

RESULT OF POSTAL BALLOT

Results of the voting conducted through postal ballot on the following Special Resolution as circulated to the members vide Postal Ballot Notice dated September 25, 2014:

SPECIAL RESOLUTION

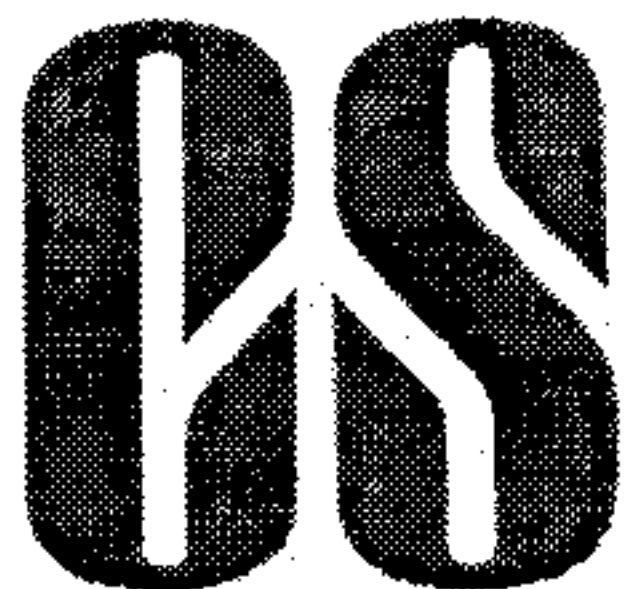
Special Resolution under Sections 4, 13 and other applicable provisions of the Companies Act, 2013 for change of name of the Company from 'Bajaj Hindusthan Limited' to 'Northern India Sugar Limited' and consequent alteration of Memorandum and Articles of Association of the Company.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to total paid up equity capital	% to net valid votes
1	Number of valid postal ballot forms received	739	2959864	0.46	
2	Number of valid votes cast by electronic mode	637	382247871	59.78	
3	Number of invalid postal ballot forms received	76	147014	0.02	
4	Number of invalid votes by electronic mode	0	0	0.00	
5	Votes in favour of the Resolution including votes cast by electronic mode	1127	383753957	60.02	99.62
6	Votes against the Resolution including votes cast by electronic mode	249	1453778	0.23	0.38
7	Net valid votes (as per Register)	1376	385207735	60.25	100.00

The aforesaid resolution has therefore been approved by the Shareholders with the **requisite majority**.

Place: Mumbai
Date: 11/11/2014


Chairman/Authorised Representative



S. L. BHANDARI & ASSOCIATES

COMPANY SECRETARIES

B-221, Durian Estate, Goregaon - Mulund Link Road,
Near Pravasi Indl. Estate, Goregaon (East), Mumbai – 400 063.

Tel.: +91 22 2297 7483 Mobile: +91 9820203482

Email: shalubhandari@gmail.com

SCRUTINIZER'S REPORT

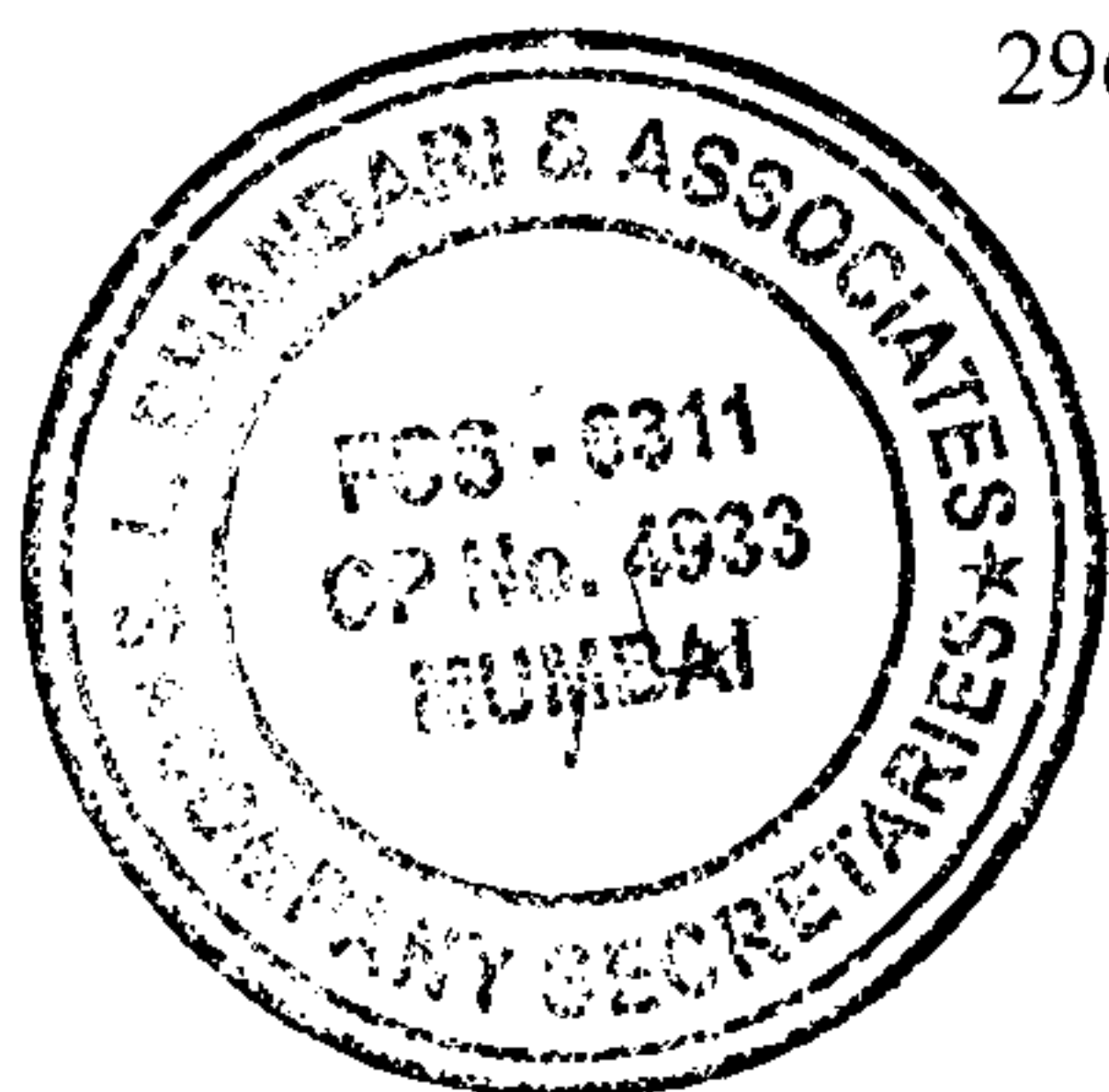
The Chairman
Bajaj Hindusthan Limited
Bajaj Bhawan, 2nd Floor
Jamnalal Bajaj Marg
226, Nariman Point
Mumbai 400 021

Dear Sir,

Sub: Passing of Special Resolution by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules thereunder in terms of the Notice dated September 25, 2014 for passing One Special Resolution as set out below:

Special Resolution under Sections 4, 13 and other applicable provisions of the Companies Act, 2013 for change of name of the Company from "BAJAJ HINDUSTHAN LIMITED" to "NORTHERN INDIA SUGAR LIMITED" (hereinafter referred to as "SPECIAL RESOLUTION");

1. The Board of Directors of the Company at its Meeting held on September 25, 2014 has appointed me Scrutinizer for conducting the postal ballot voting process for the above purpose.
2. I submit my report as under:
 - 2.1. The Company has completed on October 6, 2014 the despatch of postal ballot forms and PIN MAILERS along with postage prepaid business reply envelopes to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on September 19, 2014.
 - 2.2. Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in a register separately maintained for the purpose.
 - 2.3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4. The postal ballot boxes were opened on November 6, 2014 in my presence.
 - 2.5. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on September 19, 2014.
 - 2.6. All postal ballot forms received up to the last date fixed by the Company for receipt of the forms were considered for my scrutiny.
 - 2.7. Envelopes containing postal ballot forms received on or after November 6, 2014 were not considered for my scrutiny. Such envelopes aggregate to 74 vide serial number 1 to 74. These envelopes were not opened and are separately kept.
 - 2.8. Envelopes containing postal ballot forms returned undelivered aggregated to 2962 vide Serial Number 1 to 2962. These envelopes were also not opened and they are separately kept.



- 2.9. I did not find any defaced or mutilated ballot paper. All extraneous papers found in the envelopes received back were not considered.
- 2.10. I have received a complete record of votes cast by electronic mode from National Securities Depository Limited, the Agency for providing and supervising electronic platform upto November 5, 2014.

I have also received a certificate dated November 07, 2014 from M/s Sharepro Services (India) Pvt. Ltd., Mumbai, the Registrar & Share Transfer Agents of the Company on aggregate of summary of physical and voting by electronic means.

Total Paid up Equity Share Capital of the Company as on date is 639399911 Equity Shares of Re.1 each fully paid.

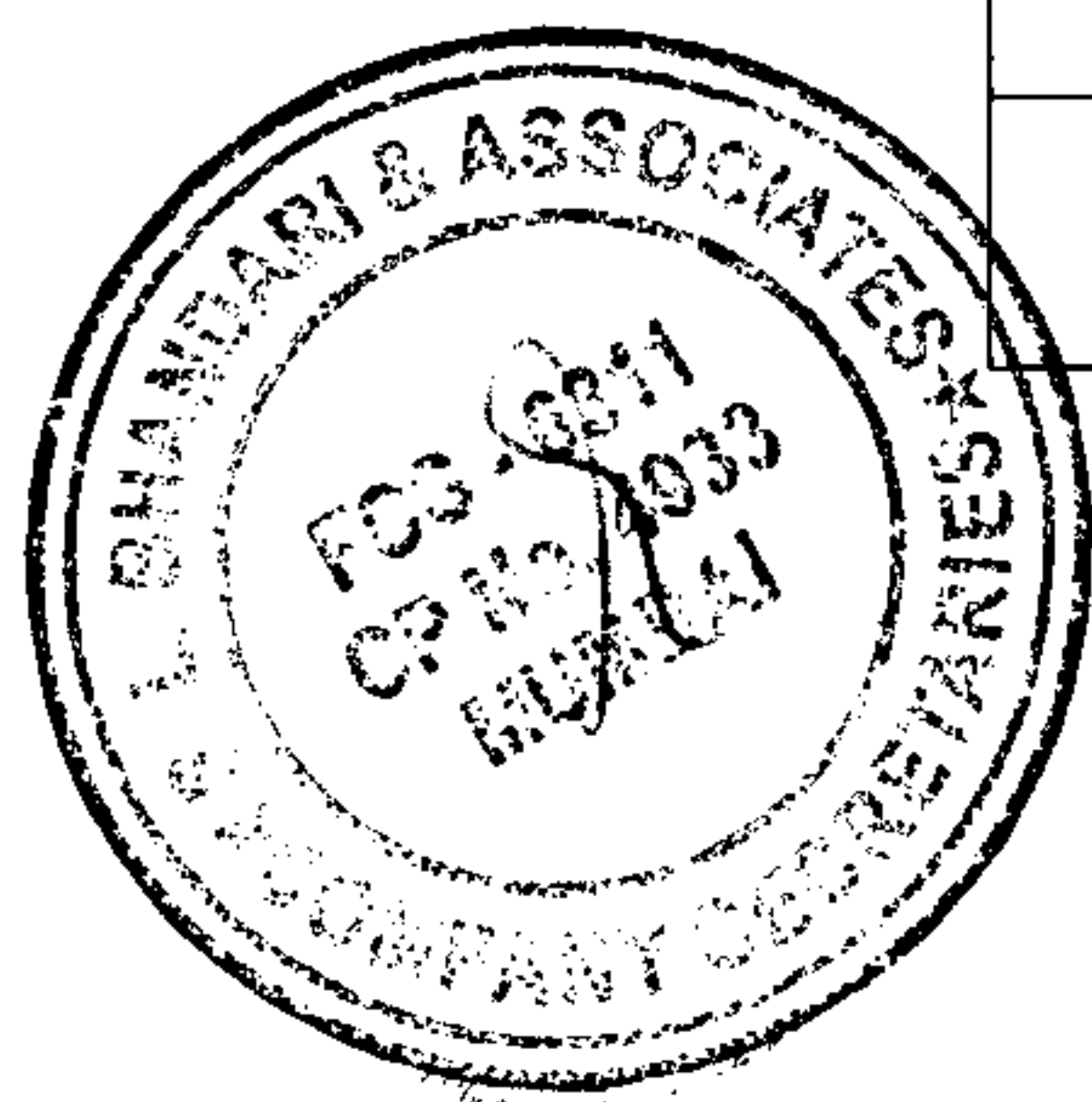
3.1 SPECIAL RESOLUTION

THE AGGREGATE OF SUMMARY OF RESULTS OF PHYSICAL VOTING AND VOTING BY ELECTRONIC MEANS IS AS UNDER:

Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	1452	385354749	60.27	
B	Less: Invalid Votes (as per Register)	76	147014	0.02	
C	Net valid Votes (as per Register)	1376	385207735	60.25	
D	Votes with Assent for the Resolution	1127	383753957	60.02	99.62
E	Votes with Dissent for the Resolution	249	1453778	0.23	0.38

(I) SUMMARY OF THE POSTAL BALLOT FORMS RECEIVED IS GIVEN BELOW:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Postal Ballot Forms received	815	3106878	0.49	
B	Less: Invalid Postal Ballot Forms (as per Register)	76	147014	0.02	
C	Net valid Postal Ballot Forms (as per Register)	739	2959864	0.46	
D	Postal Ballot Forms with Assent for the Resolution	639	2789322	0.44	94.24
E	Postal Ballot Forms with Dissent for the Resolution	100	170542	0.03	5.76



(II) SUMMARY OF THE VOTING BY ELECTRONIC MEANS, AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:

Sr. No.	Particulars	No. of shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total votes cast by electronic mode	637	382247871	59.78	
B	Less: Invalidated votes (as per Register)	0	0	0.00	
C	Net valid votes (as per Register)	637	382247871	59.78	
D	Votes with Assent for the Resolution	488	380964635	59.58	99.66
E	Votes with Dissent for the Resolution	149	1283236	0.20	0.34

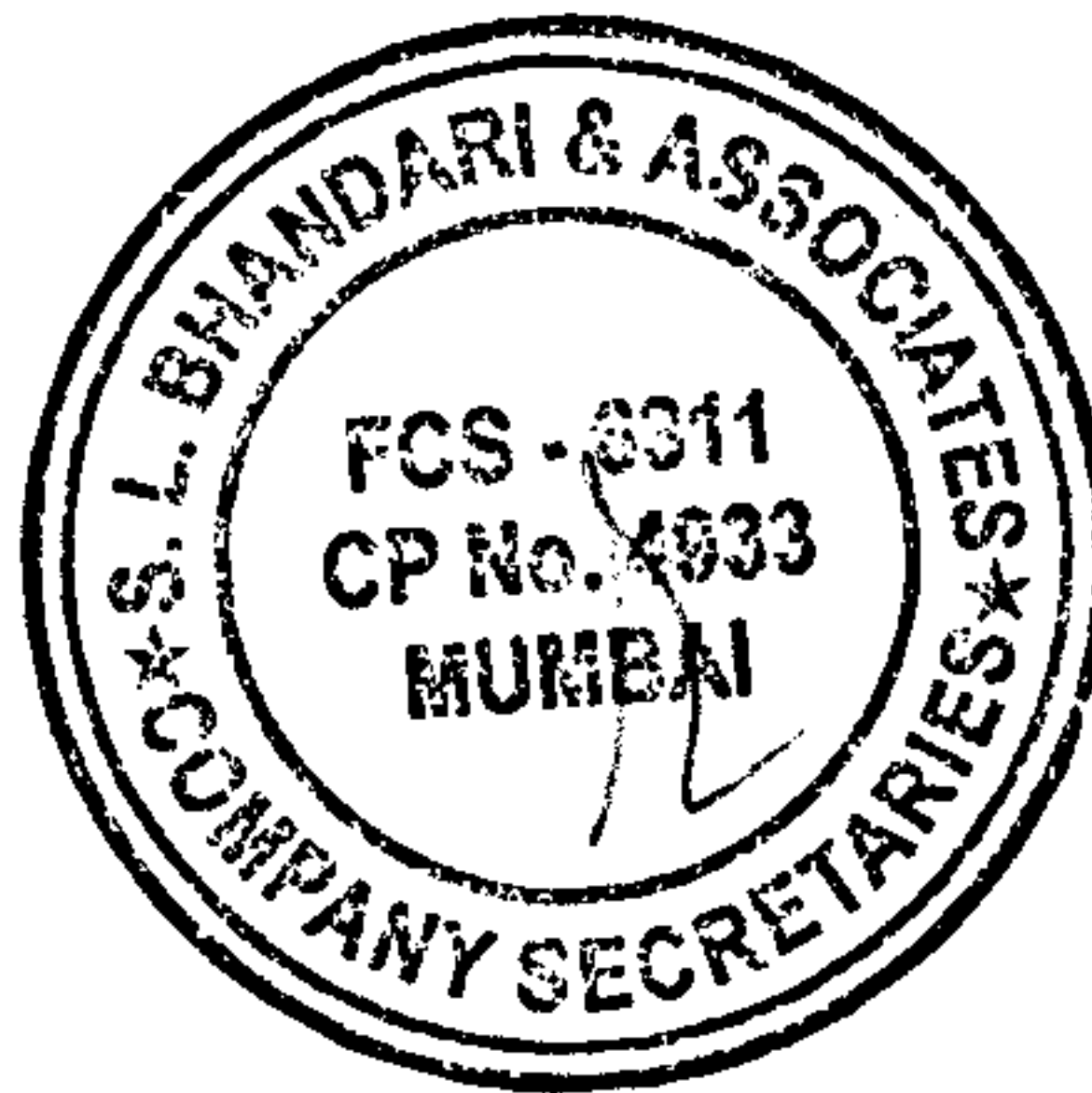
4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

For S. L. Bhandari & Associates
Company Secretaries

S. Bhandari

Shalu Bhandari
Proprietor
Name & Signature of Scrutinizer



Place: Mumbai
Date: 08.11.2014