

RESULT OF POSTAL BALLOT

Results of the voting conducted through postal ballot on the following five Special Resolutions as circulated to the Shareholders vide Postal Ballot Notice dated November 12, 2014:

SPECIAL RESOLUTION NO.1

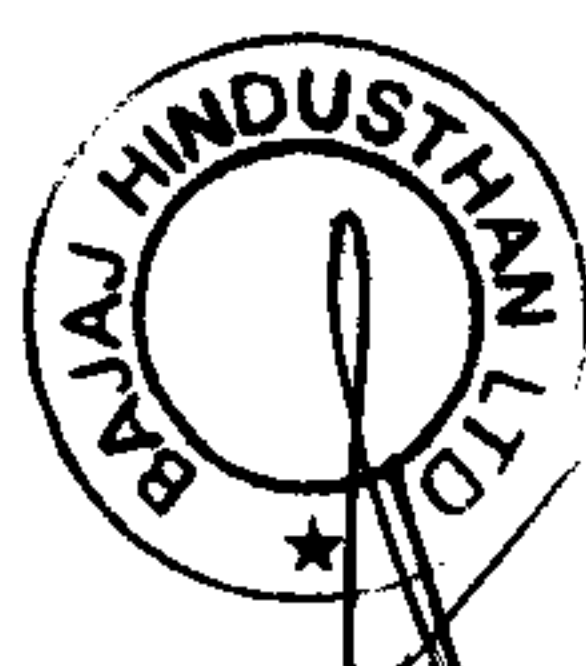
Special Resolution under Sections 196,197,203 and other applicable provisions of the Companies Act, 2013 for payment of overall and minimum remuneration to Mr. Shishir Bajaj as Managing Director (DIN:00017612) for the period commencing from April 1, 2014 to October 17, 2014 (date of cessation).

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	657	2548819	0.40	
2	Number of valid votes cast by electronic mode	494	340103553	53.19	
3	Number of invalid postal ballot forms received	85	327824	0.05	
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	850	329702981	51.56	96.22
6	Votes against the Resolution including votes cast by electronic mode	301	12949391	2.03	3.78
7	Net valid votes (as per Register)	1151	342652372	53.59	100.00

SPECIAL RESOLUTION NO.2

Special Resolution under Sections 196,197,203 and other applicable provisions of the Companies Act, 2013 for payment of overall and minimum remuneration to Mr. Kushagra Bajaj as Managing Director (DIN:00017575) for the period commencing from April 1, 2014 to April 23, 2017 (upto the date of remaining tenure of the present appointment).

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	641	2543088	0.40	
2	Number of valid votes cast by electronic mode	491	340102480	53.19	
3	Number of invalid postal ballot forms received	85	327824	0.05	
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	843	336170308	52.58	98.11
6	Votes against the Resolution including votes cast by electronic mode	289	6475260	1.01	1.89
7	Net valid votes (as per Register)	1132	342645568	53.59	100.00



SPECIAL RESOLUTION NO.3

Special Resolution under Sections 196,197,203 and other applicable provisions of the Companies Act, 2013 for payment of overall and minimum remuneration to Dr. Sanjeev Kumar as Executive Director (DIN:00364416) for the period commencing from April 1, 2014 to March 11, 2019 (upto the date of remaining tenure of the present appointment).

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	642	2542192	0.40	
2	Number of valid votes cast by electronic mode	487	340102060	53.19	
3	Number of invalid postal ballot forms received	85	327824	0.05	
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	838	336069947	52.56	98.08
6	Votes against the Resolution including votes cast by electronic mode	291	6574305	1.03	1.92
7	Net valid votes (as per Register)	1129	342644252	53.59	100.00

SPECIAL RESOLUTION NO.4

Special Resolution under Sections 196,197,203 and other applicable provisions of the Companies Act, 2013 for payment of overall and minimum remuneration to Mr. Manoj Maheshwari as Director and Group CFO (DIN:02581704) for the period commencing from April 1, 2014 to September 30, 2017 (upto the date of remaining tenure of the present appointment).

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	641	2543072	0.40	
2	Number of valid votes cast by electronic mode	488	340102005	53.19	
3	Number of invalid postal ballot forms received	85	327824	0.05	
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	838	336076022	52.56	98.08
6	Votes against the Resolution including votes cast by electronic mode	291	6569055	1.03	1.92
7	Net valid votes (as per Register)	1129	342645077	53.59	100.00



SPECIAL RESOLUTION NO.5

Special Resolution under Sections 196,197,203 and other applicable provisions of the Companies Act, 2013 for payment of overall and minimum remuneration to Mr. Ashok Kumar Gupta as Director (Group Operations) (DIN:02608184) for the period commencing from April 1, 2014 to September 30, 2017 (upto the date of remaining tenure of the present appointment).

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	640	2541607	0.40	
2	Number of valid votes cast by electronic mode	502	340131166	53.20	
3	Number of invalid postal ballot forms received	85	327824	0.05	
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	847	336097525	52.56	98.08
6	Votes against the Resolution including votes cast by electronic mode	295	6575248	1.03	1.92
7	Net valid votes (as per Register)	1142	342672773	53.59	100.00

The aforesaid resolutions have therefore been approved by the Shareholders with the **requisite majority**.

Place: Mumbai
Date: 09/01/2015


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.

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

Email: shalubhandari@gmail.com

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 12th November, 2014 for passing five Special Resolutions under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) for Payment of Overall and Minimum remuneration to:

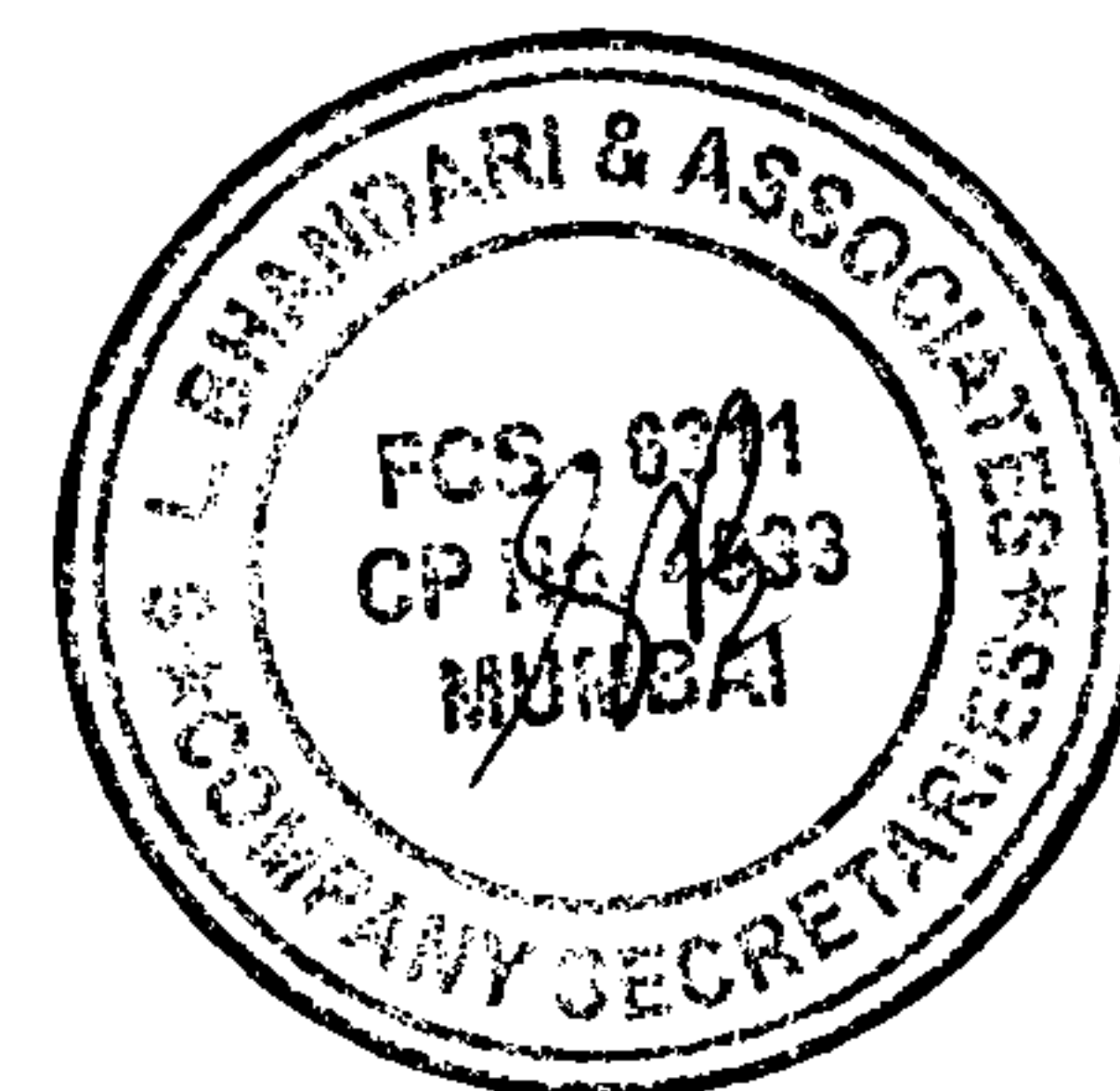
- i) Mr. Shishir Bajaj as Managing Director (DIN: 00017612) for the period commencing from April 01, 2014 to October 17, 2014 (date of cessation);
- ii) Mr. Kushagra Bajaj (DIN-00017575), Managing Director, for the period commencing from April 01, 2014 to April 23, 2017 (upto the date of remaining tenure of the present appointment);
- iii) Dr. Sanjeev Kumar (DIN-00364416), Executive Director for the period commencing from April 01, 2014 to March 11, 2019 (upto the date of remaining tenure of the present appointment);
- iv) Mr. Manoj Maheshwari (DIN-02581704), Director and Group CFO for the period commencing from April 01, 2014 to September 30, 2017 (upto the date of remaining tenure of the present appointment);
- v) Mr. Ashok Kumar Gupta (DIN-02608184), Director (Group Operations) for the period commencing from April 01, 2014 to September 30, 2017 (upto the date of remaining tenure of the present appointment).



1. The Board of Directors of the Company at its Meeting held on 12th November, 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 3rd 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 21st November, 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 3rd 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 21st November, 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 3rd January, 2015 were not considered for my scrutiny. Such envelopes aggregate to 90 vide serial number 1 to 90. These envelopes were not opened and are separately kept.
 - 2.8. Envelopes containing postal ballot forms returned undelivered aggregated to 1751 vide Serial Number 1 to 1751. 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 2nd January, 2015.

I have also received a certificate dated 7th 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:

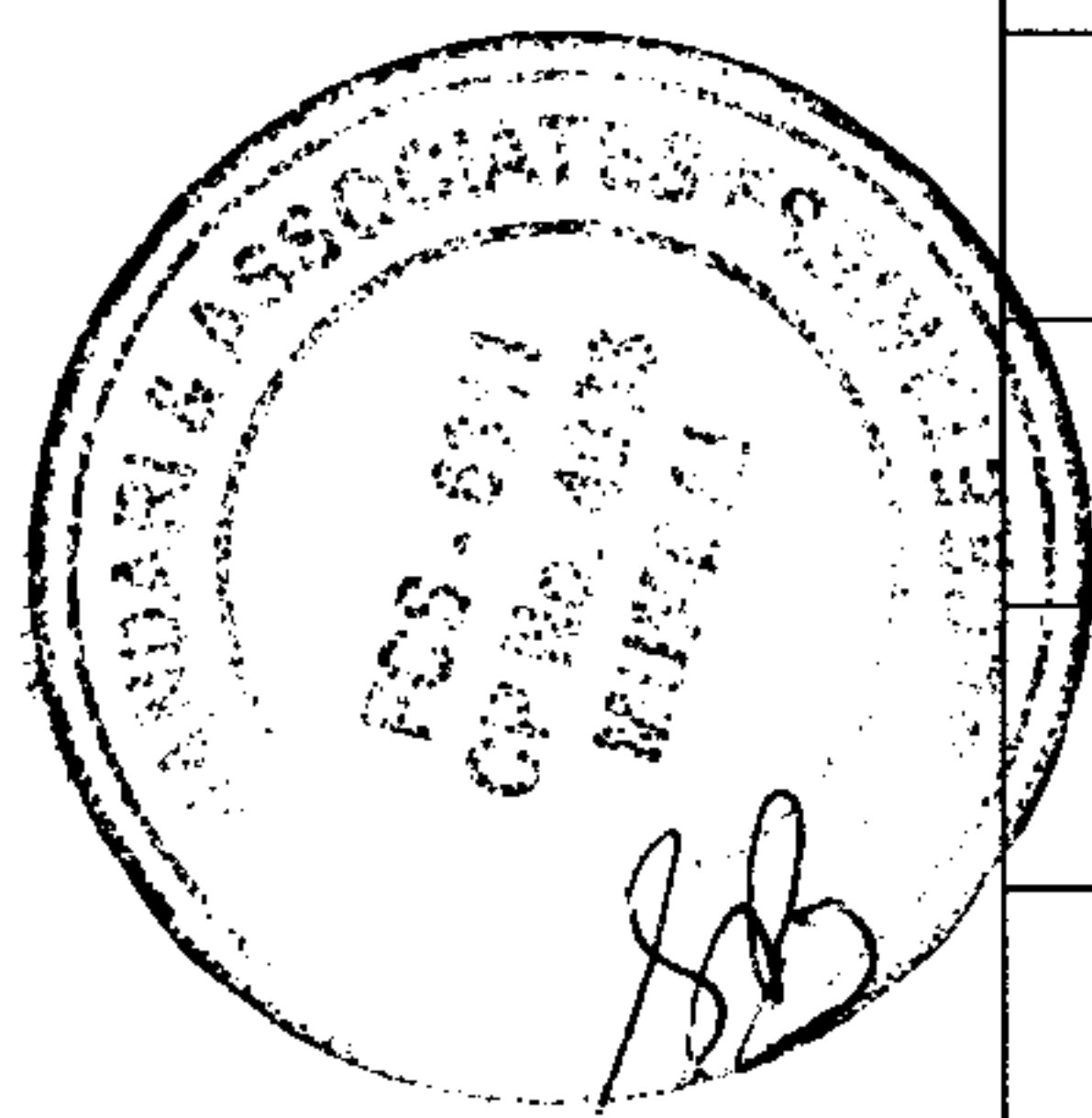
Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	1236	342980196	53.64	
B	Less: Invalid Votes (as per Register)	85	327824	0.05	
C	Net valid Votes (as per Register)	1151	342652372	53.59	
D	Votes with Assent for the Resolution	850	329702981	51.56	96.22
E	Votes with Dissent for the Resolution	301	12949391	2.03	3.78

(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	742	2876643	0.45	
B	Less: Invalid Postal Ballot Forms (as per Register)	85	327824	0.05	
C	Net valid Postal Ballot Forms (as per Register)	657	2548819	0.40	
D	Postal Ballot Forms with Assent for the Resolution	537	2280066	0.36	89.46
E	Postal Ballot Forms with Dissent for the Resolution	120	268753	0.04	10.54

(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	494	340103553	53.19	
B	Less: Invalidated votes (as per Register)	0	0	0.00	
C	Net valid votes (as per Register)	494	340103553	53.19	
D	Votes with Assent for the Resolution	313	327422915	51.21	96.27
E	Votes with Dissent for the Resolution	181	12680638	1.98	3.73



3.2 SPECIAL RESOLUTION NO.2

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

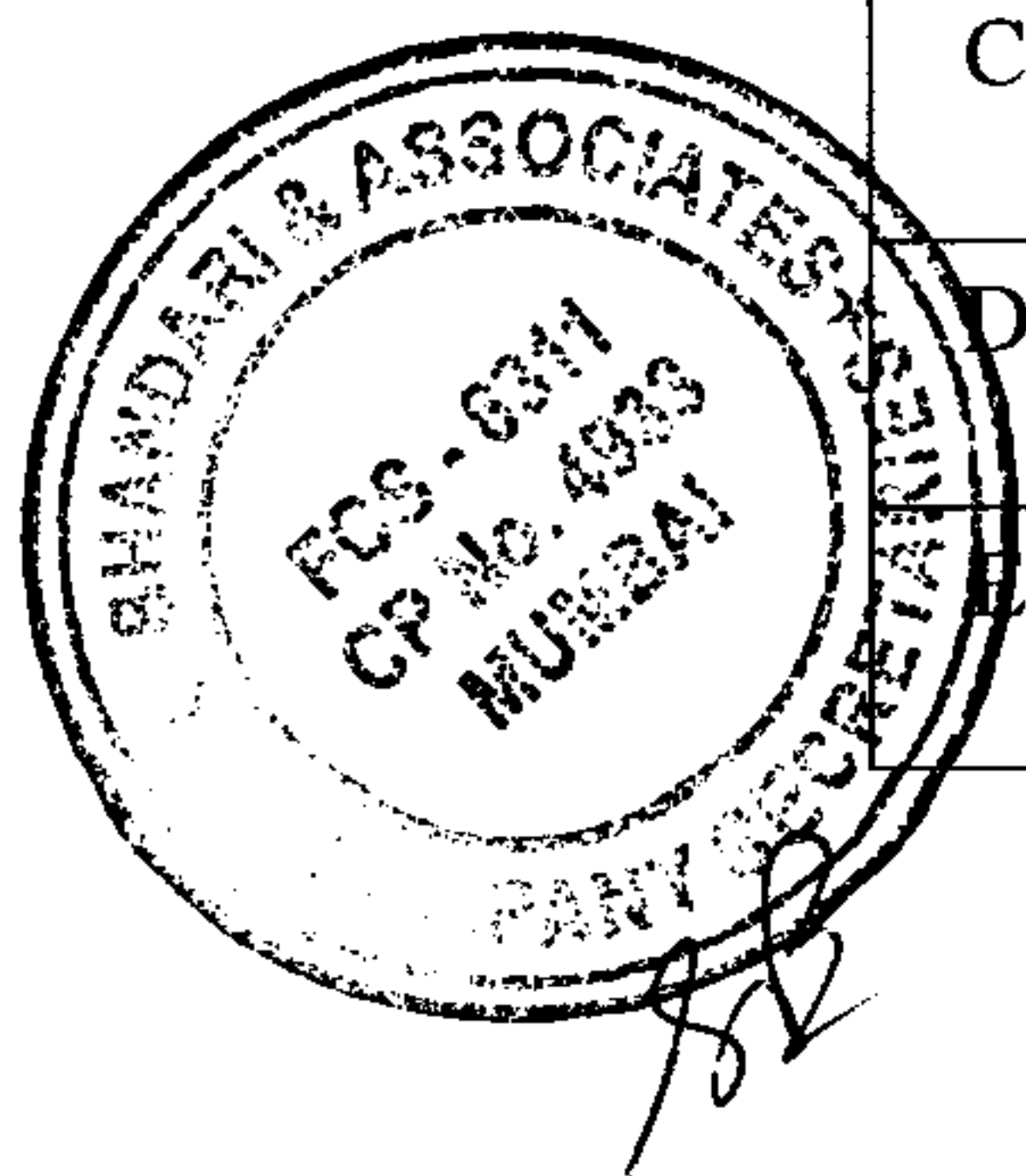
Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	1217	342973392	53.64	
B	Less: Invalid Votes (as per Register)	85	327824	0.05	
C	Net valid Votes (as per Register)	1132	342645568	53.59	
D	Votes with Assent for the Resolution	843	336170308	52.58	98.11
E	Votes with Dissent for the Resolution	289	6475260	1.01	1.89

(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	726	2870912	0.45	
B	Less: Invalid Postal Ballot Forms (as per Register)	85	327824	0.05	
C	Net valid Postal Ballot Forms (as per Register)	641	2543088	0.40	
D	Postal Ballot Forms with Assent for the Resolution	520	2273545	0.36	89.40
E	Postal Ballot Forms with Dissent for the Resolution	121	269543	0.04	10.60

(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	491	340102480	53.19	
B	Less: Invalidated votes (as per Register)	0	0	0.00	
C	Net valid votes (as per Register)	491	340102480	53.19	
D	Votes with Assent for the Resolution	323	333896763	52.22	98.18
E	Votes with Dissent for the Resolution	168	6205717	0.97	1.82



3.3 SPECIAL RESOLUTION NO. 3

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

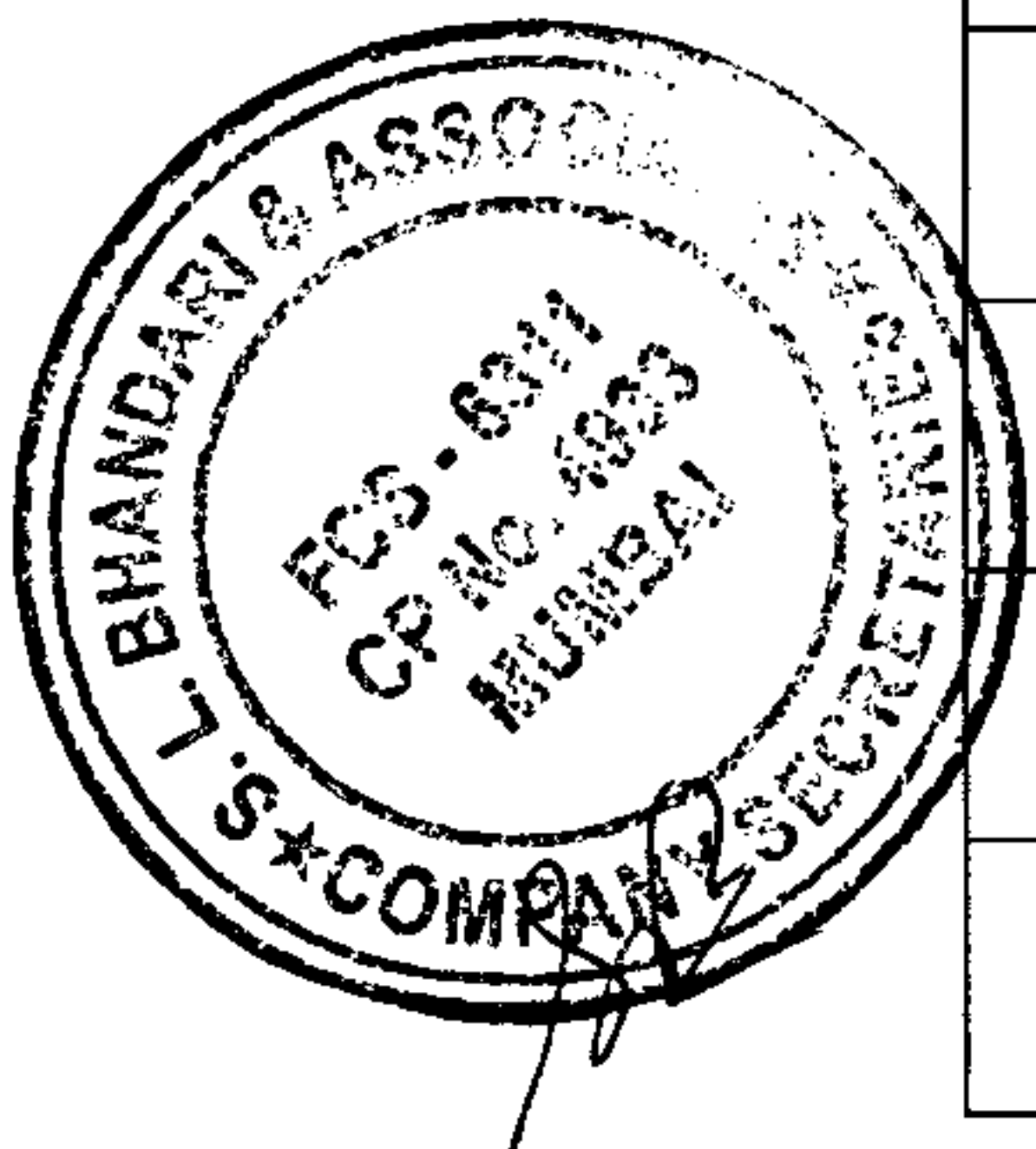
Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	1214	342972076	53.64	
B	Less: Invalid Votes (as per Register)	85	327824	0.05	
C	Net valid Votes (as per Register)	1129	342644252	53.59	
D	Votes with Assent for the Resolution	838	336069947	52.56	98.08
E	Votes with Dissent for the Resolution	291	6574305	1.03	1.92

(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	727	2870016	0.45	
B	Less: Invalid Postal Ballot Forms (as per Register)	85	327824	0.05	
C	Net valid Postal Ballot Forms (as per Register)	642	2542192	0.40	
D	Postal Ballot Forms with Assent for the Resolution	516	2273315	0.36	89.42
E	Postal Ballot Forms with Dissent for the Resolution	126	268877	0.04	10.58

(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	487	340102060	53.19	
B	Less: Invalidated votes (as per Register)	0	0	0.00	
C	Net valid votes (as per Register)	487	340102060	53.19	
D	Votes with Assent for the Resolution	322	333796632	52.20	98.15
E	Votes with Dissent for the Resolution	165	6305428	0.99	1.85



3.4 SPECIAL RESOLUTION NO. 4

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

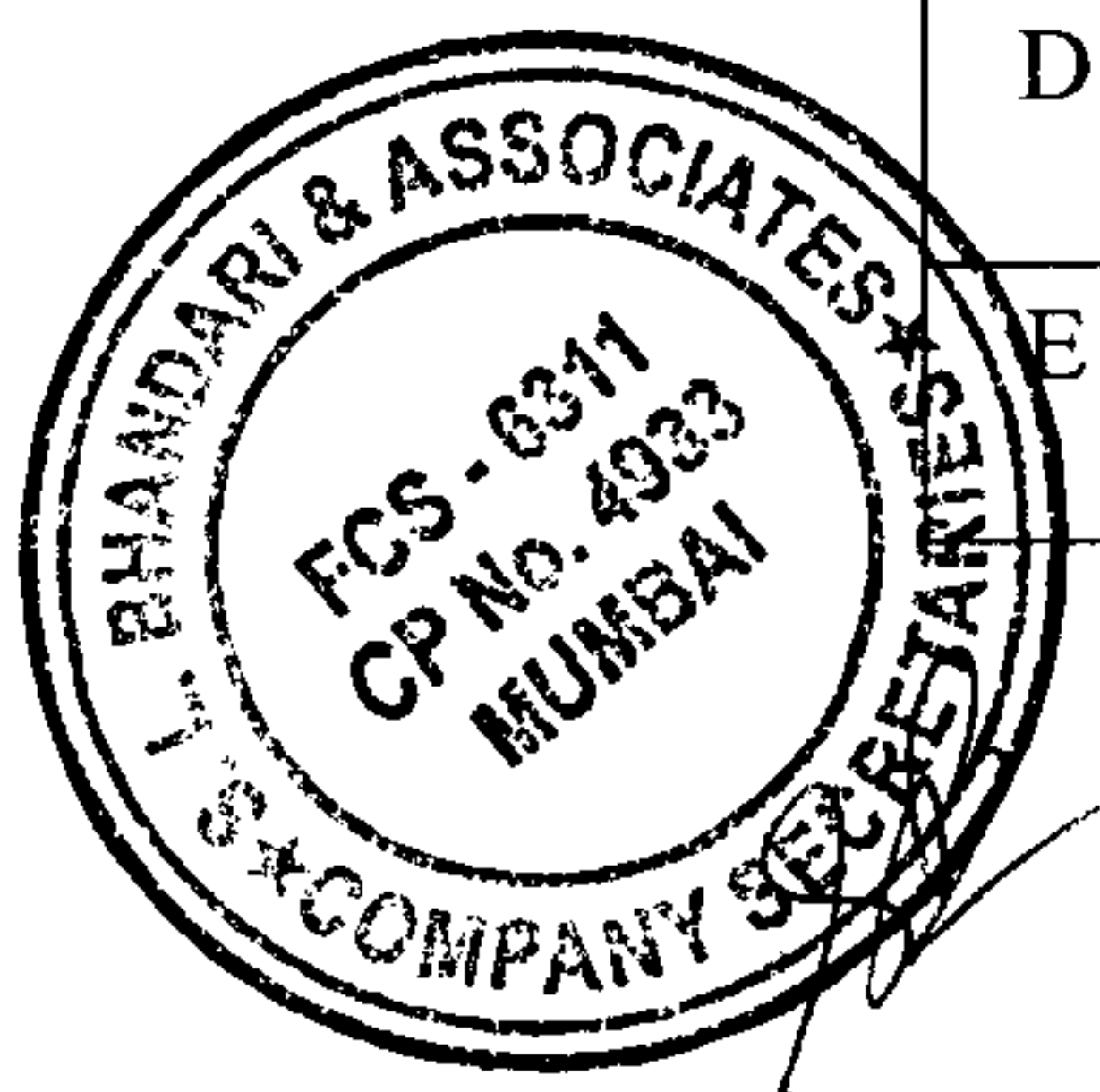
Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	1214	342972901	53.64	
B	Less: Invalid Votes (as per Register)	85	327824	0.05	
C	Net valid Votes (as per Register)	1129	342645077	53.59	
D	Votes with Assent for the Resolution	838	336076022	52.56	98.08
E	Votes with Dissent for the Resolution	291	6569055	1.03	1.92

(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	726	2870896	0.45	
B	Less: Invalid Postal Ballot Forms (as per Register)	85	327824	0.05	
C	Net valid Postal Ballot Forms (as per Register)	641	2543072	0.40	
D	Postal Ballot Forms with Assent for the Resolution	515	2276995	0.36	89.54
E	Postal Ballot Forms with Dissent for the Resolution	126	266077	0.04	10.46

(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	488	340102005	53.19	
B	Less: Invalidated votes (as per Register)	0	0	0.00	
C	Net valid votes (as per Register)	488	340102005	53.19	
D	Votes with Assent for the Resolution	323	333799027	52.21	98.15
E	Votes with Dissent for the Resolution	165	6302978	0.99	1.85



3.5 SPECIAL RESOLUTION NO. 5

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	1227	343000597	53.64	
B	Less: Invalid Votes (as per Register)	85	327824	0.05	
C	Net valid Votes (as per Register)	1142	342672773	53.59	
D	Votes with Assent for the Resolution	847	336097525	52.56	98.08
E	Votes with Dissent for the Resolution	295	6575248	1.03	1.92

(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	725	2869431	0.45	
B	Less: Invalid Postal Ballot Forms (as per Register)	85	327824	0.05	
C	Net valid Postal Ballot Forms (as per Register)	640	2541607	0.40	
D	Postal Ballot Forms with Assent for the Resolution	510	2278476	0.36	89.65
E	Postal Ballot Forms with Dissent for the Resolution	130	263131	0.04	10.35

(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	502	340131166	53.20	
B	Less: Invalidated votes (as per Register)	0	0	0.00	
C	Net valid votes (as per Register)	502	340131166	53.20	
D	Votes with Assent for the Resolution	337	333819049	52.21	98.14
E	Votes with Dissent for the Resolution	165	6312117	0.99	1.86



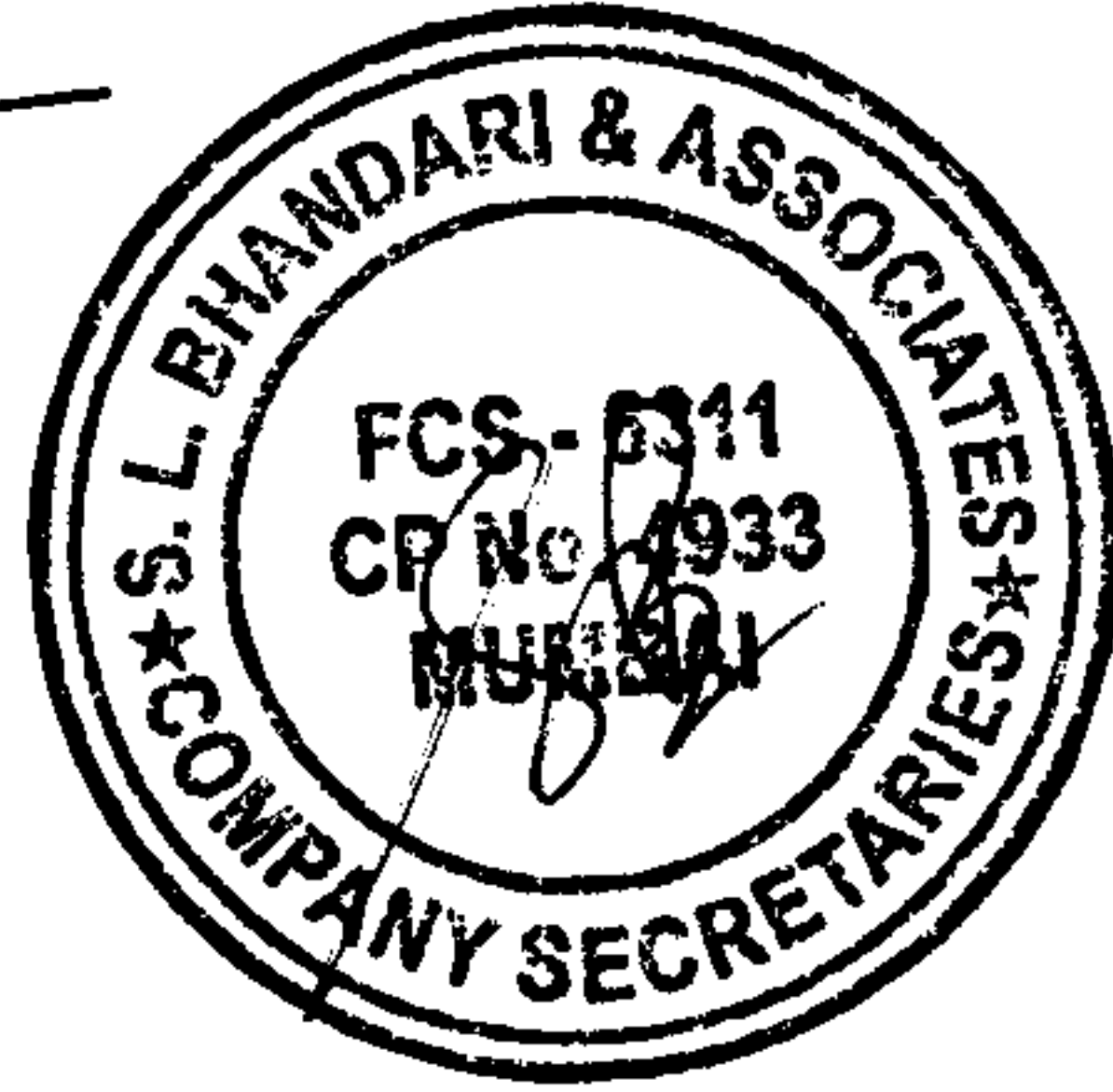
4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

For S. L. Bhandari & Associates
Company Secretaries



Shalu Bhandari
Proprietor



Place: Mumbai
Date: January 8, 2015