



CIN: L01110RJ2006PLC047173

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur - 313 001, Rajasthan

Website: [www.bajajcorp.com](http://www.bajajcorp.com) • Email: [complianceofficer@bajajcorp.com](mailto:complianceofficer@bajajcorp.com)

## Notice to Shareholders

NOTICE is hereby given that the Tenth Annual General Meeting (AGM) of the Members of Bajaj Corp Limited will be held on Wednesday, July 20, 2016 at 10:30 A.M. at Raghu Mahal Hotels Private Limited, 93, M.B. College Road, Darshanpura, Airport Road, Udaipur - 313 001, Rajasthan, to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016, Statement of Profit and Loss for the year ended on that date and Reports of Directors and Auditors thereon for the said year.
2. To confirm the Interim Dividend of ` 11.50 per Equity Share declared on 14,75,00,000 Equity Shares of face value of ` 1/- each already paid for the Financial Year ended March 31, 2016.
3. To appoint a Director in place of Mr. Kushagra Nayan Bajaj (DIN 00017575), Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. R.S. Dani & Company (Firm Registration Number 000243C), Chartered Accountants, pursuant to the provisions of Section 139 of the Companies Act, 2013, as Statutory Auditors of the Company, to hold office from conclusion of this Tenth Annual General Meeting until the conclusion of the Eleventh Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors.

### SPECIAL BUSINESS:

5. 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, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the

time being in force) and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company without any further approval of the members of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the appointment of and payment of remuneration to Mr. Sumit Malhotra, (DIN 02183825) as Managing Director of the Company, liable to retire by rotation, for a period of 5 years, commencing on August 8, 2016, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment/re-appointment and remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed upon, on the terms and conditions as set below:

#### I. Remuneration:

- a) Basic Salary: In the range of ` 9,00,000/- per month to ` 20,00,000/- per month.
- b) Allowances and Perquisites:
  - i) House Rent Allowance: 50 % of Basic Salary.
  - ii) Other Allowances:

The Managing Director shall be paid other allowances as per the rules of the Company including but not limited to Special Allowance, Medical, Conveyance and Leave Travel, provided however that, the aggregate value of all such allowances paid shall not exceed 200% of the Basic Salary.

- iii) Contribution to Provident Fund: Company's contribution to Provident Fund

equal to 12% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.

- iv) Contribution to Superannuation Fund:  
Company's contribution to Superannuation Fund equal to 15% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.
- v) Gratuity payable at the time of retirement/cessation shall be as per the scheme of the Company.
- vi) Medical Reimbursement:  
Reimbursement at the rate of 8.33% of Basic Salary.
- vii) Conveyance Allowance:  
At the rate of 30% of Basic Salary.
- viii) Leave:  
Leave with full pay or encashment thereof as per the rules of the Company.

**Explanation:**

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

- ix) Performance Linked Incentive on achievement of targets as per the rules of the Company, not exceeding 2 times of the total basic salary per annum.
- c) Amenities:
  - i) Conveyance facilities:  
The Company shall provide suitable vehicle for use by the Managing Director as per the rules of the Company.
  - ii) Communication facilities:  
The Managing Director is entitled for use of telephone, telefax and other communication facilities at his residence.

**II. Overall Remuneration:**

The aggregate of salary and perquisites in any Financial Year shall not exceed the limits prescribed from time to time under Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being, in force.

**III. Other Terms and Conditions:**

Other terms and conditions of appointment of Mr. Sumit Malhotra, Managing Director is as under:

- a. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- b. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his spouse and/or minor children in any selling agency of the Company, in future without prior approval of the Central Government.
- c. The appointment of Managing Director may be terminated by the Company or the Managing Director, by giving 3 months notice to the other side or Salary in lieu thereof.

**RESOLVED FURTHER THAT** in case the Company has in any Financial Year no profits or if its profits are inadequate anytime during the tenure of office of Mr. Sumit Malhotra, he shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted and subject to such approvals of such authority as may be required, in accordance with the provisions of the Companies Act, 2013 and Schedule V thereto or any modification thereof and as may be agreed by and between the Board and Mr. Sumit Malhotra, without any further approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to make necessary application(s) to such authorities, as may be required, for seeking its approval to the said appointment/re-appointment and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

- 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 Section 62(1)(c) read with Section 42 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other

rules as may be issued from time to time (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended upto date, Regulations for Qualified Institutions Placement contained in Chapter VIII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), the Companies (Issue of Global Depository Receipts) Rules, 2014, as amended, the notifications, rules, regulations, guidelines, circulars and clarifications issued by Government of India ("GOI"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI") and/or any other competent authorities and other applicable laws, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Articles of Association and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/or sanction(s) of the GOI, RBI, SEBI and all other concerned authorities (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company without any further approval of the members of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the interest of the Company, the Board be and is hereby authorised to create, issue, offer and allot Equity Shares and/or securities in one or more tranches, whether denominated in rupee or foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign market(s), for a value of up to ` 1,000/- Crore (Rupees One thousand Crore only) including Equity Shares and/or Other Financial Instruments ("OFIs") through Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIB"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), any other Depository Receipt Mechanism and/or convertible into Equity Shares (either at the option of the Company or the holders thereof) at a later date, any such instrument

or security including any financial instruments convertible into Equity Shares (including warrants or otherwise in registered or bearer form) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities without detachable warrants with rights exercisable by the warrant holders to convert or subscribe to Equity Shares or securities including GDRs and ADRs representing Equity Shares (hereinafter collectively referred to as the "Securities") or any combination of Equity Shares with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/Foreign Institutional Investors ("FIIs")/ Mutual Funds / Pension Funds / Venture Capital Funds/Banks and such other persons or entities, whether or not such investors are members of the Company, to all or any of them, jointly or severally through prospectus, offer document and/ or other letter or circular ("Offer Document") and/or on private placement basis, from time to time in one or more tranches as may be deemed appropriate by the Board and such issue and allotment to be made on such occasion or occasions, at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue and in such form and manner and on such terms and conditions or such modifications thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriter(s) and/or other Advisor(s), with authority to retain over subscription up to such percentage as may be permitted by the Appropriate Authorities, at such price or prices, at such interest or additional interest, at a discount or at a premium on the market price or prices and in such form and manner and on such terms and conditions or such modifications thereto, including the number of Securities to be issued, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption/prepayment, number of further Equity Shares, to be allotted on conversion/ redemption/extinguishment of debt(s), exercise of rights attached to the warrants, the ratio of exchange of shares and/or warrants and/or any other financial instrument, period of conversion, fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in consultation with the Appropriate Authority(ies), the Merchant Banker(s) and/or Lead Manager(s) and/or Underwriter(s) and/or Advisor(s) and/or such other person(s), but without requiring any further approval or consent from the Members and also subject to the applicable regulations for the time being in force.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time, as may be allowed under the SEBI ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations as may be amended from time to time and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board may at its absolute discretion issue Securities at a discount of not more than 5% or such other discount permitted under the applicable SEBI ICDR Regulations to the QIP Floor Price as determined in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, a minimum of 10% of the Securities issued pursuant to said Regulations shall be allotted to mutual funds and if no mutual fund is agreeable to take up the minimum portion or any part thereof, then such minimum portion or part thereof may be allotted to other QIB(s) or otherwise.

**RESOLVED FURTHER THAT** the Relevant Date for determining the pricing of the Securities on QIP to QIBs as per the provisions of Chapter VIII of SEBI ICDR Regulations (Issue of Capital & Disclosure Requirements) Regulations, 2009 is the date of the meeting in which the Board decides to open the proposed issue or such date, if any, as may be notified by SEBI from time to time.

**RESOLVED FURTHER THAT** the Relevant Date for the determination of applicable price for the issue of any Securities, shall be as per the regulations/guidelines prescribed by SEBI, Ministry of Finance, RBI, GOI or any Appropriate Authority, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/guidelines/statutory provisions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to allot further shares up to 15% of its issue size to the Stabilisation Agent(s)

by availing the Green Shoe Option subject to the provisions of relevant SEBI ICDR Regulations and enter into and execute all such agreements and arrangements with any Merchant Banker(s) or Book Runner(s), as the case may be, involved or concerned in such offerings of Securities and to pay all such fee/expenses as may be mutually agreed between the Company and the said Stabilisation Agent(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any Lead Manager(s), Co-Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Guarantor(s), Depository(ies), Custodian(s), Trustee, Stabilisation Agent(s), Banker(s)/Escrow Banker(s) to the Issue and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like and also to seek the listing of such Securities in one or more Indian/International Stock Exchanges.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the draft as well as final offer document(s) determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various transaction documents, creation of mortgage/charge in accordance with Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 as well as applicable provisions of the Companies Act, 1956, if any, in respect of any Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board and/or an agency or body authorised by the Board may issue Depository Receipt(s) or Certificate(s), representing the underlying securities issued by the Company in registered or bearer form with such features

and attributes as are prevalent in Indian and/or International Capital Markets for the instruments of this nature and to provide for the tradability or free transferability thereof, as per the Indian/ International practices and regulations and under the norms and practices prevalent in the Indian/ International Markets.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of further Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such further Equity Shares ranking pari-passu with the existing Equity Shares of the Company in all respects except provided otherwise under the terms of issue and in the offer document.

**RESOLVED FURTHER THAT** subject to the existing law and regulations, such Securities to be issued, that are not subscribed, may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident/foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/FIs/QIBs/Mutual Funds/ Pension Funds/ Venture Capital Funds/Banks and/or Employees and Business Associates of the Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Company, as the Board may in its absolute discretion decide.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to agree and make and accept such condition(s), modification(s) and alteration(s) stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing, depository and custodian arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/offer(s) or allotment(s) or otherwise and utilisation of the issue proceeds and/or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** to the extent permissible under Law, the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

By Order of the Board of Directors

**Hitesh Kanani**

General Manager- Company Secretary

Place : Mumbai

Dated : April 12, 2016

**NOTES:**

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning Special Business to be transacted at the meeting is annexed and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY 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 MEMBER. 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. THE PROXY FORM IS ANNEXED TO THIS NOTICE.
4. Proxy holder shall prove his/her identity at the time of attending the Meeting.
5. Corporate members intending to send their authorised representatives to attend the 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.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kushagra Nayan Bajaj (DIN 00017575), Director retires by rotation and being eligible, offers himself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
8. Information of all the Director(s) proposed to be appointed/re-appointed at the forthcoming AGM as required by Regulation 36 (3) of the Listing Regulations and SS-2 is provided in the annexure to the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
9. 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 interested are available for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and National Holidays up to the date of the Tenth Annual General Meeting.
10. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, July 14, 2016 to Wednesday, July 20, 2016 (both days inclusive) for the purpose of Tenth Annual General Meeting of the Company.
11. An Interim Dividend of 1150% (₹ 11.50 per share on Equity Shares of face value of ₹ 1/- each) declared by the Board of Directors on January 7, 2016, was paid to the shareholders of the Company.
12. Members are requested to furnish their Bank Account details, change of address and all other required details to the Registrar & Share Transfer Agents (RTA), M/s. Karvy Computershare Private Limited, in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to their respective Depository Participants (DPs).
13. 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 copies of PAN card to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.

14. 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, fill up and sign the same at the place provided and hand it over at the entrance of the venue.
15. Members are requested to send all communications relating to shares to the RTA of the Company at the following address:

<b>By Post/ Courier/ Hand Delivery</b>	M/s Karvy Computershare Private Limited Unit : Bajaj Corp Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 Phone No.: 91 40 6716 2222 E-mail: einward.ris@karvy.com
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If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to the respective DPs.

16. Members of the Company are requested to note that as per the provisions of Section 205(A) & 205(C) of the Companies Act, 1956, dividends not encashed/claimed by the Member of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF).

The details of Dividends paid by the Company and the corresponding due dates for transfer of such unclaimed/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 IEPF
2010-2011	Monday, August 8, 2011	Thursday, September 13, 2018
2011-2012	Tuesday, February 7, 2012	Friday, March 15, 2019
2012-2013	Friday, January 11, 2013	Monday, February 17, 2020
2013-2014	Thursday, February 6, 2014	Sunday, March 14, 2021
2014-2015	Thursday, October 16, 2014	Sunday, November 21, 2021
2015-2016	Thursday, January 7, 2016	Sunday, February 12, 2023

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 Karvy Computershare Private Limited well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

17. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014, Regulation 36 of Listing Regulations and SS-2, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in physical form and who have not registered their e-mail address with the Company can now register the same by submitting a written request to RTA/Company. Members holding shares in dematerialised form are requested to register their e-mail address with their respective DPs only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The Company will send the electronic copies of the Annual Report 2015-16 to all those Members at their registered e-mail ids provided to the Company by the respective Depositories and RTA. The physical copies of the Annual Report will also be available at the Registered Office of the Company at Udaipur for inspection during business hours on all working days, except Saturdays, Sundays and National Holidays up to the date of the Tenth Annual General Meeting. In case any Member(s) insist for physical copy of the aforementioned documents, the same shall be sent to the respective Member(s) free of cost. For Members who have not registered their e-mail address, physical copies of the Annual Report 2015-16 are being sent by the modes permitted under Companies Act, 2013. The Annual Report is also available on the Company's website.
18. The route map of the venue of the Meeting is given in the Notice.
19. Voting through electronic means
 

Pursuant to the of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force),

Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS – 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") using an electronic voting system provided by Karvy Computershare Private Limited (Karvy) as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items:

  - a. The remote e-voting period will commence on Saturday, July 16, 2016 (9.00 A.M. IST) and will end on Tuesday, July 19, 2016 (5.00 P.M. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, July 13, 2016, may cast their votes through remote e-voting. The remote e-voting module shall be disabled by Karvy for voting after 5.00 P.M. (IST) on Tuesdays, July 19, 2016 and remote e-voting shall not be allowed beyond the said time.
  - b. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Wednesday, July 13, 2016.
  - c. Once the vote on a resolution is cast by a Member through remote e-voting, he/she/it shall not be allowed to change it subsequently.
  - d. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Wednesday, July 13, 2016, may refer to this Notice of the AGM of the Company, posted on Company's website [www.bajajcorp.com](http://www.bajajcorp.com) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
  - e. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of polling papers at the AGM for the Members attending the meeting who have not cast their vote by remote e-voting.

- f. A Member may participate in the AGM even after exercising his right to vote through remote e-voting, but cannot vote again at the AGM.
- g. If a Member cast votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.

The instructions for remote e-voting are as under:

- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
  - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii) Enter the login credentials (i.e., User ID and password). In case of physical folio, user ID will be **EVEN Number 2354** followed by Folio No. In case of Demat Account, user ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, Click on "LOGIN".
  - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the "EVENT" i.e., Bajaj Corp Limited.
  - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or

"AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
- xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [prasanjit@gbcs.co.in](mailto:prasanjit@gbcs.co.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."
- xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. July 13, 2016, may write to the Karvy on the email Id: [evoting@karvy.com](mailto:evoting@karvy.com) or to Mr P. A. Varghese, Contact No. 040-33215424, at [Unit: Bajaj Corp Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:
  - i) In case of Members who have not registered their e-mail addresses, their User ID and Password are provided in the enclosed Attendance Slip for the AGM.
  - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.



- C. The remote e-voting period commences on Saturday, July 16, 2016 at 9:00 A.M. and ends on Tuesday, July 19, 2016, at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Wednesday, July 13, 2016, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date being Wednesday, July 13, 2016.
- F. The Company has appointed Mr. Prasanjit Kumar Baul, (membership no. A34347) from M/s Gupta Baul & Associates., Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- H. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website [www.bajajcorp.com](http://www.bajajcorp.com) and on the website of Karvy immediately after the result is declared by the Chairman.
- I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.bajajcorp.com](http://www.bajajcorp.com)) and Service Provider's website (<https://evoting.karvy.com>) and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.

**STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 AND SS-2**

**In respect of Item No. 5**

Mr. Sumit Malhotra, (DIN 02183825) aged 54 years, was appointed as Managing Director of the Company by the Shareholders through Postal Ballot held on October 6, 2011, for a period of 5 years with effect from August 8, 2011.

Mr. Sumit Malhotra holds a Bachelors degree in pharmacy with honours from Institute of Technology, Benaras Hindu University, Varanasi and a post graduate diploma in Business Management from IIM, Ahmedabad. He has over 30 years of experience in the FMCG sector. He joined our Company on April 1, 2008 and is responsible for overall operations of our Company and its subsidiaries. Prior to joining our Company he was President, Sales and Marketing of Bajaj Resources Limited (formerly Bajaj Consumer Care Limited) since 2004.

In appreciation and recognition of his leadership and phenomenal contribution towards the growth of the Company, the Board of Directors (the 'Board') based on the recommendation of the Nomination and Remuneration Committee of the Board, at its meeting held on April 12, 2016, approved re-appointment of Mr. Sumit Malhotra as Managing Director of the Company for a period of 5 years from August 8, 2016, on the terms and conditions and remuneration as enumerated in the resolution at Item No. 5 of this Notice, subject to the approval of the Members and such other approvals as may be required.

In case the Company has in any Financial Year no profits or if its profits are inadequate anytime during the tenure of office of Mr. Sumit Malhotra, as Managing Director, he shall be paid the remuneration as stated in resolution at Item No. 5, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted and subject to approval of such authority(ies) as may be required, in accordance with the provisions of the Companies Act, 2013 and Schedule V thereto or any modification thereto and as may be agreed by and between the Board and Mr. Sumit Malhotra, without any further approval of the members of the Company.

A copy each of the resolutions passed by the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on April 12, 2016, as referred to above, are available for inspection by Members of the Company at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on all working days (except Saturdays, Sundays

and Public Holidays) up-to and including the date of the Tenth Annual General Meeting, viz. July 20 ,2016.

The Board of Directors recommend passing of the Special Resolution set out in Item No.5 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Sumit Malhotra, are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution, set out in Item No.5 of the Notice.

### **In respect of Item No. 6**

Section 62 and Section 42 of the Companies Act, 2013 regulates any increase in subscribed capital by issue of further shares by any company. For issuance of further shares that may be offered to any person otherwise than as stated in Section 62(1)(a) of the Act, prior permission of the Members is required to be obtained by way of passing of a special resolution pursuant to Section 62(1)(c) of the Act.

The Company has been pursuing organic and inorganic opportunities for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. This Special Resolution proposed is an enabling resolution to facilitate and meet the fund requirements of its organic and/or inorganic growth, the capital expenditure needs of the ongoing or new projects and/or offices/factory buildings of the Company, enhancing the manufacturing facilities, working capital requirements, refinancing borrowings if any, focus on research & development activities, improved energy conservation techniques, to meet any exigencies including pursuing new opportunities, issue expenses etc.

The resolutions contained in the attached Notice pertain to a proposal by the Company to create, offer, issue and allot Equity Shares or other securities as stated therein or a combination of such securities in one or more tranches (referred to as "Securities"). The intention is to raise additional capital to meet the funding requirements and business objectives of the Company. For this purpose, the Company seeks your approval as per the resolution stated in the Notice.

The Members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with Lead Manager(s), Advisor(s), Underwriter(s) and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the Securities shall be determined at a later stage, exact number of Securities to be issued shall also be crystallized later. However, an

enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the Issue.

Furthermore, as per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and various regulations under Foreign Exchange Management Act, 1999 (FEMA), approval of shareholders by way of special resolution is required to be obtained for issuance of further shares by way of Qualified Institutions Placement (QIP), Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), Debentures or any other securities convertible into Equity Shares by any listed company.

As per Regulation 88 of Chapter VIII of the SEBI ICDR Regulations, allotment pursuant to the special resolution approving the QIP issue passed by the Shareholders shall be completed within a period of twelve months from the date of passing of the resolution. The Company has been seeking such enabling approval from shareholders for issuance of further shares from time to time. The last resolution in this regard was passed by the Company at the 9th Annual General Meeting held on July 20, 2015 for an amount up to ` 1,000/- Crore, which for the purpose of raising funds through QIP issue is valid for a period of 12 months from date of passing of special resolution i.e. up to July 19, 2016. To enable the Company to raise Equity funds depending upon its business needs and as may be advised, approval of Shareholders is being sought for issue of Equity Shares and/or any other financial instruments convertible into Equity Shares through Qualified Institutional Placement (QIP) under SEBI ICDR Regulations and/or through issuance of securities in the international markets by way of GDRs/ADRs/FCCBs etc. in one or more tranches, up to an amount not exceeding ` 1,000/- Crore (Rupees One Thousand Crore only).

As per the provisions of Regulation 85 of Chapter VIII of the SEBI ICDR Regulations, issue of specified securities shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on a Stock Exchanges during the two weeks preceding the relevant date. The said Regulations also provide that the issuer may offer a discount of not more than 5% on the price so calculated for the Qualified Institutions Placement, subject to approval of shareholders as specified in clause (a) of Regulation 82 of the SEBI ICDR Regulations. The relevant date for the purpose of regulation 85 means the date of meeting in which the Board or any Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue.

Further, pursuant to the provisions of Regulation 89 of Chapter VIII of the SEBI ICDR Regulations, the aggregate of the proposed QIPs and all previous QIPs made by the Company in the same Financial Year shall not exceed five times the net worth of the Company as per the audited Balance Sheet of the previous Financial Year.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue/allotment/conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 6 of the Notice.

All the Directors and Key Managerial Personnel (KMP) may be deemed to be interested in the Resolution at

Item No. 6 to the extent of shares and/or securities that may be offered to them and/or entities in which any of respective Director is deemed to be interested. Save as aforesaid, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in any way, in the aforesaid resolution.

By Order of the Board of Directors

**Hitesh Kanani**  
General Manager - Company Secretary

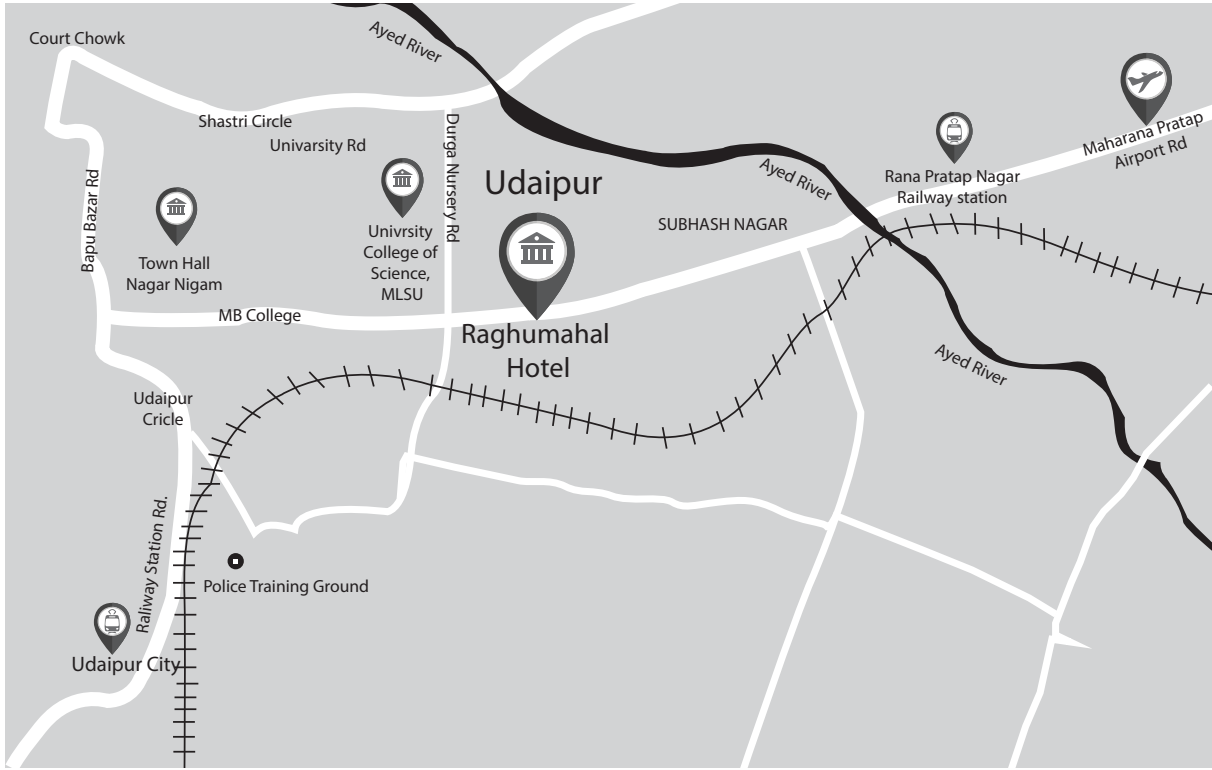
Place : Mumbai  
Dated : April 12, 2016

**ANNEXURE TO ITEM NOS. 3 & 5 OF THE NOTICE DATED APRIL 9, 2016**

Details of Directors seeking appointment/re-appointment at the forthcoming Tenth Annual General Meeting (in pursuance of Regulation 36 (3) of the Listing Regulations and SS-2).

<b>Name of the Director</b>	<b>Mr. Kushagra Nayan Bajaj</b>	<b>Mr. Sumit Malhotra</b>
<b>Director Identification Number</b>	00017575	02183825
<b>Date of Birth</b>	04-02-1977	28-09-1961
<b>Nationality</b>	Indian	Indian
<b>Date of first appointment on the Board</b>	14-09-2007	01-04-2008
<b>Qualifications</b>	Bachelors degree of science in economics, political philosophy and finance from the Carnegie Mellon University, Pittsburgh, USA and a masters degree in science in marketing and finance from the Northwestern University, Chicago, USA	Bachelors degree in Pharmacy with honours from Institute of Technology, Benaras Hindu University, Varanasi and a post graduate diploma in business management from IIM, Ahmedabad.
<b>Expertise in functional area</b>	Over 15 years of experience in the consumer and sugar industry.	About 30 years of experience in the FMCG sector
<b>Number of Equity Shares held in the Company</b>	NIL	600
<b>Directorships and Committee membership of other Board as on 31.03.2016</b>	Directorship: Bajaj Hindusthan Sugar Limited Membership/ Chairmanship of Committees: 2	Directorship: Anmol Biscuits Limited Membership/ Chairmanship of Committees: NIL
<b>Number of Board Meetings attended during the year</b>	2	4
<b>Relationship with other Directors, Manager and KMP</b>	Mr. Kushagra Nayan Bajaj is the spouse of Mrs. Vasavadatta Bajaj	NIL
<b>Remuneration Last Drawn</b>	N.A.	₹ 2,43,79,443/-

### Route Map to the AGM Venue





**CIN: L01110RJ2006PLC047173**

**Registered Office:** Old Station Road, Sevashram Chouraha, Udaipur - 313 001, Rajasthan

**Website:** www.bajajcorp.com **Email:** complianceofficer@bajajcorp.com

### ATTENDANCE SLIP

#### 10TH ANNUAL GENERAL MEETING - WEDNESDAY, JULY 20, 2016 AT 10:30 A.M.

I hereby record my presence at the **10th Annual General Meeting** of the Company held on Wednesday, July 20, 2016 at 10:30 A.M. at Raghu Mahal Hotels Private Limited, 93, M.B. College Road, Darshanpura, Airport Road, Udaipur - 313 001, Rajasthan.

Sr. No.

Name and Registered Address of the Shareholder :

Name(s) of the Joint Shareholder(s), if any :

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

Number of Shares held :

Name of the Proxy/Representative, if any :

Signature of Member(s)/Proxy : \_\_\_\_\_

Signature of the Representative : \_\_\_\_\_

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE**

#### FOR ATTENTION OF THE MEMBERS

Members may please note the User ID and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS – 2). Detailed instructions for e-voting are given in the notes to the AGM Notice.

#### ELECTRONIC VOTING PARTICULARS

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>

# bajaj

## Corp Ltd.

CIN: L01110RJ2006PLC047173

**Registered Office:** Old Station Road, Sevashram Chouraha, Udaipur - 313 001, Rajasthan

**Website:** www.bajajcorp.com **Email:** complianceofficer@bajajcorp.com

### PROXY FORM (FORM NO. MGT - 11)

[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 \_\_\_\_\_ shares of the above named Company, hereby appoint:

1. Name \_\_\_\_\_

Address \_\_\_\_\_

Having email id \_\_\_\_\_ or failing him/her

2. Name \_\_\_\_\_

Address \_\_\_\_\_

Having email id \_\_\_\_\_ or failing him/her

3. Name \_\_\_\_\_

Address \_\_\_\_\_

Having email id \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **10th Annual General Meeting** of the Company to be held on Wednesday, July 20, 2016 at 10:30 A.M. at Raghu Mahal Hotels Private Limited, 93, M.B. College Road, Darshanpura, Airport Road, Udaipur - 313 001, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of the Resolution	For	Against	Abstain
<b>Ordinary Business</b>				
1	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2016 – Ordinary Resolution.			
2	To confirm Interim Dividend of 1150% (₹ 11.50) per Equity Share declared on 14,75,00,000 Equity Shares of face value of ₹ 1/- each already paid for the Financial Year ended March 31, 2016 – Ordinary Resolution.			
3	To appoint a Director in place of Mr. Kushagra Nayan Bajaj (DIN 00017575), Director, who retires by rotation and being eligible, offers himself for re-appointment – Ordinary Resolution.			
4	Appointment of M/s. R.S. Dani & Company (Firm Registration Number 000243C) as the Statutory Auditors of the Company and to fix their remuneration – Ordinary Resolution.			
<b>Special Business</b>				
5	Re-appointment of Mr. Sumit Malhotra (DIN 02183825) as Managing Director of the Company – Special Resolution			
6	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.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Affix  
Revenue  
Stamp

Signature of shareholder across Revenue Stamp

\_\_\_\_\_  
Signature of proxy holder

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the for or against column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. A person can act as proxy on behalf of Members not exceeding fifty 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 Member.
4. A proxy need not be a Member of the Company.