

July 18, 2017

DCS-CRD BSE Ltd. First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No. 2272 3719/ 2039 Stock Code: 533229	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/ 8238/66418124/5/6/ 66418124/ 5 / 6 Stock Code: BAJAJCORP
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Dear Sir(s),

Sub: Proceedings of 11th Annual General Meeting held on July 18, 2017

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) please find enclosed proceedings of the 11th Annual General Meeting of Bajaj Corp Limited held on July 18, 2017.

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

Thanking you,

Yours faithfully,
For Bajaj Corp Limited

Manan

Hitesh Kanani
General Manager - Company Secretary
Membership No.: FCS 6188

Encl: as above

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Hitesh Kanani
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Gist of the proceedings of the Annual General Meeting of Bajaj Corp Limited held on July 18, 2017

The 11th Annual General Meeting (the "Meeting") of the Members of the Company was held on July 18, 2017 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 Meeting was attended by :

- 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. Hitesh Kanani (Company Secretary),
- Mr. C. P. Kothari, Representative of Statutory Auditors, M/s. R.S Dani & Company
- Mr. Prasanjit Kumar Baul, Representative of Secretarial Auditor, M/s. Gupta Baul & Associates.

Mr. Gaurav Dalmia, Chairman of the Meeting confirmed that the 40 Members were present in person which constitute requisite quorum and confirmed the compliance of the Companies Act, 2013 and Secretarial Standards with respect to calling, convening and conducting the Meeting and called the Meeting in order & commenced the Meeting.

The Chairman informed that due to pre-occupation, Mr. Aditya V. Somani and Mrs. Vasavadatta Bajaj, Directors of the Company have sent their inability to attend 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 provisions of the Companies Act, 2013 and Rules made thereunder, were available for inspection.

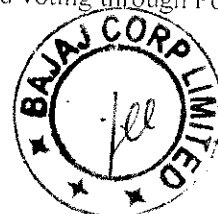
Mr. Sumit Malhotra, Managing Director, gave an overview of the performance of the Company for the Financial Year ended March 31, 2017. On invitation of Chairman of the Meeting, Members addressed the Meeting and clarification were provided to the queries raised by the Members.

With the consent of the Members present, the Notice convening the Meeting, having been circulated to all the Members, was taken as read. Thereafter, Mr. Hitesh Kanani, began reading the report of the Statutory Auditor and the Secretarial Auditor of the Company for the Financial Year ended March 31, 2017 and with the permission of the Members, the said reports were taken as read.

The Chairman informed that there was no qualification, adverse remark or observation in the reports of Statutory Auditor 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 the Listing (Obligation and Disclosure Requirement) 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 Friday, July 14, 2017 at 9:00 A.M. and ended on Monday, July 17, 2017 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, Companies Secretaries in Practice, as the Scrutinizer for the purpose of scrutinizing remote e-voting process and voting through Polling Paper/Ballot Paper.



bajaj corp limited

The Chairman informed that the Company is also providing facility for voting by way of Polling Papers/Ballot Papers at the Meeting for the Members attending the meeting, who has not cast their vote by remote e-voting. If a Member cast votes by both modes i.e. remote e-voting and Polling Papers/Ballot Papers at the Meeting, then voting done through remote e-voting shall prevail and Polling Paper/Ballot Paper 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 20, 2017.

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

The following items of business, as per the Notice convening the Meeting of the Company dated April 13, 2017 were passed with requisite majority and are deemed to be passed on the date of the Meeting i.e. July 18, 2017 :

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2017. (Ordinary Resolution)
2. To confirm the Interim Dividend of 1150% (₹ 11.50) per Equity Share declared and paid on 14,75,00,000 Equity Shares of face value of ₹ 1/- each for the Financial Year ended March 31, 2017, as Final dividend. (Ordinary Resolution)
3. To appoint a Director in place of Mr. Sumit Malhotra (DIN 02183825), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
4. Appointment of M/s. Sidharth N. Jain & Co., Chartered Accountants (Firm Registration Number : 018311C) as the Statutory Auditors of the Company for a term of 5 (Five) years and to fix their remuneration. (Ordinary Resolution)

SPECIAL BUSINESS:

5. Further issue of Capital pursuant to Section 62(1) (c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 (as amended) by way of QIP/GDRs/FCCBs, etc. (Special Resolution)

The Chairman thanked the Members for attending the Meeting.

The Meeting concluded at 10:45 A.M. with a vote of thanks to the Chairman.

For Bajaj Corp Limited

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Hitesh Kanani
General Manager - Company Secretary
Membership No.: FCS 6188

