <b>BSE Ltd.</b> <b>First Floor, New Trade Wing</b> <b>Rotunda Building,</b> <b>Phiroze Jeejeebhoy Towers</b> <b>Dalal Street, Fort</b> <b>Mumbai 400 023</b> Fax No. 2272 3719/ 2039 Stock Code: 533229	<b>Listing Compliances</b> <b>National Stock Exchange of India Ltd.</b> <b>Exchange Plaza, 5<sup>th</sup> Floor</b> <b>Plot No.C/1, 'G'Block</b> <b>Bandra- Kuria Complex</b> <b>Bandra East</b> <b>Mumbai 400 051</b> Fax No. <del>2659</del> 8237/ 8238/66418124/5/6/ Stock Code: BAJAJCORP
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Dear Sir(s),


**Sub: Proceedings of 12<sup>th</sup> Annual General Meeting held on July 23, 2018**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) please find enclosed proceedings of the 12<sup>th</sup> Annual General Meeting of Bajaj Corp Limited held on July 23, 2018.

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

Thanking you,

Yours faithfully,  
**For Bajaj Corp Limited**

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



Encl: as above

## Gist of the proceedings of the Annual General Meeting of Bajaj Corp Limited held on July 23, 2018

The 12<sup>th</sup> Annual General Meeting of the Members of the Company was held on Monday, July 23, 2018 at 10:00 A.M. at Crimson Park Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road, Udaipur - 313001, Rajasthan.

Since Mr. Kushagra Bajaj, Chairman, could not attend the Meeting, Mr. Gaurav Dalmia (Independent Director) was unanimously elected as Chairman and chaired the proceedings of the Meeting.

The following persons also attended the meeting:

- Mr. Sumit Malhotra (Managing Director),
- Mr. Dilip Cherian (Independent Director & Chairman of Stakeholders Relationship Committee),
- Mr. Gaurav Dalmia (Independent Director & Chairman of Audit Committee & Nomination, Remuneration and Corporate Governance Committee)
- Mr. D.K. Maloo (Chief Financial Officer),
- Mr. Makarand Karnataki (Company Secretary),
- Mr. Sidharth N Jain, Representative of Statutory Auditors, M/s. Sidharth N Jain & Company
- Mr. Prasanjit Kumar Baul, Representative of Secretarial Auditor, M/s. Gupta Baul & Associates.

The requisite quorum being present, the Chairman called the Meeting to order and confirmed compliance of the Companies Act, 2013 and Secretarial Standards with respect to calling, convening and conducting the Meeting.

The Chairman thereafter introduced and welcomed all those present on the Dias and informed about proxies/representations received and that all the Statutory Registers, Statements and Reports as required under the provisions of the Companies Act, 2013 and Rules made thereunder, were available for inspection during continuance of the meeting.

With the consent of the Members present, the Notice convening the Meeting, Auditors Report and Secretarial Audit Report, having been circulated to all the Members, for the financial year ended March 31, 2018 were taken as read.

The Chairman informed that there was no qualification, adverse remark or observation in the reports of Statutory Auditors and Secretarial Auditor.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, the Company has provided remote e-voting facility to the Members of the Company in respect of Resolutions to be passed at the Meeting. The remote e-voting commenced on Thursday, July 19, 2018 at 9:00 A.M. and concluded on Sunday, July 22, 2018 at 5:00 P.M.

He further informed that the Company has engaged the services of Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company, as the agency for providing remote e-voting facility and have appointed Mr. Prasanjit Kumar Baul, (Membership no. A34347) or failing him Mr. Hitesh Gupta, (Membership No.: A33684) from M/s Gupta Baul & Associates, Company Secretary in Practice, as the Scrutinizer for the purpose of scrutinizing remote e-voting process and voting through Polling Papers/Ballot Papers.

The Chairman further informed that the Company is also providing the facility to vote by way of Polling Papers/Ballot Papers to those members who are attending the meeting and has not cast their vote by remote e-voting. It was further informed to members that if a Member cast votes by both modes i.e. remote e-voting and Polling Papers/Ballot Papers, then voting done through remote e-voting shall prevail and Polling Papers/Ballot Papers shall be treated as invalid.

The Members were informed that the results of remote e-voting and voting through Polling Papers/Ballot Papers conducted at the Meeting would be declared on or before July 25, 2018.





# bajaj corp limited

The Chairman then requested all the Members/Proxy Holders, present at the Meeting to participate in the voting through Polling Papers/Ballot Papers and requested Mr. Prasanjit Kumar Baul, Scrutinizer, for an orderly conduct of the Voting Process.

The following items of business, as set out in the Notice convening the 12<sup>th</sup> Annual General Meeting of the Company were passed with requisite majority and are deemed to be passed on the date of the Meeting i.e. July 23, 2018:

## ORDINARY BUSINESS:

1. Adoption of Financial Statements and Report of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2018. (Ordinary Resolution)
2. Confirmation of the Interim Dividend of 1200% (Rs.12.00) per Equity Share declared and paid on 14,75,00,000 Equity Shares of face value of (Re. 1/- each for the Financial Year ended March 31, 2018, as Final Dividend. (Ordinary Resolution)
3. Appointment of Mrs. Vasavadatta Bajaj (DIN 06976000), a Director, retiring by rotation. (Ordinary Resolution)
4. Ratification of appointment of M/s. Sidharth N. Jain & Co., Chartered Accountants (Firm Registration Number 018311C) as the Statutory Auditors of the Company for their remaining period of current term upto 16th AGM without any further confirmation/ ratification/ approval at the subsequent AGM and to fix their remuneration. (Ordinary Resolution)

## SPECIAL BUSINESS:


5. Employees Stock Option Scheme namely 'Bajaj Corp Employee Restricted Stock Unit Plan 2018' ("RSU 2018"/ "Plan"). (Special Resolution)
6. Revision in remuneration of Mr. Sumit Malhotra, Managing Director of the Company, pursuant to grant and exercise of options under 'Bajaj Corp Employee Restricted Stock Unit Plan 2018' ("RSU 2018"/ "Plan") (Special Resolution)
7. Charges to be paid by members for delivery of document in term of provisions of Section 20 of the Companies Act, 2013. (Special Resolution)

The Chairman informed the members that the results of e-voting and voting through Polling Papers/Ballot Papers shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company ([www.bajajcorp.com](http://www.bajajcorp.com)) and Karvy Computershare Private Limited ([www.karvycomputershare.com](http://www.karvycomputershare.com)), the agency providing e-voting facility.

The Chairman thanked the Members for attending the Meeting.

The Meeting concluded at 10:30 A.M. with a vote of thanks to the Chairman.

For Bajaj Corp Limited

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

