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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 OF
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 resolutions as set out hereunder are 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 Thursday, February 26, 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 her report to the Chairman/Director. The result of the postal ballot would be announced by a Director of the Company or the Company Secretary on Thursday, March 05, 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 approval of Restructuring Package in relation to the Company's debts:

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

"RESOLVED THAT subject to applicable provisions of the Companies Act, 2013, and all other applicable provisions/laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into with stock exchanges on which the equity shares of the Company are listed, the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India ("RBI") and any regulatory or other appropriate authorities [including but not limited to Securities and Exchange Board of India ("SEBI")], and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the Joint Lender Forum ("JLF"), SEBI, RBI, Government of India, etc.), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the Company hereby approves, ratifies and confirms the proposal for restructuring the dues in respect of the debts of the Company in form of a Corrective Action Plan under the JLF route ("Restructuring Package") formulated by and between the Company and the lenders of the Company whose loans are being restructured (the "JLF Lenders") pursuant to the Framework for Revitalising Distressed Assets in the Economy and the guidelines issued thereunder by the RBI, which was approved by the JLF, at its meeting held on December 3, 2014, and approved/ to be approved by respective lenders and communicated/ to be communicated to the Company vide respective Letter of Sanction ("JLF LOSs") the members hereby approve and ratify the Master Restructuring Agreement dated December 30, 2014 ("MRA") and other documents executed between the Company and the JLF Lenders, which will be effective upon this approval of the members and copy of which has been made available to the members, and the consent is hereby granted to the Board

and/or any person authorised by the Board in respect hereof from time to time, be and is hereby authorised on behalf of the Company to discuss, negotiate, amend, if required, the terms of the JLF LOSs in such manner as may be approved by and between the Company and the JLF Lenders (the “Restructuring Documents”), amend or make changes to the MRA and enter into other documents in pursuance of the JLF LOSs and the MRA, implement the JLF LOSs and the MRA on the basis of the terms set out in the JLF LOSs and the MRA as may be agreed between the respective parties, and execute the necessary documents for the same including, inter alia, issuance of equity shares/any other securities to persons in terms of the JLF LOSs and the MRA, discuss, negotiate, amend, if required, the terms of the Restructuring Package and MRA in such manner as may be approved by and between the Company and JLF Lenders, amend or make changes to the MRA and to discuss, negotiate, finalise and execute other documents in pursuance of the Restructuring Package and the MRA, implement the Restructuring Package and MRA, on the basis of the terms set out in the Restructuring Package and MRA, as may be agreed between the respective parties, and execute the necessary documents for the same including, inter alia, issuance of equity shares or any other securities in terms of the Restructuring Package and the MRA.”

For Issue of Equity Shares on Preferential Basis on Conversion of the Funded Interest Term Loan to JLF Lenders:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of Bajaj Hindusthan Limited (“the Company”), the Listing Agreements entered into by the Company with the stock exchanges, where the equity shares of the Company are listed, provisions of Chapter VII – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as “ICDR Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, Joint Lenders Forum (JLF), etc.) and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents and all such other approvals (including approvals of the existing lenders of the Company), which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance of, the proposal for restructuring the dues in respect of the debts of the Company in form of a Corrective Action Plan under the JLF route (“Restructuring Package”) formulated by and between the Company and the lenders of the Company whose loans are being restructured (the “JLF Lenders”) pursuant to the Framework for Revitalising Distressed Assets in the Economy and the guidelines issued thereunder, which was approved by the JLF, at its meeting held on December 3, 2014, and approved/ to be approved by respective lenders and communicated/ to be communicated to the Company vide respective Letter of Sanctions and set forth under the Master Restructuring Agreement dated December 30, 2014 (“the MRA”) executed between the Company and the JLF Lenders, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches such number of equity shares of face value of Re.1/- each, fully paid up, at such price (including premium) being not less than the price determined in accordance with Chapter VII of the ICDR Regulations, on preferential basis, so that the total value of number of shares so issued at a price determined in accordance with Chapter VII of ICDR Regulations based on the Relevant Date, aggregates to not more than Rs. 1108.43 crore (Rupees One Thousand One Hundred Eight Crore and Forty Three Lac Only) in consideration of conversion of 70% of Funded Interest Term Loan (FITL) (hereinafter referred to as “FITL Conversion Amount”), being the interest accrued on various restructured facilities during a period of 24 months after cut-off date (31st July 2014) i.e. with effect from August 1, 2014 till July 31, 2016 amounting to Rs 1583.46 crore (Rupees One Thousand Five Hundred Eighty Three Crore and Forty Six Lac Only) to JLF Lenders as mentioned in the explanatory statement annexed hereto, whether they are members of the Company or not, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT the ‘Relevant Date’ for determining the price for the equity shares to be allotted to the JLF Lenders, shall be February 03, 2015, being the date 30 (thirty) days prior to the date of declaration of result of postal ballot which is March 05, 2015, to approve the preferential issue in accordance with the Regulation 71(a) of the ICDR Regulations.”

“RESOLVED FURTHER THAT that pursuant to provisions of Regulations 74 of the ICDR Regulations, the Board be and is hereby authorised to decide the allotment dates for each tranche, in consonance with the dates agreed between the Lenders and the Company, and other terms of offer, issue and allotment of the aforesaid equity shares provided that

aforesaid equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the equity shares shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board of Directors be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in-principle listing approval of the equity shares to be issued and allotted upon the conversion of the FTIL Conversion Amount and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Members or otherwise with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard of the issue, offer or allotment of the Shares and the utilisation of the issue proceeds as per the terms with the Lenders and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the issue, appoint banks and other intermediaries or agencies concerned or as the Board may suo moto decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel / Officers of the Company.”

To provide option to JLF lenders to convert loans into equity shares:

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

“RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with other Applicable Law, including Reserve Bank of India’s Framework for Revitalising Distressed Assets in the Economy and the guidelines issued thereunder, SEBI ICDR Regulations and the Banking Regulation Act, 1949, (including any statutory modification(s) or re-enactment thereof for the time being in force), and any modifications thereto, and in respect of the unqualified right of the JLF Lender who has provided the relevant Restructured Facilities and subject to the right of the Borrower to prepay such Restructured Facilities and whether upon or irrespective of an event of default, the Board of Directors of Bajaj Hindusthan Limited (“the Company”), (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof), be and is hereby authorized to accept, and the consent of the Company be and is hereby accorded to the Board to accept the option of conversion as may be exercised by the JLF Lenders to convert all or any portion of the outstanding amounts of their respective Convertible Loan, together with accumulated interest, into Equity Shares, at any time during the currency of such Restructured Facilities, create, offer, issue and allot in one or more tranches, of such number of Equity Shares of the face value of Re. 1/- (Rupee one) each to the JLF lenders of the Company which shall not exceed the amount of principal and interest outstanding as on the date of exercise of such option, on the terms and conditions contained in the “Restructuring Package” formulated by and between the Company and the lenders of the Company whose loans are being restructured (the “JLF Lenders”) pursuant to the Framework for Revitalising Distressed Assets in the Economy and the guidelines issued thereunder, which was approved by the JLF, at its meeting held on December 3, 2014, and approved/ to be approved by respective lenders and communicated/ to be communicated to the Company vide respective Letter of Sanctions and set forth under the Master Restructuring Agreement dated December 30, 2014 (“the MRA”) executed between the Company and the JLF Lenders subject to the following conditions:

- i) On receipt of notice of conversion, the Company shall allot and issue the requisite number of fully paid-up Equity Shares to the JLF Lenders as from the date of conversion and the JLF Lenders shall accept the same in satisfaction of the part of the Restructured Facilities so converted.

- ii) The part of the Restructured Facilities so converted shall cease to carry interest as from the date of conversion and the Restructured Facilities shall stand correspondingly reduced. Upon such conversion, the instalments of the Restructured Facilities payable after the date of conversion as per this Agreement shall stand reduced proportionately by the amounts of the Restructured Facilities so converted.
- iii) The equity shares so allotted and issued to the JLF Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank *pari passu* with the existing Equity Shares in all respects. The Company shall, at all times, maintain sufficient un-issued equity shares for the above purpose.
- iv) In the event of the JLF Lenders exercising the conversion right as aforesaid, the Company shall at its cost get the Equity Shares, issued to the JLF Lenders as a result of the conversion, listed with the Stock Exchanges as also comply with all statutory requirements and Applicable Laws in connection with the issue of the shares as stated above.

“RESOLVED FURTHER THAT the Board shall comply with the provisions of Section 42 of the Companies Act, 2013 and all other provisions as applicable thereon.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board of Directors be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in-principle listing approval of the equity shares to be issued and allotted upon the conversion and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Members or otherwise with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard of the issue, offer or allotment of the Shares and the utilisation of the issue proceeds as per the terms with the Lenders and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the issue, appoint banks and other intermediaries or agencies concerned or as the Board may suo moto decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel / Officers of the Company.”

Increase in the Borrowing Limit of the Company from Rs. 7,500 crore to Rs. 11,000 crore

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

“RESOLVED THAT in supersession of the earlier resolution passed on January 09, 2014 under Section 180(1)(c) of the Companies Act, 2013, consent of the Company be and is hereby accorded in terms of Section 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing any sum or sums of monies for and on behalf of the Company from time to time, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed aggregate of its paid-up share capital and free reserves, provided that the total amount so borrowed by the Company shall not exceed Rs.11,000 crore (Rupees Eleven Thousand Crore Only) or the aggregate of paid-up share capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board be and is/are hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements and to do all acts, deeds, matters and things, as may be required.”

Authority to Mortgage and/or Creation of Charges on the movable and immovable properties of the Company in respect of borrowings, etc.

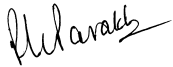
5. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgage, pledge and hypothecation, in addition to existing charges, mortgages, pledges and hypothecation created by the Company on such movable and/or immovable, tangible and/or intangible properties of the Company, both present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may deem fit, together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued /to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 and temporary loans obtained from the Company’s Bankers in the ordinary course of business, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed(s) or any other document entered into/to be entered into between the Company and the lender(s)/ agent(s)/ trustee(s), in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/ agent(s)/trustee(s).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board be and is/are hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements and to do all acts, deeds, matters and things, as may be required.”

By order of the Board of Directors

For Bajaj Hindusthan Limited



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

Place: Mumbai

Dated: January 15, 2015

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. All documents referred to in the accompanying Statement pursuant to Section 102 of the Companies Act, 2013 are 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 Thursday, March 05, 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 R & T Agent / Company shall forward the same along with self addressed pre paid postage Business Reply Envelope to the shareholder.

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, January 16, 2015.

The Board of Directors has appointed Managing Director and Company Secretary of the Company as persons responsible for the entire Postal Ballot process.

5. 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.
6. The date of commencement of e-voting is Wednesday, January 28, 2015 and the last date for e-voting is Thursday, February 26, 2015. The e-voting module will be disabled for voting thereafter by NSDL.
 7. 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 Shareholders 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.
 8. 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.
 9. 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 Item no. 1

Bajaj Hindusthan Limited (the "Company") is engaged in the business of manufacturing sugar, ethanol, alcohol and co-generation of power. Primarily due to recurring and prolonged mismatch between the high raw material (cane) procurement cost corresponding to almost flat finished goods (sugar) realisations, mounting cane dues, non-settlement of subsidy claims under Sugar Promotion Policy of U.P. State Government, non-implementation of Rangarajan Committee recommendations, the Company has been facing cash flow mismatch and has been working on various alternatives to align its debt obligations with cash flows of the Company. Owing to significant pressure on operating margins of the Company and resultant liquidity constraints, the ability of the Company to service its principal repayment and interest obligations were adversely affected.

The details of exposure of various lenders in the Company in form of various short and long term loans as well as working capital facilities for Company's various accounts under the Multiple Banking Arrangements (MBA) as on July 31, 2014, Cut-off date (COD) aggregating to Rs. 7,324.34 crore were as under: -

Rs. crore

Facility	Amount (as on COD)
Term Loan	2,455.94
Short Term Loan	250.00
Other Term Loans	462.76
IFC (W)	158.85
FB Outstanding	3,373.46
LC Outstanding	294.29
BG Outstanding	329.04
Total	7,324.34

On account of the perceived and imminent stress, the Company requested its lenders for formation of a Joint Lenders' Forum ("JLF") and explore options to resolve the stress in the account in accordance with the Framework for Revitalising Distressed Assets in the Economy and the guidelines issued thereunder by the Reserve Bank of India.

The Aggregate Exposure ("AE"), being above Rs.1000 million and State Bank of India (SBI) being the lender with highest AE, SBI Convened a joint meeting of 15 lenders having exposure in the Company and requisite Joint Lenders' Forum ("JLF") comprising of 15 lender banks who agreed to participate in the process (the "JLF Lenders"). The JLF thereafter decided to formulate a Corrective Action Plan (hereinafter referred to as the "CAP") by restructuring of dues under the JLF route in accordance with the Framework for Revitalising Distressed Assets in the Economy and the guidelines issued thereunder by the Reserve Bank of India. The final CAP was adopted at the JLF Meeting held on December 3, 2014 which was subject to approval by the respective JLF Lenders. The Salient features of proposed restructuring of the debt obligations of the Company (the "Restructuring Package"), subject to approval by the respective JLF Lenders were as follows:

1. Cut-off date (COD) – July 31, 2014
2. The existing and proposed loan facilities as per restructuring package are as under:

Rs. crore

Existing		Proposed	
Facility	Amount (as on COD)	Facility	Amount
Term Loan	2,455.94	TL-1	2,705.94
Short Term Loan	250.00		
Other Term Loans	462.76	TL-2	462.76
IFC (W)	158.85	TL-3	158.85
FB Outstanding	3,373.46	WCTL 1	3,373.46
LC Outstanding	294.29	WCTL 2	294.29
BG Outstanding	329.04	BG Continuing	329.04
		FITL	1,583.46
		Additional WC	1,310.24
Total	7,324.34	Total	10,218.05

3. TL-1, TL-3, WCTL-1 and WCTL-2 shall be repaid in structured quarterly installments after moratorium period of 2 years from the Cut-off date.
4. Additional Working capital facility of Rs. 1310.24 crore shall be provided for the current sugar season 2014-15.
5. Interest on TL-1, WCTL-1 and WCTL-2 for a period of 24 months after cut-off date i.e. with effect from August 01, 2014 till July 31, 2016 shall be converted into FITL amounting to Rs 1583.46 crore. 70% of the Funding for interest on restructured loans proposed to be converted into equity shares at a price determined by SEBI guidelines and balance 30% shall be repaid in 19 structured quarterly instalments starting from quarter ending September 30, 2016.
6. Promoters' contribution of Rs. 200 crore to be infused in a phased manner.
7. Pledge on entire unencumbered promoter shareholding (i.e. 29,49,30,766 shares as on December 31, 2014) in Bajaj Hindusthan Limited in favour of JLF Lenders.
8. Personal guarantee/corporate guarantee from promoter/promoter group entity in favour of JLF Lenders.

The Board of Directors at their meeting duly held on December 25, 2014 approved the debt restructuring package as per CAP formulated under the JLF route. Since the Company has received approval of minimum 75% of JLF lenders in value and 60% of JLF lenders in number, as per RBI guidelines the Restructuring package is binding on all JLF members and accordingly the Company executed a Master Restructuring Agreement (MRA) with the JLF Lenders on December 30, 2014. The Special Resolution as provided in Item No.1, proposed to be passed by the shareholders of the Company, shall be deemed to be an authorization, confirmation and ratification by the members of the Company, in terms of Regulation 10(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the scheme of corporate debt restructuring set out in CAP approved by the JLF and the MRA.

The above proposal is in the interest of the Company and the Board recommends passing of the Special Resolution as set out at Item No.1 of the accompanying notice.

A copy of the Restructuring Package in accordance with the CAP as approved by JLF at its meeting held on December 3, 2014 & further modification in the term thereof, Master Restructuring Agreement and Restructured Facility Sanction Letters issued by 10 JLF Lenders 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 Thursday, March 05, 2015. None of the Directors and Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested in the said Resolution, except and to the extent of their shareholding in the Company.

In respect of Item no. 2

As per the Restructuring Package approved for dues on account of debt of Bajaj Hindusthan Limited (the “Company”) in accordance with the Corrective Action Plan formulated by the Joint Lenders’ Forum formed by 15 lender banks of the Company (the “JLF Lenders”), Sanction letters issued by 10 out of 15 JLF Lenders and the Master Restructuring Agreement dated December 30, 2014 (“the MRA”) executed by the Company with the JLF Lenders, the interests on restructured facility for a period of 24 months from cut-off date i.e. with effect from August 01, 2014 till July 31, 2016 shall be converted into Funded Interest Term Loan (“FITL”) amounting to Rs 1583.46 crore (Rupees One Thousand Five Hundred Eighty Three Crore Forty Six Lac Only). The details of the Funded Interest Term Loan (FITL) which is payable to the lenders of the Company are set out below:-

Rs. crore

Bank	Post Restructuring		
	FITL converted into equity	Remaining FITL	Total
State Bank of India	197.67	84.72	282.38
Punjab National Bank	161.25	69.11	230.36
Allahabad Bank	122.65	52.56	175.21
Central Bank of India	88.33	37.86	126.18
Oriental Bank of Commerce	79.81	34.20	114.01
IDBI Bank Ltd	81.05	34.74	115.78
Bank of Maharashtra	87.62	37.55	125.17
State Bank of Patiala	48.74	20.89	69.63
Canara Bank	59.58	25.53	85.12
Corporation Bank	40.26	17.26	57.52
UCO Bank	39.43	16.90	56.33
State Bank of Hyderabad	28.49	12.21	40.70
Bank of Baroda	29.75	12.75	42.50
Indian Overseas Bank	26.28	11.26	37.54
Bank of India	17.52	7.51	25.03
Total	1108.43	475.04	1583.46

The JLF Lenders have agreed that 70% of FITL amounting to Rs 1,108.43 crore (Rupees One Thousand One Hundred Eight Crore Forty Three Lac Only) shall be converted into equity in the following manner: -

Rs. crore

Bank	FY 15	FY 16	Total
State Bank of India	93.87	103.80	197.67
Punjab National Bank	70.05	91.20	161.25
Allahabad Bank	58.25	64.41	122.65
Central Bank of India	40.37	47.96	88.33
Oriental Bank of Commerce	37.90	41.91	79.81
IDBI Bank Ltd	38.49	42.56	81.05
Bank of Maharashtra	41.61	46.01	87.62
State Bank of Patiala	23.15	25.59	48.74
Canara Bank	28.29	31.29	59.58
Corporation Bank	19.12	21.14	40.26
UCO Bank	18.72	20.70	39.43
State Bank of Hyderabad	13.53	14.96	28.49
Bank of Baroda	14.13	15.62	29.75
Indian Overseas Bank	12.48	13.80	26.28
Bank of India	8.32	9.20	17.52
Total	518.27	590.15	1108.43

The Board of Directors shall, subject to the approval of the shareholders, offer, issue and allot such number of equity shares of the Company, having face value of Re.1/- (Rupee One) each, at such price (including premium) being not less than the price determined in accordance with Chapter VII of the ICDR Regulations, on preferential basis, so that the total value of number of shares so issued at a price determined in accordance with Chapter VII of ICDR Regulations based on the Relevant

Date, aggregates to not more than Rs. 1108.43 crore (Rupees One Thousand One Hundred Eight Crore and Forty Three Lac Only) in consideration of “FITL Conversion Amount to the JLF Lenders whether they are members of the Company or not, by way of preferential allotment, as the Board may in its absolute discretion, think fit.

The said issuance of Equity Shares shall be in accordance with the provisions of Chapter VII- “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (“SEBI ICDR Regulations”) and other applicable laws in relation to conversion of loan in to equity shares of the Company, subject to such approvals as may be required.

The disclosures required pursuant to the provisions of Chapter VII – “Preferential Issue” of the SEBI ICDR Regulations, as amended from time to time are as under:

a. The object of the preferential issue:

The object of the issue is to comply with the Restructuring Package of the Company by allotment of Equity Shares of the Company to JLF Lenders pursuant to convert the FITL facilities into equity shares of the Company as stipulated in the JLF LOSs and the MRA.

b. The proposal of the Promoters, Directors and Key Management Personnel of the Company to subscribe to the proposed preferential offer:

None of the promoters, directors or key management personnel intend to subscribe to the proposed preferential offer.

c. The Shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Resolution is provide hereunder:

	Before restructuring (31.12.14)		After restructuring*	
	No of shares	% of total	No of shares	% of total
Promoter				
Individual	29654338	4.64%	29654338	2.54%
Bodies Corporate	191343955	29.93%	191343955	16.37%
Trusts	73932473	11.56%	73932473	6.33%
Sub total	294930766	46.13%	294930766	25.24%
Public Shareholding				
Institutions				
Mutual Funds / UTI	9938	0.00%	9938	0.00%
Financial Institutions / Banks	48368794	7.56%	48368794	4.14%
Central Government / State Government(s)	4500	0.00%	4500	0.00%
Insurance Companies	43165896	6.75%	43165896	3.69%
Foreign Institutional Investors	13336759	2.09%	13336759	1.14%
Fresh Equity to Banks			529336199	45.29%
Non-Institutions				
Bodies Corporate	51361478	8.03%	51361478	4.39%
Individual	187821780	29.37%	187821780	16.07%
Subtotal	344069145	53.81%	873405344	74.73%
Custodians	400000	0.06%	400000	0.03%
Total	639399911	100.00%	1168736110	100.00%

*Note: (1) The number of shares to be allotted is calculated on the basis of issue price determined taking tentative date as January 15, 2015 in terms of pricing formula of Chapter VII of SEBI regulations and the same was considered only for the purpose of disclosing the pre & post issue shareholding pattern. However, the shareholding pattern and the issue price on the basis of actual relevant date i.e. February 03, 2015 may vary and accordingly the number of shares to be allotted may increase or decrease subject to the condition that the aggregate amount of issue to the proposed allottees will not exceed Rs. 1108.43 crore.

- (2) *The post issue capital has been provided considering all the allotments proposed under this Resolution.*
- (3) *'Relevant Date' for determining the price for the equity shares to be allotted to the JLF Lenders, shall be February 03, 2015, being the date 30 (thirty) days prior to the date of declaration of result of postal ballot which is March 05, 2015, to approve the preferential issue in accordance with the Regulation 71(a) of the ICDR Regulations.*

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares of the Company.

d. Proposed time within which the preferential issue shall be completed:

As per the proviso to Regulation 74 of the ICDR Regulations requirement of allotment within 15 days shall not apply to the allotment of specified securities on preferential basis to scheme of corporate debt restructuring as per the corporate debt restructuring framework specified by the Reserve Bank of India.

e. The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

Sr. No.	Proposed Allottee	Pre-Issue as of December 31, 2014		Allotment pursuant to this preferential issue		Post-Issue*	
		Number of shares	% of Capital	Number of shares	% of Capital	Number of shares	% of Capital
1.	State Bank of India	-	-	9,43,98,281	7.63	9,43,98,281	8.08
2.	Punjab National Bank	4,13,758	0.06	7,70,05,731	6.23	7,74,19,489	6.62
3.	Allahabad Bank	6,00,000	0.09	5,85,72,111	4.74	5,91,72,111	5.06
4.	Central Bank of India	73,84,312	1.15	4,21,82,426	3.41	4,95,66,738	4.24
5.	Oriental Bank of Commerce	-	-	3,81,13,658	3.08	3,81,13,658	3.26
6.	IDBI Bank Ltd	1,89,93,081	2.97	3,87,05,826	3.13	5,76,98,907	4.94
7.	Bank of Maharashtra	-	-	4,18,43,362	3.38	4,18,43,362	3.58
8.	State Bank of Patiala	-	-	2,32,76,027	1.88	2,32,76,027	1.99
9.	Canara Bank	97,75,000	1.53	2,84,52,722	2.30	3,82,27,722	3.27
10.	Corporation Bank	-	-	1,92,26,361	1.55	1,92,26,361	1.65
11.	UCO Bank	-	-	1,88,29,990	1.52	1,88,29,990	1.61
12.	State Bank of Hyderabad	-	-	1,36,05,540	1.10	1,36,05,540	1.16
13.	Bank of Baroda	-	-	1,42,07,259	1.15	1,42,07,259	1.22
14.	Indian Overseas Bank	98,28,834	1.54	1,25,50,143	1.01	2,23,78,977	1.91
15.	Bank of India	25,500	0.00	83,66,762	0.68	83,92,262	0.72
	TOTAL	4,70,20,485	7.34	52,93,36,199	42.81	57,63,56,684	49.31

- *Note: (1) *The post issue capital has been provided considering all the allotments proposed under this Resolution.*
- (2) *'Relevant Date' for determining the price for the equity shares to be allotted to the JLF Lenders, shall be February 03, 2015, being the date 30 (thirty) days prior to the date of declaration of result of postal ballot which is March 05, 2015, to approve the preferential issue in accordance with the Regulation 71(a) of the ICDR Regulations.*

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

f. Undertaking to Re-compute Price:

As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the ICDR Regulations.

g. Undertaking to put under Lock-In till the Re-Computed Price is Paid:

The same is not applicable in the present case.

h. Certificate from Statutory Auditors:

M/s Chaturvedi & Shah, Chartered Accountants, (Firm Registration No.:101720W) have certified that the issue of the securities is being made in accordance with the ICDR Regulations. A copy of the said certificate is 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 Thursday, March 05, 2015.

i. Relevant Date:

'Relevant Date' for determining the price for the equity shares to be allotted to the JLF Lenders, shall be February 03, 2015, being the date 30 (thirty) days prior to the date of declaration of result of postal ballot which is March 05, 2015, to approve the preferential issue in accordance with the Regulation 71(a) of the ICDR Regulations.

j. Lock-in Period:

The securities allotted to the Lenders, shall be locked in as per the provisions of ICDR Regulations.

The consent of the Members is sought for the issue of equity shares to be allotted pursuant to Restructuring Scheme in terms of Section 62(1)(c) of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

The Board of Directors recommends passing of the Special Resolution at Item No. 2 of the Notice.

Copies of Restructuring Scheme and Master Restructuring Agreement 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 Thursday, March 05, 2015.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested in the said Resolution, except and to the extent of their shareholding in the Company.

In respect of Item no. 3

As per the Restructuring Package and the Master Restructuring Agreement dated December 30, 2014 ("the MRA") executed by Bajaj Hindusthan Limited ("the Company") with the JLF lenders of the Company as set out in the MRA ("the JLF Lenders"), in the event of defaults in payment / repayment of the Restructured Facilities or interest or any combination thereof by the Company or irrespective of the event of default, the JLF Lenders shall have the right to convert (which right is hereinafter referred to as the "conversion right") at its option the whole or part of the outstanding into fully paid-up Equity Shares, at a price as determined in accordance with the applicable Law from the date and in the manner specified in a notice in writing to be given by the JLF Lenders to the Company. Such conversion shall be as per Applicable Law (including the Companies Act and the SEBI ICDR Regulations). The Company shall ensure it will obtain all approvals as are required under Applicable Law to ensure such conversion. However, in the case of those JLF Lenders who already have default conversion rights, the same would be governed by the terms of their respective Existing Financing Documents.

The Board of Directors, at their meeting held on December 25, 2014 subject to the necessary approvals approved the Restructuring Scheme which inter alia includes issuance of equity shares in terms of the Restructuring Package and the MRA.

In accordance with the provisions of Section 62(3) of the Companies Act, 2013, it is proposed to obtain approval of the Members to the restructured loans in accordance with the Restructuring Package and the Master Restructuring Agreement (MRA), which, inter alia, contains a term which grants the JLF lenders to seek conversion of the Restructured Facilities or interest or any combination thereof into fully paid up equity shares of the Company.

All capitalized terms not defined herein shall have the meaning given to them in the Master Restructuring Agreement.

The Board of Directors recommends passing of the Special Resolution at item no. 3 of the Notice.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested in the said Resolution, except and to the extent of their shareholding in the Company.

In respect of Item nos. 4 and 5

The Shareholders of the Company on January 01, 2014 approved increase in borrowing powers of the Board of Directors pursuant to Section 180(1)(c) of the Companies Act, 2013, upto an aggregate amount not exceeding Rs.7500 crore or the aggregate of paid-up share capital and free reserves of the Company, whichever is higher. As per the Restructuring Scheme the proposed borrowing of the Company after restructuring is as follows:

Rs. crore

Proposed loans after restructuring	
Term Loan 1 (TL-1)	2,705.94
Term Loan 2 (TL-2)	462.76
Term Loan 3 (TL-3)	158.85
Working Capital Term Loan 1 (WCTL-1)	3,373.46
Working Capital Term Loan 2 (WCTL-2)	294.29
Bank Guarantee Continuing	329.04
Funded Interest Term Loan (FITL)	1,583.46
Additional Working Capital	1,310.24
Total	10,218.05

As per Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of the Company shall borrow money exceeding the aggregate of paid-up share capital and free reserves of the Company only with the consent of the shareholders by a Special Resolution. The Special Resolution under Item No. 4 is therefore proposed to be passed to seek consent of shareholders to borrow monies pursuant to the Restructuring Scheme upto an aggregate amount not exceeding Rs.11,000 crore or the aggregate of paid-up share capital and free reserves of the Company, whichever is higher.

The borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ pledge/ hypothecation on the Company's assets comprising of the movable and/or immovable, tangible/ intangible properties of the Company, present or future, in favour of the lender(s)/agent(s)/trustee(s) from time to time, in such form, manner and ranking as mentioned in the Resolution at Item No. 5. The documents relating to charge and/or mortgage and/or pledge and/or hypothecation in favour of the lender(s)/agent (s)/trustees may contain the provisions to take over substantial assets of the Company in certain events with a power to take over the management of the business and concern of the Company, which may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the company, only with the consent of the Company by a Special Resolution. The Resolution under Item No. 5 is therefore proposed to be passed to seek consent of shareholders for creation of charge/ mortgage/ pledge/ hypothecation to secure borrowings subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 and temporary loans obtained from the Company's Bankers in the ordinary course of business.

The Board of Directors recommends passing of the Special Resolutions at Item No. 4 and 5 of the Notice.

Copies of Restructuring Scheme and Master Restructuring Agreement 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 Thursday, March 05, 2015.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested in the said Resolution, except and to the extent of their shareholding in the Company.

By order of the Board of Directors

For Bajaj Hindusthan Limited



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

Place: Mumbai

Dated: January 15, 2015



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

POSTAL BALLOT FORM

SERIAL NO:

1. Name(s) of shareholder (s) (including Jointholders, if any)
2. Registered Address of the Sole/ First named shareholder
3. Registered Folio Number/ DP ID No. / Client ID No*
 *(Applicable to Shareholders holding Shares in dematerialized form)
4. Number of Equity Share(s) held
5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated January 15, 2015 by sending my/our assent or dissent to the said resolution by placing the tick (✓) 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 No.	Number of shares (1)	I/We assent to the Resolution (FOR) (2)	I/We dissent to the Resolution (AGAINST) (3)
1. Special Resolution for approval of restructuring package in relation to the Company's debts.			
2. Special Resolution for issue of equity shares on preferential basis on conversion of the funded interest term loan to JLF Lenders.			
3. Special Resolution for Issue of equity shares as may be required due to exercise of option by JLF Lenders to convert their loans in accordance with the Restructuring Package			
4. Special Resolution for increase in the borrowing limit of the Company from Rs.7500 crore to Rs.11000 crore.			
5. Special Resolution for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.			

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 : February 26, 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 Thursday, February 26, 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. Friday, January 16, 2015.
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.nsd.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 Wednesday, January 28, 2015 and the last date for e-voting is Thursday, February 26, 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.nsd.com or call on (022) 24994600.