

RESULT OF POSTAL BALLOT

Results of the voting conducted through Postal Ballot notice dated December 11, 2014 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, as a Special resolution

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	990	2946299	0.46	--
2	Number of valid votes cast by electronic mode	308	380824398	59.56	--
3	Number of invalid postal ballot forms received	91	284358	0.04	--
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	1183	383623024	60.00	99.96
6	Votes against the Resolution including votes cast by electronic mode	115	147673	0.02	0.04
7	Net valid votes (as per Register)	1298	383770697	60.02	100

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

Place: Mumbai
Date: 24/01/2015


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.

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SCRUTINIZER'S REPORT

The Chairman
Bajaj Hindusthan Limited
Golagokarannath
Lakhimpur-Kheri
District Kheri
Uttar Pradesh 262802

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 December 11, 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 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 (hereinafter referred to as "SPECIAL RESOLUTION")

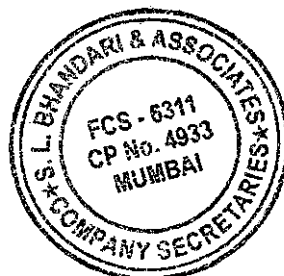
1. The Board of Directors of the Company at its Meeting held on 11th December, 2014 has appointed me Scrutinizer for conducting the postal ballot voting process for the above purpose.
2. I submit my report as under:
 - 2.1. The Company has completed on 19th December, 2014 the despatch of postal ballot 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 5th December, 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 20th January, 2015 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 5th December, 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 20th January, 2015 were not considered for my scrutiny. Such envelopes aggregate to 56 vide serial number 1 to 56. These envelopes were not opened and are separately kept.
- 2.8. Envelopes containing postal ballot forms returned undelivered aggregated to 1527 vide Serial Number 1 to 1527. 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 19th January, 2015.

I have also received a certificate dated 22nd January, 2015 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 NO. 1

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

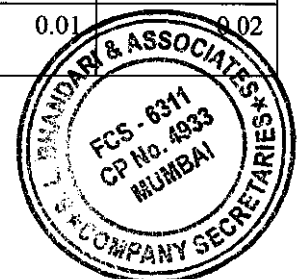
Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	1389	384055055	60.06	--
B	Less: Invalid Votes (as per Register)	91	284358	0.04	--
C	Net valid Votes (as per Register)	1298	383770697	60.02	--
D	Votes with Assent for the Resolution	1183	383623024	60.00	99.96
E	Votes with Dissent for the Resolution	115	147673	0.02	0.04

(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	1081	3230657	0.50	--
B	Less: Invalid Postal Ballot Forms (as per Register)	91	284358	0.04	--
C	Net valid Postal Ballot Forms (as per Register)	990	2946299	0.46	--
D	Postal Ballot Forms with Assent for the Resolution	942	2870892	0.45	97.44
E	Postal Ballot Forms with Dissent for the Resolution	48	75407	0.01	2.56

(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	308	380824398	59.56	--
B	Less: Invalidated votes (as per Register)	0	0	0.00	--
C	Net valid votes (as per Register)	308	380824398	59.56	--
D	Votes with Assent for the Resolution	241	380752132	59.55	99.98
E	Votes with Dissent for the Resolution	67	72266	0.01	0.02



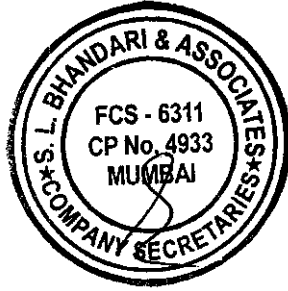
4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

For **S. L. Bhandari & Associates**
Company Secretaries



Shalu Bhandari
Proprietor



Place: Mumbai
Date: **23 JAN 2015**