

To the Members,
Bajaj Hindusthan Limited

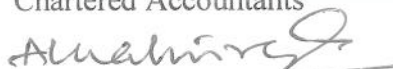
We have examined the compliance of conditions of Corporate Governance by Bajaj Hindusthan Limited, for the eighteen months period ended on 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For and on behalf of
CHATURVEDI & SHAH
Firm Registration Number : 101720W
Chartered Accountants



Amit Chaturvedi
Partner
Membership No.: 103141
Place: Mumbai
Date: May 16, 2014





CIN: L15420MH1931PLC001797

Registered Office: Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021

Tel.: +91-22-22023626, 22842110, Fax: +91-22-22022238, Website: www.bajajhindusthan.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Eighty Second Annual General Meeting** of the Members of Bajaj Hindusthan Limited will be held on **Tuesday, August 12, 2014 at 11.00 a.m.** at BHL Club Hall, Golagokarannath, Lakhimpur Kheri, District Kheri, Uttar Pradesh 262 802, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements for the 18 months period ended as at March 31, 2014, and the Reports of the Directors and the Auditors thereon for the said period.
2. To appoint a director in place of Mr. Manoj Maheshwari (DIN 02581704), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Chaturvedi & Shah (Firm Registration Number 101720W), Chartered Accountants, pursuant to provisions of Section 139 of the Companies Act, 2013, as Auditors of the Company for one year, being the balance tenure of their first term, to hold office from conclusion of this 82nd Annual General Meeting until the conclusion of the 83rd Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), office of Mr. Kushagra Bajaj (DIN 00017575), earlier appointed as a director not liable to retire by rotation, be and is hereby changed as Director whose period of office is liable to determination by rotation."
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. M. L. Apte (DIN 00003656), Director of the Company who retires by rotation at this annual general meeting 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 appointed as an Independent Director of the Company to hold office upto March 31, 2019."
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. D.S. Mehta (DIN 00038366), Director of the Company who retires by rotation at this annual general meeting 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.S. Mehta as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto March 31, 2019."
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. R.V. Ruia (DIN 00035853), Director of the Company who retires by rotation at this annual general meeting 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. R.V. Ruia as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto March 31, 2019."
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. Alok Krishna Agarwal (DIN 00127273), Director of the Company who retires by rotation at this annual general meeting 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 appointed as an Independent Director of the Company to hold office upto March 31, 2019."
9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. D.K. Shukla (DIN 00025409), Director of the Company who retires by rotation at this annual general meeting 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 appointed as an Independent Director of the Company to hold office upto March 31, 2019."
10. 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 Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, Foreign Currency Exchangeable Bonds Scheme, 2008, Regulations for Qualified Institutions Placement contained in Chapter VIII of the Securities

and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, the Companies (Issue of Global Depository Receipts) Rules, 2014, the notifications issued by the Reserve Bank of India ("RBI") and other applicable laws, listing agreement entered into by the Company with the stock exchanges where the shares of the Company are listed, Articles of Association and subject to all statutory and regulatory approval(s), consent(s), permission(s) and/ or sanction(s) as may be required of the Government of India, RBI, Securities and Exchange Board of India ("SEBI") and all other concerned authorities (hereinafter singly or collectively referred to as the "Appropriate Authorities") and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/ or sanction and as may be agreed to by the Board of Directors of the Company (the "Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the interest of the Company, the Board be and is hereby authorised to create, issue, offer and allot eligible securities including equity shares, non-convertible debt instruments along with warrants (whether detachable or non-detachable) entitling the warrant holder to apply for equity shares/instruments or securities representing equity shares and convertible securities (convertible either at the option of the Company or of the holders thereof) other than warrants through qualified institutions placement ("QIP") to qualified institutional buyers ("QIB") and/ or through global depository receipts ("GDRs"), american depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs"), foreign currency exchangeable bonds ("FCEBs"), any other depository receipt mechanism, or any combination thereof (hereinafter collectively referred to as the "Securities") whether denominated in Indian rupee(s) or foreign currency(ies), in the course of domestic and/ or international offering(s) in one or more foreign market(s), for a value of up to Rs. 3,000 crores (Rupees Three thousand crores only), with authority to retain over subscription up to such percentage as may be permitted by the Appropriate Authorities, to be subscribed to by resident or non-resident/ foreign investors, whether or not such persons or any of them are members of the Company, to all or any of them, through prospectus, offer document and/ or other letter or circular from time to time in one or more tranches as may be deemed appropriate by the Board and such issue and allotment of Securities to be made by the Board on such occasion or occasions, at such price or value or values, whether at a discount or at a premium to the market price prevailing at the time of the issue and in such form and manner and on such terms and conditions or with such modifications thereto including the number of Securities to be issued, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption/ prepayment, number of further equity shares to be allotted on conversion/ redemption/ extinguishment of debt(s), exercise of rights attached to the warrants, the ratio of exchange of shares and/ or warrants and/ or any other financial instrument, period of conversion, fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in consultation with the Appropriate Authority(ies), the merchant banker(s) and/ or lead manager(s) and/ or underwriter(s) and/ or advisor(s) and/ or such other experts, but without requiring any further approval or consent from the shareholders;"

"RESOLVED FURTHER THAT in case of issue of Securities through QIP, a minimum of 10% of the Securities issued pursuant to applicable regulations shall be allotted to mutual funds and if no mutual fund is agreeable to take up the minimum portion or any part thereof, then such minimum portion or part thereof may be allotted to other QIB(s) or otherwise."

"RESOLVED FURTHER THAT the Relevant Date for determining the pricing of the securities [whether on Qualified Institutional Placement to QIBs as per the provisions of Chapter VIII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009] or issue of equity shares underlying the GDRs or securities issued on conversion of FCCBs shall be the date of the meeting in which the Board decides to open the proposed issue or such other date, if any, as may be notified by SEBI or the RBI or any Appropriate Authority from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to allot further shares up to 15 (fifteen) percent of its issue size to the stabilisation agent by availing the Green Shoe Option subject to the provisions of relevant SEBI Regulations and enter into and execute all such agreements and arrangements with any merchant banker or book runner, as the case may be, involved or concerned in such offerings of Securities and to pay all such fee/expenses as may be mutually agreed between the Company and the said stabilisation agent."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any lead manager(s), co-lead manager(s), manager(s), advisor(s), underwriter(s), guarantor(s), depository(ies), custodian(s), trustee, stabilisation agent, banker/ escrow banker to the issue and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such Securities in one or more Indian/international stock exchanges."

"RESOLVED FURTHER THAT the Board and/ or an agency or body authorised by the Board may issue depository receipt(s) or certificate(s), representing the underlying securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in Indian and/ or international capital markets for the instruments of this nature and to provide for the tradability or free transferability thereof, as per the Indian/ international practices and regulations and under the norms and practices prevalent in the Indian/ international markets."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of further equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such further equity shares ranking pari-passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue and in the offer document."

"RESOLVED FURTHER THAT subject to the existing laws and regulations, such Securities to be issued, that are not subscribed, may be disposed off by the Board to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident/ foreign investor(s) (whether institutions and/ or incorporated bodies and/ or individuals and/ or trusts and/ or otherwise)/ FIIs/QIBs/ mutual funds/ pension funds/ venture capital funds/banks and/ or employees and business associates of the Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Company, as the Board may in its absolute discretion decide."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing, depository and custodian arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/ offer(s) or allotment(s) or otherwise and utilisation of the issue proceeds and/ or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company to the end and intent that the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution."

11. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 148 of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), payment of remuneration of an aggregate amount of Rs.3,25,000/- (Rupees Three lac twenty five thousand only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses to M/s B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai, appointed as Cost Auditor of the Company by the Board of Directors, to conduct the cost audit of the Company for the financial year ended March 31, 2015, be and is hereby ratified and confirmed.”

By Order of the Board of Directors



Pradeep Parakh

Group President (GRC) & Company Secretary

Place: Mumbai

Dated: July 04, 2014

NOTES:

- A member entitled to attend and vote at the Annual General Meeting (“meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- In terms of Article 104 of the Articles of Association, read with Section 152 of the Companies Act, 2013 Mr. Manoj Maheshwari, (DIN 02581704), Director retire by rotation and being eligible, offer himself for reappointment. The Board of Directors commends his reappointment.
Mr. M.L. Apte (DIN 00003656), Mr. D.S. Mehta (DIN 00038366), Mr. R.V. Ruia (DIN 00035853), Mr. Alok Krishna Agarwal (DIN 00127273) and Mr. D.K. Shukla (DIN 00025409), Non executive Directors of the Company were Independent Directors as per Clause 49 of the Listing Agreement with Stock Exchanges. As per Explanation to Section 152(6)(e) of the Companies Act 2013, total number of Directors for the purpose of determining directors liable to retire by rotation shall not include independent directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
- Brief resume of all Directors proposed to be re-appointed/appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships/ chairmanships for Board/Committees, shareholding and relationship between directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges are provided in the annexure to the notice.
- A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be conducted at the Meeting is annexed hereto.
- Relevant documents referred to in accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
- The register of members and share transfer register of the Company shall remain closed from Saturday, August 2, 2014 to Tuesday, August 12, 2014 (both days inclusive).
- Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
- The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Sharepro Services (India) Private Ltd.
- For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
- Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at the following address:

By Post/ Courier/ Hand Delivery	By Hand Delivery
M/s Sharepro Services (India) Pvt. Ltd. Unit : Bajaj Hindusthan Limited 13 A/B, 2 nd Floor, Samhita Warehousing Complex, Behind Sakinaka Telephone Exchange, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072 Tel. No.: 022 6772 0400 / 001 / 002 Fax No.: 022 2850 8927, 2859 1568 Email: sharepro@shareproservices.com	M/s Sharepro Services (India) Pvt. Ltd. Unit : Bajaj Hindusthan Limited 912 Raheja Centre, Free Press Journal Road Nariman Point, Mumbai – 400 021 Tel. No.: 022 2282 1568 / 69 Fax No.: 022 2282 5484 Email: sharepro@shareproservices.com

13. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 (corresponding to Section 205A to Section 205C of the Companies Act, 1956), all unclaimed/unpaid monies by way of dividend transferred to the "Unpaid Dividend Account" of the Company as contemplated under Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the Companies Act, 1956) that remains unclaimed/unencashed for a period of 7 (seven) years from the respective date of such transfer has to be transferred by the Company to "The Investor Education and Protection Fund" (IEPF) being the fund established by the Central Government under Section 125 of the Companies Act, 2013 (corresponding to Section 205C (1) of the Companies Act, 1956) and no claims shall lie against the said Fund or the Company in respect thereof.

The details of dividends paid by the Company and the corresponding due dates for transfer of such unencashed dividend to the aforementioned Fund constituted by the Central Government are furnished hereunder:

Dividend for the year	Date of Declaration of Dividend	Due Date of transfer to The Investor Education and Protection Fund
2006-2007	26/02/2008	02/04/2015
2007-2008	24/03/2009	29/04/2016
2008-2009	18/03/2010	23/04/2017
2009-2010	22/03/2011	27/04/2018
2010-2011	11/02/2012	17/03/2019
2011-2012	14/02/2013	21/03/2020

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to the Registered Office of the Company or M/s. Sharepro Services (India) Pvt. Ltd. well in advance of the above due dates.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006, as on the date of the 81st Annual General Meeting held on 14th February, 2013, on the website of the IEPF viz. www.iepf.gov.in and under 'Investors Section' on the website of the Company viz. www.bajajhindusthan.com

14. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to M/s. Sharepro Services (India) Pvt. Ltd. at the above mentioned address or the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
15. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours.
- Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialised form) or with Company/M/s. Sharepro Services (India) Private Limited, Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
16. Electronic copy of the annual report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report for 2014 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 82nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of 82nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members may please note that the Notice of the 82nd Annual General Meeting and the annual report for 2014 will also be available on the Company's website www.bajajhindusthan.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor.complaints@bajajhindusthan.com.
19. **Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the 82nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).
- The process and instructions for e-Voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz. 'Bajaj Hindusthan e-Voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-Voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN note in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN 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.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Bajaj Hindusthan Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders i.e. other than individuals, HUF, NRI, etc.) are 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 to bajajhindusthascrutinizer.com or kadhikari@bajajhindusthan.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy):

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (e Voting Event Number)

USED ID

PASSWORD/PIN

- (ii) Please follow all steps from Sl.No.(ii) to Sl.No.(xii) above, to cast vote

C. For members who wish to vote using Ballot form :

Pursuant to clause 35B of the listing agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in Business Reply envelope to the Scrutinizer, C/o Bajaj Hindusthan Ltd., 2nd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021 so as to reach by **6.00 p.m. on August 8, 2014**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

- II. 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
 - III. If you already registered with NSDL for e-Voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communications(s)
 - V. The e-Voting period commences on **August 6, 2014 (9.00 a.m.)** and ends on **August 8, 2014 (6.00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **July 4, 2014**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, members who have previously cast their vote electronically, shall not be allowed to vote again at the meeting.
 - VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **July 4, 2014**.
 - VII. Mr. R. Ramachandran (Membership No. FCS-188) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
 - VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - IX. The results shall be declared on or after the annual general meeting of the Company. The results declared alongwith the Scrutinizer's report shall be placed on the Company's website www.bajajhindusthan.com and on the website of NSDL within two (2) days of passing of the resolutions at this annual general meeting of the Company and communicated to BSE and NSE .
20. The process of shifting of registered office from Mumbai, Maharashtra to Golagokarannath, Uttar Pradesh, pursuant to the approval of shareholders by way of Special Resolution passed on September 30, 2013 is at an advance stage. The approval of the Central Government has been obtained and the certified copy of the Order of the Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai, has been filed with the Registrar of Companies. The requisite fresh Certificate of incorporation in this regard from Registrar of Companies, Kanpur is expected by July 2014, upon which the aforesaid change shall take effect and the registered office of the Company shall stand shifted to Golagokarannath, Lakhimpur Kheri, District Kheri, Uttar Pradesh 262802. Accordingly, the address of the registered office of the Company presently continues to be at the Mumbai address. However, as the date of the annual general meeting is on a date after approval of Central Government has been received, the place of the annual general meeting is stated as Golagokarannath, Uttar Pradesh.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all the material facts relating to the Special Business mentioned under Item Nos. 4 to 11 of the accompanying Notice.

In respect of Item No. 4

Mr. Kushagra Bajaj (DIN 00017575), was re-appointed as Vice Chairman & Joint Managing Director of the Company at the 80th Annual General Meeting of the Company to hold office for a period of 5 years with effect from April 24, 2012. Pursuant to Article 131B of the Articles of Association of the Company, Mr. Kushagra Bajaj was appointed as a Director, not liable to retire by rotation.

Clause (a) of sub-section of Section 152 of the Companies Act, 2013 provides that unless the articles provide for the retirement of all directors at every general meeting, not less than two thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation. The Explanation to sub-section (6) of Section 152 of the Companies Act, 2013 provides that total number of directors shall not include independent directors, whether appointed under the said Act or any other law for the time being in force, on the Board of a company. The Board of Directors of the Company presently consists of total 10 directors, out of which 5 directors are independent (as per Clause 49 of the listing agreement). Out of balance 5 directors not less than two-thirds i.e. 4 directors shall be directors whose period of office shall be liable to determination by retirement by rotation at every annual general meeting of the Company. Presently 2 directors are appointed as non retiring director. To fulfil the condition of 4 directors whose office is liable to determination by retirement by rotation, the Company proposes to change the office of Mr. Kushagra Bajaj from non-retiring category to director whose office is liable to retire by rotation.

The Board recommends the resolution for the approval by the shareholders of the Company.

Mr. Kushagra Bajaj and Mr. Shishir Bajaj are interested in the Resolution at Item No. 4 of the Notice. 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 resolution.

In respect of Item Nos. 5 to 9

As per the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 every listed company shall have atleast one-third of total directors as Independent Director. Section 149 of the Companies Act, 2013 provides that an independent director in relation to a company, means a director other than a managing director or whole-time director or a nominee director and who in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience and also fulfils other prescribed criteria for appointment as independent director. The provisions of the Act in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors. The appointment of independent director(s) of the Company is required to be approved at the meeting of the shareholders.

In terms of Clause 49 of the listing agreement Mr. M. L. Apte (DIN 00003656), Mr. D. S. Mehta (DIN 00038366), Mr. R. V. Ruia (DIN 00035853), Mr. Alok Krishna Agarwal (DIN 00127273) and Mr. D. K. Shukla (DIN 00025409) are presently considered as Independent Directors of the Company.

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 Listing Agreement. 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 is also the Chairman of the Apte group of companies. 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. S. Mehta joined the Board of Directors of the Company in January 1986. Mr. Mehta is a Non-Executive Director of the Company holding the position of Independent Director as per the Listing Agreement. Mr. Mehta is Chairman of the Nomination and Remuneration Committee (earlier Remuneration and Compensation Committee) and a member of the Shareholders & Investors Grievance Committee, of the Board of Directors of the Company. Mr. Mehta is a fellow member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. Mr. Mehta holds a B.Com (Hons.) degree from Mumbai University. He is associated with a number of social, educational and welfare organizations. He has been associated with the Bajaj group of companies since 1966 and has more than 48 years experience in corporate law, taxation, finance and investment.

Mr. R. V. Ruia joined the Board of Directors of the Company in April 2001. Mr. Ruia is a Non-Executive Director of the Company holding the position of Independent Director as per the Listing Agreement. Mr. Ruia is the Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee (earlier Remuneration and Compensation Committee) and Member of Shareholders & Investors Grievance Committee, of the Board of Directors of the Company. Mr. Ruia holds Bachelors degree in commerce from Mumbai University in 1982. He is a director of Dawn Apparels Private Limited. Mr. Ruia was a committee member at the Bombay Mill Owners' Association, Indian Cotton Mills Federation and Bombay Textile Research Association and was a trustee of various public charity trusts.

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.

Mr. Dinesh Kumar 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 Listing Agreement. 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. M. L. Apte, Mr. D. S. Mehta, Mr. R. V. Ruia, Mr. Alok Krishna Agarwal and Mr. D. K. Shukla ceased to be directors liable to retire by rotation, as per Explanation to Section 152(6)(e) of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 they are each proposed to be appointed as Independent Directors for a term of five consecutive years. As per Explanation to Section 149(11) of the Companies Act, 2013, any tenure of an Independent Director on the date of commencement of the Act (i.e. 01.04.2014) shall not be counted as a term for considering the five consecutive term as mentioned in Section 149(10) of the Act. Since the term after 01.04.2014 shall be considered as the term of five consecutive years, the tenure of appointment shall be only upto March 31, 2019. Separate notices have been received from members proposing each of Mr. M. L. Apte, Mr. D. S. Mehta, Mr. R. V. Ruia, Mr. Alok Krishna Agarwal and Mr. D. K. Shukla as candidates for the office of Directors of the Company.

In the opinion of the Board each of Mr. M. L. Apte, Mr. D. S. Mehta, Mr. R. V. Ruia, Mr. Alok Krishna Agarwal and Mr. D. K. Shukla fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Director of the Company and they are each independent of the management. Copy of the draft letter for appointment of each candidate as an Independent Director setting out the terms and conditions of appointment is available for inspection.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail of the expertise and knowledge of Mr. M. L. Apte, Mr. D. S. Mehta, Mr. R. V. Ruia, Mr. Alok Krishna Agarwal and Mr. D. K. Shukla as Independent Directors. Accordingly, the Board recommends the Resolutions at Item Nos. 5 to 9 of the Notice in relation to appointment of Independent Directors, for the approval by the shareholders of the Company.

Mr. M. L. Apte, Mr. D. S. Mehta, Mr. R. V. Ruia, Mr. Alok Krishna Agarwal and Mr. D. K. Shukla are interested in the Resolutions pertaining to their respective appointment at Item Nos. 5 to 9 of the Notice. 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.

In respect of Item No. 10

Any increase in subscribed capital by issue of further shares by any company is required to be in compliance of the provisions of Section 62 of the Companies Act, 2013 (the "Act"). For issuance of further shares that may be offered to any person otherwise than as stated in Section 62(1) (a) of the Act, prior permission of shareholders is required to be obtained by way of passing of a special resolution pursuant to Section 62(1)(c) of the Act.

The provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [SEBI (ICDR), Regulations, 2009] and various regulations under Foreign Exchange Management Act, 1999 (FEMA), require approval of shareholders by way of special resolution to be obtained for issuance of further shares by way of qualified institutional placement (QIP). A special resolution is also required for issue of global depository receipt (GDRs), american depository receipt (ADRs), foreign currency convertible bond (FCCBs), debentures or any other securities convertible into equity shares by any listed company.

As per Regulation 88 of Chapter VIII of the SEBI (ICDR) Regulations, 2009, allotment pursuant to the special resolution approving the QIP issue passed by the shareholders shall be completed within a period of twelve months from the date of passing of the resolution. The Company has been seeking such enabling approval from shareholders for issuance of further shares from time to time. The last resolution in this regard was passed by the Company through postal ballot dated January 9, 2014 for an amount up to Rs. 2,000 crore, which for the purpose of raising funds through QIP issue is valid only up to January 8, 2015. To enable the Company to raise equity funds depending upon its business needs and as may be advised, approval of shareholders is being sought, as an enabling authorization, for issue of equity shares and/or any other financial instruments convertible into equity shares through qualified institutional placement (QIP) under SEBI (ICDR) Regulations, 2009 and/or through such other modes, as the Board may deem appropriate, including through issue of securities in the international markets by way of GDRs/ ADRs/ FCCBs etc. in one or more tranches, up to an amount not exceeding Rs. 3,000 crore (Rupees Three thousand crore).

As per Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, 2009, issue of specified securities shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date. The "relevant date" for the purpose of Regulation 85 means the date of meeting in which the Board or any committee of directors duly authorised by the Board of the Company decides to open the proposed issue.

Further, as per Regulation 89 of Chapter VIII of the SEBI (ICDR) Regulations, 2009, the aggregate of the proposed qualified institutional placements and all previous qualified institutional placements made by the Company in the same financial year shall not exceed 5 times the net worth of the Company as per the audited Balance Sheet of the previous financial year.

Therefore, the Board of your Company has recommended the Special Resolution at Item No. 10 of the Notice to be passed by the shareholders, so as to enable it to issue further equity shares and/or other securities in an appropriate manner, which will include issue on QIP basis.

The said Special Resolution is only an enabling one seeking authority to the Board to raise funds from time to time as may be required.

The Board of Directors recommend passing of the Special Resolution set out at Item No. 10 of the Notice.

All the Directors may be deemed to be interested in the Resolution at Item No. 10 to the extent of shares and/or securities that may be offered to them and/or entities in which any of respective Director is deemed to be interested. 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 resolution.

In respect of Item No. 11

On recommendation of Audit Committee at its meeting held on May 16, 2014, the Board has considered and approved appointment of M/s B.J.D. Nanabhoy & Co., Cost Accountants, Mumbai, to conduct the cost audit for the year ended March 31, 2015 of the Company's Sugar units located at Golagokarannath, Palia Kalan, Khambarkhera, Barkhera, Maqsoodapur, Kinauni, Thanabhawan, Budhana, Bilai, Gangnauli, Pratappur, Rudauli, Utraula, and Kundarkhi at an aggregate remuneration of Rs. 3.25 lacs (Rupees Three Lac twenty five thousand only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

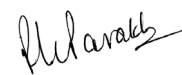
As per provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing the Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the cost auditor for the financial year ending March 31, 2015.

The Board of Directors recommend passing of the Ordinary Resolution set out at Item No. 11 of the Notice.

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 resolution set out at Item No. 11 of the Notice.

By Order of the Board of Directors



Pradeep Parakh

Group President (GRC) & Company Secretary

Place: Mumbai

Dated: July 04, 2014

Details of Directors seeking appointment/re-appointment at the 82nd Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. Manoj Maheshwari	Mr. D. S. Mehta	Mr. M. L. Apte	Mr. R. V. Ruia	Mr. Alok Krishna Agarwal	Mr. D.K. Shukla
Director Identification Number	02581704	00038366	00036566	00035853	00127273	00025409
Date of Birth	05.01.1966	27.04.1936	05.10.1932	01.05.1961	03.02.1964	01.03.1943
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of appointment on the Board	01.10.2012	28.01.1986	13.07.1970	16.04.2001	24.04.2007	21.12.2008
Relationship with other director	None	None	None	None	None	None
Qualifications	FCA, FCS and MBA (Marketing)	B.Com, CA, CS	B.A.	Management and Corporate Strategies	LLB	B.A. and Masters Degree in Social Work
Expertise in functional area	Strategy formulation, Corporate Finance and Planning and Secretarial functions	Corporate Law, Taxation, Finance and Investment		Management and Corporate strategies	Corporate and Commercial Laws	Recruitment, Marketing, training promotions, etc.
Number of shares held in the Company	Nil	150000	1800	6750	Nil	Nil
List of Directorships held in other companies	<ol style="list-style-type: none"> Lalitpur Power Generation Company Ltd. Bajaj Power Generation Pvt. Ltd. 	<ol style="list-style-type: none"> Mukand Limited Janmabhoomi Newspapers education Foundation Bajaj Finance Limited The States People Private Limited Niche Financial Services Private Limited Mahakalp Arogya Pratishthan Bhoopati Shikshan Pratishthan Bajaj Auto Limited 	<ol style="list-style-type: none"> Kulkarni Power Tools Limited Raja Bahadur International Limited Standard Industries Limited Bombay Burmah Trading Corporation Limited Grasim Industries Limited Zodiac Clothing Company Limited 	<ol style="list-style-type: none"> Dawn Apparels Private Limited Special Paints Limited Altamont Holdings & Trading Company Private Limited Ruia Industries Private Limited Nysa Corporation Limited RNR Trading Private Limited Breezwell Homes & Holdings Private Limited Innocent Infrastructure Private Limited 	<ol style="list-style-type: none"> Lawz Media Private Limited Advanced Law College of India Private Limited Milestone Global Limited Wearit Global Limited PNP Technologies (India) Private Limited SPBP Tea (India) Limited Brady AIR Private Limited HIND Syntex Limited Lalitpur Power Generation Company Limited 	None
Chairman/Member of the Committees of the Boards of other companies in which he is Director as on 31.03.2014	<ol style="list-style-type: none"> Mukand Ltd. Bajaj Finance Ltd. 	<ol style="list-style-type: none"> Mukand Ltd. Bajaj Finance Ltd. 	<ol style="list-style-type: none"> Grasim Industries Limited Zodiac Clothing Co. Ltd. Bombay Burmah Trading Corporation Standard industries Limited 	None	<ol style="list-style-type: none"> Milestone Global Limited 	None



CIN: L15420MH1931PLC001797

Registered Office: Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021

Tel.: +91-22-22023626, 22842110, Fax: +91-22-22022238, Website: www.bajajhindusthan.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME OF THE SHAREHOLDER / PROXYHOLDER : _____

I hereby record my presence at the **82nd Annual General Meeting** of the Company held on **Tuesday, August 12, 2014** at **11.00 a.m.** at BHL Club Hall, Golagokarannath, Lakhimpur Kheri, District Kheri, Uttar Pradesh 262 802

Signature of Shareholder/Proxyholder

Note 1. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
2. The process of shifting of registered office from Mumbai, Maharashtra to Golagokarannath, Uttar Pradesh is in progress.

..... (Tear Here)



CIN: L15420MH1931PLC001797

Registered Office: Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021

Tel.: +91-22-22023626, 22842110, Fax: +91-22-22022238, Website: www.bajajhindusthan.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration) Rules, 2014]

Name of the member(s) : _____
 Registered Address : _____
 Email ID : _____
 Folio No./Client ID/DP ID : _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name : _____ Address : _____

 Email ID : _____ Signature : _____ or failing him

2) Name : _____ Address : _____

 Email ID : _____ Signature : _____ or failing him

3) Name : _____ Address : _____

 Email ID : _____ Signature : _____ or failing him