



CIN: L15420UP1931PLC065243

Registered Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262 802

Tel.: +91-5876-233754/5/7/8, 233403, Fax: +91-5876-233401

Website: www.bajajhindusthan.com

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 SUGAR 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 by the members through postal ballot/electronic voting (e-voting). The explanatory statements setting out the material facts concerning each of the said items and reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed M/s Gupta Baul & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.

Members have the option to vote either physically through postal ballot form or through e-voting.

Members desiring to opt for voting physically, are requested to read the instructions printed on the Postal Ballot Form, record the assent (for) or dissent (against) therein 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. 5.00 p.m. on Saturday, March 23, 2019.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read instructions enumerated in the notes and instructions to this Postal Ballot Notice. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit their 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 Tuesday, March 26, 2019 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:

1. Re-appointment of Mr. M.L. Apte as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. M. L. Apte (DIN 00003656), Independent Non-executive Director of the Company and who holds office up to March 31, 2019 and who has already attained the age of seventy five years and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. M. L. Apte as a candidate for the office of director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second

term of 5 (five) consecutive years with effect from April 01, 2019 to March 31, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

2. Re-appointment of Mr. D.K. Shukla as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. D.K. Shukla (DIN 00025409), Independent Non-executive Director of the Company and who holds office up to March 31, 2019 and who has already attained the age of seventy five years and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. D.K. Shukla as a candidate for the office of director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 5 (five) consecutive years with effect from April 01, 2019 to March 31, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

3. Re-appointment of Mr. Alok Krishna Agarwal as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Alok Krishna Agarwal (DIN 00127273), Independent Non-executive Director of the Company and who holds office up to March 31, 2019 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. Alok Krishna Agarwal as a candidate for the office of director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 5 (five) consecutive years with effect from April 01, 2019 to March 31, 2024.”

By Order of the Board of Directors

Place: Mumbai
Dated: February 12, 2019



Pradeep Parakh
Group President (GRC) &
Company Secretary
Membership No. FCS 6171

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to the items of the proposed special business is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial

Owners on Friday, February 08, 2019, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

3. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. 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 Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083 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.
4. 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 Saturday, March 23, 2019.
5. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 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 facility to all the shareholders to cast their vote electronically instead of dispatching postal ballot form wherever email id is registered. E-voting is optional. For this purpose, the Company has made necessary arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting and to enable them to cast their votes electronically.
6. 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, February 08, 2019.
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 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.
8. The Board of Directors has appointed Managing Director and Company Secretary of the Company as persons responsible for the entire Postal Ballot process.
9. The instructions for shareholders for voting electronically are as under:
 - (i) The voting period begins from 9.00 A.M. on Friday, February 22, 2019 and ends at 5.00 P.M. on Saturday, March 23, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 08, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com. may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">Members who have not updated their PAN with the Company /Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of Bajaj Hindusthan Sugar Limited.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

In respect of Item Nos. 1 to 3

Mr. M. L. Apte (DIN 00003656), aged 86 years, Mr. D. K. Shukla, aged 76 years and Mr. Alok Krishna Agarwal, aged 55 years are Independent Non-Executive Directors of the Company. Pursuant to the Act, and erstwhile Clause 49 of the Listing Agreement, Mr. Apte, Mr. Shukla and Mr. Agarwal were appointed as Independent Non-Executive Directors of the Company to hold office for five consecutive years for a term up to March 31, 2019 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors of the Company, on the basis of the report of performance evaluation of Independent Directors has recommended reappointment of Mr. M. L. Apte, Mr. D.K. Shukla and Mr. Alok Krishna Agarwal as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149 of the Act also provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on the Board of a Company on passing a special resolution by the company and disclosure of such appointment in its Board’s report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms of up to five consecutive years each.

Further Regulation 17(1A) of Listing Regulations with effect from April 01, 2019, requires appointment / continuance of any person as a non-executive director of a listed company who has attained the age of seventy five years to be approved by the shareholders by way of a special resolution.

Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member proposing the candidature of Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal are independent of the management.

Mr. M. L. Apte joined the Board of Directors of the Company in July 1970. Mr. Apte is a non-executive Director of the Company holding the position of Independent Director of the Company as per the Act and Listing Regulations. Mr. Apte is a Member of Nomination and Remuneration Committee (earlier Remuneration and Compensation Committee) of the Board of Directors of the Company. Mr. Apte holds a Bachelor of Arts degree from Mumbai University. Mr. Apte is an industrialist and is presently the Chairman of the Apte group of Industries. He is a former Sheriff of Mumbai, a former President of the Maharashtra Chamber of Commerce, the Bombay Chamber of Commerce, the Cricket Club of India and the Indian Sugar Mills Association, a former member of the Indian Cotton Mills Federation and a former Chairman of the Textiles Committee.

Mr. D. K. Shukla joined the Board of Directors of the Company in October 2001. Mr. Shukla is a Non-Executive Director holding the position of Independent Director as per the Act and the Listing Regulations. Mr. Shukla is also a member of the Audit Committee and a member of the Nomination and Remuneration Committee (earlier Remuneration and Compensation Committee), of the Board of Directors of the Company. Mr. Shukla holds a Bachelors degree in Arts from Lucknow University in 1963 and a Masters degree in Social Work from Lucknow University in 1965. He served as a nominee director for the Life Insurance Corporation of India on the Board until November 11, 2008. Mr. Shukla was re-inducted in the Board with effect from December 21, 2008 as an Independent Director as per the Listing Agreement.

Mr. Alok Krishna Agarwal joined the Board of Directors of the Company in April 2007. Mr. Agarwal was a non-executive Director holding the position of Independent Director as per the Listing Agreement. Mr. Agarwal is also a member of the Audit Committee of the Board of Directors of the Company. Mr. Agarwal is the founder of Juris Consultus, Law Office now called Sheldon Law Firm at New Delhi. He is also the editor of the monthly Law Magazine 'LAWZ'. He graduated in law from the Delhi University in the year 1988. He was admitted to the rolls of Bar Council in the year 1989. He is a member of the Supreme Court Bar Association. He is also life member of the Indian Council of Arbitration.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from April 01, 2019 to March 31, 2024. The Board commends the Special Resolutions set out at Item Nos. 1 to 3 of the Notice for approval by the members.

The details of Directors whose re-appointment as Independent Directors proposed at Item Nos. 1, 2 and 3 are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal setting out the terms and conditions of appointment and other documents mentioned hereinabove are available for inspection by the members at the registered office of the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal are interested in the Resolutions pertaining to their respective appointment at Item Nos. 1 to 3 of the Notice. The relatives of Mr. M. L. Apte, Mr. D. K. Shukla and Mr. Alok Krishna Agarwal may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save as aforesaid, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in any way, in the said resolutions.

By Order of the Board of Directors

Place: Mumbai
Dated: February 12, 2019



Pradeep Parakh
Group President (GRC) &
Company Secretary
Membership No. FCS 6171

ANNEXURE

Details of Directors seeking appointment/re-appointment as per Listing Regulations:

Name of the Director	Mr. M. L. Apte	Mr. D.K. Shukla	Mr. Alok Krishna Agarwal
Director Identification Number	00003656	00025409	00127273
Date of Birth	05.10.1932	01.03.1943	03.02.1964
Nationality	Indian	Indian	Indian
Date of appointment on the Board	13.07.1970	21.12.2008	24.04.2007
Relationship with other director	None	None	None
Qualifications	B.A.	B.A. and Masters Degree in Social Work	LLB
Expertise in functional area	Industrialist	Recruitment, Marketing, Training promotions, etc.	Corporate and Commercial Laws
Number of shares held in the Company	1800	0	0
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. Kulkarni Power Tools Limited 2. The Raja Bahadur International Limited 3. Standard Industries Limited 4. The Bombay Burmah Trading Corporation Limited 5. Grasim Industries Limited 6. Zodiac Clothing Company Limited 	<ol style="list-style-type: none"> 1. Bajaj Power Generation Private Limited 2. Lalitpur Power Generation Company Limited 	<ol style="list-style-type: none"> 1. Lawz Media Private Limited 2. Advanced Law College of India Private Limited 3. Milestone Global Limited 4. PNP Technologies (India) Private Limited 5. Wearit Global Limited 6. SPBP Tea (India) Limited 7. Brady Air Private Limited 8. Hind Syntex Limited 9. Lalitpur Power Generation Company Limited 10. Puri Oil Mills Limited 11. The Scottish Assam (India) Limited 12. Pom Hydro Energy Limited 13. Delvin Hospital Private Limited 14. Virtual Scape 3D Institute Private Limited

Name of the Director	Mr. M. L. Apte	Mr. D.K. Shukla	Mr. Alok Krishna Agarwal
Chairman/Member of the Committees of the Boards of other companies in which he is Director	<ol style="list-style-type: none"> 1. Grasim Industries Limited <ul style="list-style-type: none"> - Audit Committee 2. Zodiac Clothing Co. Ltd. <ul style="list-style-type: none"> - Share Transfer Committee - Audit Committee - Compensation Committee - Share Allotment Committee 3. The Bombay Burmah Trading Corporation <ul style="list-style-type: none"> - Share Transfer Committee - Audit Committee - Investor Grievance Committee 4. Standard industries Limited <ul style="list-style-type: none"> - Remuneration Committee - Audit Committee 	<ol style="list-style-type: none"> 1. Lalitpur Power Generation Company Limited <ul style="list-style-type: none"> - Audit Committee - Corporate Social Responsibility Committee - Nomination and Remuneration Committee 2. Bajaj Power Generation Private Limited <ul style="list-style-type: none"> - Audit Committee -Chairman - Nomination and Remuneration Committee -Chairman 	<ol style="list-style-type: none"> 1. Milestone Global Limited <ul style="list-style-type: none"> - Audit Committee - Share Transfer Committee - Remuneration Committee 2. Lalitpur Power Generation Company Limited <ul style="list-style-type: none"> - Audit Committee - Corporate Social Responsibility Committee - Nomination and Remuneration Committee