



Registered Office: Golagokarannath, Lakhimpur-Kheri, District: Kheri, Uttar Pradesh 262802
Tel.:+91-5876-233754/5/7/8, 233403, Fax:+91-5876-233401, Website: www.bajajhindusthan.com
Corporate Identity No.L15420UP1931PLC065243

NOTICE FOR PASSING OF RESOLUTION BY POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

TO THE SHAREHOLDERS

Bajaj Hindusthan Limited

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force, that the resolution as set out hereunder is proposed to be passed as a Special Resolution by way of Postal Ballot/e-voting. The explanatory statement setting out the material facts concerning the said item and reason thereof are annexed hereto along with a Postal Ballot Form and postage pre-paid envelope.

The Board of Directors of the Company has appointed Ms. Shalu Bhandari, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Monday, January 19, 2015.

The Company is pleased to offer **e-voting facility** as an alternate to its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this notice and instructions on the reverse of the Postal Ballot Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by a Director or the Company Secretary of the Company on Saturday, January 24, 2015 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. www.bajajhindusthan.com.

Special Business:

For change of name of the Company under Section 4, 13 of the Companies Act, 2013

1. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Special Resolution under item no.1 passed by the shareholders by way of postal ballot on November 11, 2014 and pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force) and subject to the requisite approval of the Central Government and all other statutory approval(s) as may be required, the consent and approval of the Company be and is hereby accorded to change the name of the Company from “BAJAJ HINDUSTHAN LIMITED” to “BAJAJ HINDUSTHAN SUGAR LIMITED”.

“RESOLVED FURTHER THAT the name “BAJAJ HINDUSTHAN LIMITED” wherever it occurs in Memorandum and Articles of Association of the Company be substituted by the name “BAJAJ HINDUSTHAN SUGAR LIMITED”.

“RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company, be and are hereby authorised to sign and file all the e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

By order of the Board of Directors

For Bajaj Hindusthan Limited



Pradeep Parakh

**Group President (GRC) &
Company Secretary**

Place: Mumbai

Dated: December 11, 2014

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to the item of the proposed special business is annexed hereto.
2. All documents referred to in the accompanying Statement pursuant to Section 102 of the Companies Act, 2013 are open for available for inspection by shareholders at the Registered Office of the Company during the office hours on any working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to Saturday, January 24, 2015.
3. In compliance with clause 35B of the Listing Agreement with the Stock Exchanges and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company also offers e-voting option to all the shareholders as an alternative mode to exercise their right to vote. For this purpose, the Company will be making necessary arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting and to enable them to cast their votes electronically. E-voting is optional.
4. In case a Shareholder is desirous of obtaining Postal Ballot in printed form or a duplicate one, shareholder may write to R & T Agent - M/s Sharepro Services (India) Pvt. Ltd., Unit Bajaj Hindusthan Limited, 13 AB, 2nd Floor, Samhita Warehousing Complex, Behind Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072 or send an email to kadhikari@bajajhindusthan.com. The Company shall forward the same along with self addressed pre paid postage Business Reply Envelope to the shareholder.
5. The voting rights of the shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, December 05, 2014.
6. The Board of Directors has appointed Managing Director and Company Secretary of the Company as persons responsible for the entire Postal Ballot process.
7. The instructions for shareholders for voting electronically are as under:
 - A. In case of shareholders receiving e-mail from NSDL**
 - a. Open e-mail and open PDF file viz. “BHL e-Voting.pdf” with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: **[https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)**
 - c. Click on “Shareholder” - “Login”

- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of “e-Voting” opens. Click on “e-Voting”:- Active Voting Cycles.
- g. Select “EVEN” of Bajaj Hindusthan Limited
- h. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail shalubhandari@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of shareholders other than in (A) above

- a. Initial password is provided at the bottom of the Postal ballot form. Please follow all steps from Sr.No. (b) to Sr.No.(j) above, to cast vote.
8. **The date of commencement of e-voting is Saturday, December 20, 2014 and the last date for e-voting is Monday, January 19, 2015. The e-voting module will be disabled for voting thereafter by NSDL.**
9. Shareholders can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the shareholder opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa. However, in case Shareholder (s) cast their vote both by physical ballot and by electronic mode, then voting done by electronic shall prevail and voting done by physical will be treated as invalid.
10. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the “downloads” section of www.evoting.nsdl.com or call on (022) 2499 4600.
11. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013

In respect of change of name of the Company

Bajaj Hindusthan Limited engaged in the business of manufacture and sales of sugar, ethanol and other industrial alcohol and co-gen power.

Since, the present name of the Company does not contain any reference to the main business carried out by the Company, as approved by the Board vide resolution passed at its meeting held on August 08, 2014, the process of change of name of the Company was commenced. Shareholders of the Company passed the Special resolution for change of name from Bajaj Hindusthan Limited to Northern India Sugar Limited through postal ballot on November 11, 2014.

The Company was continuously following up with the authorities to avail its preferred name with “Hindusthan” and “Sugar” as part of its name. Upon a fresh application filed by the Company, the Registrar of Companies, Uttar Pradesh vide their letter dated 03/12/2014 granted No objection in the availability of the change of name to “BAJAJ HINDUSTHAN SUGAR LIMITED” from its existing name “BAJAJ HINDUSTHAN LIMITED”.

In order to avail this new name “BAJAJ HINDUSTHAN SUGAR LIMITED” the Company will be required to discontinue the process of change in name to “Northern India Sugar Limited” and initiate fresh process in this regard.

Pursuant to the provisions of Section 4 and 13(2) of the Companies Act, 2013, any change in name of the Company and alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining

the consent of the shareholders by passing a Special Resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals.

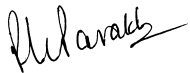
The Board of Directors recommend passing of the Special Resolution set out at Item No. 1 of the Notice.

A copy of letter dated 03/12/2014 received from the Registrar of Companies, Uttar Pradesh, Memorandum of Association and Articles of Association of the Company together with the proposed amendments are available for inspection by the Shareholders of the Company at the Registered Office during the office hours on any working days, except Saturdays between 11.00 A.M. and 1.00 P.M. upto Saturday, January 24, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice, except as shareholders of the Company.

By order of the Board of Directors

For Bajaj Hindusthan Limited



Pradeep Parakh
**Group President (GRC) &
Company Secretary**

Place: Mumbai

Dated: December 11, 2014



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 Tel.: +91-5876-233754/5/7/8, 233403, Fax: +91-5876-233401, Website: www.bajajhindusthan.com
 Corporate Identity No. L15420UP1931PLC065243

POSTAL BALLOT FORM

SERIAL NO: _____

- Name(s) of shareholder (s) (including Jointholders, if any)
- Registered Address of the Sole/ First named shareholder
- Registered Folio Number/ DP ID No. / Client ID No*
 *(Applicable to Shareholders holding Shares in dematerialized form)
- Number of Equity Share(s) held
- I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated December 11, 2014 by sending my/our assent or dissent to the said resolution by placing the tick (ü) mark at the appropriate column below:

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, please: i) Fill in Col. (1) for the number of shares being voted, ii) Tick (✓) the Col. (2) for voting (FOR) and/or Tick (✓) the Col. (3) for voting (AGAINST) and iii) Sign this Ballot Paper and post it in the pre-paid envelope)

| Item Number | Number of shares (1) | I/We assent to the resolution (FOR) (2) | I/We dissent to the resolution (AGAINST) (3) |
|--|-------------------------|--|---|
| 1. Special Resolution under Sections 4, 13 and other applicable provisions of the Companies Act, 2013 for change the name of the Company from 'Bajaj Hindusthan Limited' to 'Bajaj Hindusthan Sugar Limited' and consequent alteration of Memorandum and Articles of Association of the Company. | | | |

Place: _____
 Date: _____
 Signature of the shareholder*

(*In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/Power of Attorney should be sent along with Postal Ballot Form)

ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
| | | |

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith

Last date for receipt of Postal Ballot Form by the Scrutinizer : January 19, 2015

INSTRUCTIONS

Instructions to Shareholders opting for voting in paper mode (Sr. No. 1 to 11)

1. The Company is providing voting through Postal Ballot. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Shareholder will also be accepted. The Company also offers e-voting facility. Please see instruction in Sr. No.12 below for details.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. Unsigned /Blank Postal Ballot Form will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified true copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A Shareholder may sign the form through an Attorney appointed specifically for this purpose, in which case an attested copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. A Shareholder need not use all his votes nor he needs to cast all his votes in the same way.
6. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours on **Monday, January 19, 2015**. All Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Shareholder has not been received.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 6 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. **December 05, 2014**.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
11. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will be thereafter published in newspapers and communicated to the Stock Exchanges for the information of the Shareholders. The results of the Postal Ballot will also be posted on the website of the Company [http:// www.bajajhindusthan.com](http://www.bajajhindusthan.com).

Instructions to Shareholders opting for E-Voting (Sr. No. 12 to 15)

12. **The Company is pleased to offer e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form by post. For exercising e-voting facility, the User ID and initial Password are provided at the bottom of the Postal Ballot Form and the detailed procedure is enumerated below:**

E-VOTING

- A. In case of shareholders receiving e-mail from NSDL
 - a. Open e-mail and open PDF file viz. "BHL e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c. Click on "Shareholder" - "Login"
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of "e-Voting" opens. Click on "e-Voting":-- Active Voting Cycles.
 - g. Select "EVEN" of Bajaj Hindusthan Limited.
 - h. Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Institutional shareholders (i.e. other than individuals, **HUF, NRI**, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail shalubhandari@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. **In case of shareholders other than in (A) above**
 - a. Initial password is provided at the bottom of the Postal Ballot Form. Please follow all steps from Sr. No.(b) to Sr. No.(j) above, to cast vote.
13. **The date of commencement of e-voting is Saturday, December 20, 2014 and the last date for e-voting is Monday, January 19, 2015. The e-voting module will be disabled for voting thereafter by NSDL.**
14. Shareholders can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the shareholder opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa. However, in case Shareholder(s) cast their vote both by physical ballot and by electronic mode, then voting done by electronic shall prevail and voting done by physical will be treated as invalid.
15. Kindly note that vote once cast cannot be modified.
16. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e voting user manual for Shareholders available at the "downloads" section of www.evoting.nsdl.com or call on (022) 24994600.