

## Proceedings of 8<sup>th</sup> Annual General Meeting of Bajaj Corp Limited

### 1. Details of the meeting:

- i. The day, date, hour of the Annual General Meeting : Friday, August 1, 2014 at 4:00 p.m. (IST)
- ii. Venue of the Annual General Meeting : Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021
- iii. Confirmation with respect to appointment of Chairman of the meeting : Mr. Kushagra Bajaj, Chairman of the Company, was appointed as Chairman of the meeting.
- iv. Number of members attending the meeting : 51 members attended the meeting in person and in proxy.
- v. Confirmation of quorum : Yes
- vi. Confirmation with respect to compliance of the Act and the Rules, secretarial standards made there under with respect to calling, convening and conducting the meeting : It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Act, the Rules and the secretarial standards made thereunder.
- vii. Business transacted at the meeting and result thereof : Provided in the annexure attached to this form
- viii. Particulars with respect to any adjournment, postponement of meeting, change in venue : None
- ix. Any other points relevant for inclusion in the report : None

### 2. Fair and correct summary of the proceedings of the meeting:

The 8th Annual General Meeting of the members was held on Friday, August 1, 2014 at 4:00 p.m. (IST) at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021. 44 shareholders representing in aggregate 112721834 equity shares attended the AGM in person and 7 shareholders representing in aggregate 124991 equity shares attended the AGM through proxy.

The Notice dated April 28, 2014 convening the 8th Annual General Meeting of the Company circulated to the shareholders, were taken as read with the consent of all the shareholders present at the meeting.

The Chairman invited queries on the accounts. Certain shareholders voiced their observations and raised certain queries and sought certain details with regard to the accounts and operations of the Company for the year ended March 31, 2014. These shareholders offered their best wishes to the Company. Certain shareholders also congratulated the quarter results for quarter ended June 30, 2014.

The observations made and queries posed by shareholders primarily pertained to the following aspects: -

1. Sources of raw materials
2. Vision for business in next 10 years
3. Potential business in Bangladesh and other countries
4. Launch of new products in hair care and ayurvedic segments
5. Potential acquisition of brands
6. Target of market share in the next 3-5 years
7. Target for retail outlets
8. Strategy for South India market
9. Royalty payments made
10. Capex programme
11. Green initiative and number of e-mails sent
12. Exports to other countries

13. Items manufactured at each plants
14. Company's plans to issue Bonus/Rights shares
15. Cost of printing of Annual report and total copies printed.

The Chairman responded to all the queries to the satisfaction of the respective shareholders.

The Chairman stated the Company in compliance of the provisions of Companies Act, 2013 read with the Rules made there under and Clause 35B of the Listing Agreement provided e-voting facility to Members in respect of the items of business given in the Notice convening the 8th AGM of the Company. The Company has received the Scrutiniser's Report on the e-voting conducted in respect of the items of business given in the Notice convening the 8th AGM. The Scrutinizer's Report on e-voting is kept open for inspection by Members during the continuance of the 8th Annual General Meeting. The Chairman then stated in order to provide an opportunity to those Members who did not cast their votes through e-voting, a poll is ordered in respect of all the items of business given in the Notice convening the 8th Annual General Meeting of the Company.

Mr. Prasenjit Baul, Practicing Company Secretary was appointed as the Scrutinizer for this poll. The Chairman then requested the Company Secretary to brief the Members regarding the poll process and complete the formalities in this regard.

The Company Secretary briefed the members about the process of conducting poll informed that Members who have cast their votes through e-voting are not permitted to cast their votes on the poll and such votes shall not be counted for the purposes of poll. The combined results will be declared subsequently and disseminated to the Members through the Stock Exchanges and Company website.

The Company Secretary then requested the shareholders to propose and second the resolutions stated in the Notice convening 8th Annual General Meeting.

<b>Item No.</b>	<b>Name of the proposer</b>	<b>Name of the Secunder</b>
<b>Resolution at Item No. 1</b> To consider and adopt the Annual Accounts for 2013-2014, Directors' Report and Auditors' Report thereon for passing by the shareholders	Mr. Kushagra Bajaj	Ms. Smita Shah
<b>Resolution at Item No.2</b> To confirm Interim Dividend of `6.50 already paid as final	Mr. J. Suresh Shenoy	Mr. Jayendra R Shah
<b>Resolution at Item No.3</b> Re-appointment of Mr. Jimmy Anklesaria who retires by rotation.	Mr. Jitendra Shah	Mr. Harish A. Shah
<b>Resolution at Item No.4</b> To appoint M/s. R. S. Dani as Auditors and to fix their remuneration	Mr. Balkishan Muchhal	Mr. Hemant
<b>Resolution at Item No.5</b> Appointment of Mr. Gaurav Dalmia as an Independent Director.	Ms. Smita Shah	Mr. Joshi Rajendraprasad
<b>Resolution at Item No.6</b> Appointment of Mr. Dilip Cherian as an Independent Director.	Mr. Gurpreet S. Amrit	Mr. Hemant Panpalia
<b>Resolution at Item No.7</b> Appointment of Mr. Haigreve Khaitan as an Independent Director.	Mr. Balkishan Muchhal	Mr. Satwik Reddy
<b>Resolution at Item No.8</b> Appointment of Mr. Aditya Somani as an Independent Director.	Mr. J. Suresh Shenoy	Mr. Harish A. Shahq
<b>Resolution at Item No.9</b> Re-appointment of Mr. Apoorv Bajaj as Executive President & to fix his remuneration.	Ms. Smita Shah	Mr. J. Suresh Shenoy

<p><b>Resolution at Item No.10</b> Further issue of share capital pursuant to Section 62(1)(c) of the Companies Act, 2013 by way of QIP/GDR/FCCBs etc.</p>	Ms. Smita Shah	Mr. Gurpreet S Amrit
<p><b>Resolution at Item No.11</b> Ratification of the remuneration to cost auditors.</p>	Mr. Harish Shah	Mr. Balkishan Muchhal

After the Resolutions were proposed and seconded, the Company Secretary announced that the Polling process has commenced. After the last vote was cast, the Chairman thanked the shareholders for their participation in the meeting and declared that the meeting is concluded.

Vote of Thanks

The Meeting concluded with a vote of thanks to the Chair proposed by Mr. Aditya Vikram Somani.

**For Bajaj Corp Limited**

Sd/-  
Kushagra Bajaj  
**Chairman**  
(DIN: 00017575)

Place : Mumbai

Date : August 23, 2014