

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity: **BAJAJ CORP LIMITED**

2. Quarter ending : 30<sup>th</sup> September, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kushagra Nayan Bajaj	PAN: ABBPB5704G  DIN: 00017575	Chairman, Non-Independent, Non-Executive	14.09.2007	-	2	2	NIL
Mr.	Sumit Malhotra	PAN: AAFBM0439C  DIN: 02183825	Managing director, Non-Independent, Non-Executive	08.08.2011	-	1	1	NIL
Mr.	Adityavikram Ramesh Somani	PAN: AACPS9138D  DIN: 00046286	Independent, Non-Executive	01.08.2014	2.2 Yrs	2	2	NIL
Mr.	Dilip Cherian	PAN: AAGPC9788H  DIN: 00322763	Independent, Non-Executive	01.08.2014	2.2 Yrs	3	2	1
Mr.	Gaurav Dalmia	PAN: ADYPD0151A  DIN: 00009639	Independent, Non-Executive	01.08.2014	2.2 Yrs	3	3	1



Mrs.	Vasavadatta Bajaj	PAN: ADTPB83 66J  DIN: 06976000	Non-Independent, Non-Executive	26.09.2014	-	1	NIL	NIL
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SPAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &
1. Audit Committee	Mr. Gaurav Dalmia Mr. Aditya Vikram Ramesh Somani Mr. Dilip Cherian	Chairman* (Independent, Non-Executive) (Independent, Non-Executive) (Independent, Non-Executive)
2. Nomination & Remuneration Committee	Mr. Gaurav Dalmia Mr. Dilip Cherian Mr. Aditya Vikram Ramesh Somani	Chairman* (Independent, Non-Executive) (Independent, Non-Executive) (Independent, Non-Executive)
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee'	Mr. Dilip Cherian Mr. Kushagra Nayan Bajaj Mr. Sumit Malhotra	Chairman* (Independent, Non-Executive) (Non-Independent, Non-Executive) (Non- Independent, Executive)

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\*Chairman of the respective Committee



III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
April 12, 2016	July 25, 2016	103 days	
July 25, 2016	August 22, 2016	27 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit : July 25, 2016	Yes	April 12, 2016	103 days
Stakeholders Relationship Committee : July 25, 2016	Yes	April 12, 2016	103 days

This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

#### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained :	Yes
Whether shareholder approval obtained for material RPT :	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee :	Yes

**Note**  
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  
2 If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.



4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**For Bajaj Corp Limited**

*Hitesh Kanani*



**Hitesh Kanani**  
**General Manager – Company Secretary**

**Date : 04.10.2016**

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

## HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **BAJAJ CORP LIMITED**  
 2. Half year ending : 30<sup>th</sup> September, 2016

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Bajaj Corp Limited</p> <div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">   <b>Hitesh Kanani</b>                      General Manager – Company Secretary                 </div> <div style="text-align: center;">  </div> </div> <p>Date : 04.10.2016</p>		