

November 02, 2017

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| DCS - CRD BSE Limited First Floor, New Trade Wing Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No. 2272 3719/ 2037 Stock Code: 500032 | National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No. 2659 8237/ 8238 Stock Code: BAJAJHIND |
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Dear Sirs,

Kind Attention: Listing Department

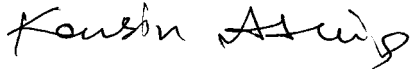
Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Notice dated October 27, 2017 for passing of resolutions by way of postal ballot and postal ballot form, pursuant to Section 110 of the Companies Act, 2013, as is being sent to each household of shareholders of the Company through speed post/registered post/electronic means.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Bajaj Hindusthan Sugar Limited



Kausik Adhikari
Deputy Company Secretary

Encl: As above



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 as Special/Ordinary Resolution by way of Postal Ballot/e-voting. The explanatory statements 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 M/s Gupta Baul & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your 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 ie. 6.00 p.m. on Saturday, December 02, 2017.

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 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, December 05, 2017 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. Increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company

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 61 read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and the rules made thereunder, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 271,00,00,000 (Rupees Two Hundred and Seventy One Crore only) divided into 271,00,00,000 (Two Hundred Seventy One Crore) equity shares of Re. 1/- each to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) divided into 500,00,00,000 (Five Hundred Crore) equity shares of Re. 1/- each.

"RESOLVED FURTHER THAT pursuant to Section 13 read with Section 61 and all applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules made thereunder, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following:

"V. The Authorised Share Capital of the Company is Rs. 500,00,00,000 (Rupees Five hundred crore only) divided into 500,00,00,000 (Five hundred crore) equity shares of Re.1/- (Rupee One) each."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which expression shall include a Committee thereof) be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard."

2. **Approval for conversion of Loan by Lenders into Optionally Convertible Debentures (OCDs) of the Company (“Securities”) in accordance with implementation of the Scheme for Sustainable Structuring of Stressed Assets (S4A Scheme) issued by the Reserve Bank of India**

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

“RESOLVED THAT pursuant to and in accordance with:

- (a) the provisions of Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder;
- (b) the Scheme for Sustainable Structuring of Stressed Assets (“**S4A Scheme**”) issued by Reserve Bank of India (“**RBI**”) (including any revisions thereto for the time being in force);
- (c) the resolution plan for carrying out deep financial restructuring of the Company within the frame work of S4A Scheme (as approved by the requisite majority of the members of the Joint Lenders Forum of the Company (JLF) on **June 23, 2017** (“Reference Date”)) and the terms and conditions as detailed in the Information Memorandum prepared for the implementation of the S4A Scheme with respect to the Company (“**BHSL S4A Scheme**”);
- (c) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”) and any other applicable regulations, including any statutory modification(s) or re-enactment thereof for the time being in force and any modifications thereto;
- (d) the listing agreements entered into by the Company with the respective stock exchanges where the equity shares of the Company are listed;
- (e) the Memorandum of Association and Articles of Association of the Company; and

subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory and other authorities including such condition(s) and modification(s) as may be imposed or prescribed while granting approvals, consents, permissions, sanctions, in respect of the conversion of part of the existing loan/debt exposure of the following banks as more particularly detailed in the BHSL S4A Scheme:

| Sr. No. | Names of Lenders | Sr. No. | Names of Lenders |
|---------|---------------------------|---------|----------------------|
| 1 | State Bank of India | 8 | Bank of Baroda |
| 2 | Punjab National Bank | 9 | UCO Bank |
| 3 | Allahabad Bank | 10 | Indian Overseas Bank |
| 4 | Oriental Bank of Commerce | 11 | Bank of Maharashtra |
| 5 | Corporation Bank | 12 | Bank of India |
| 6 | IDBI Bank Ltd. | 13 | Canara Bank |
| 7 | Central Bank of India | | |

(hereinafter collectively referred as “Lenders” or “JLF Lenders”) the consent of the Company be and is hereby accorded to the Board (hereinafter which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law) to convert part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not and whether in Indian Rupees or foreign currency), together with accumulated interest, up to an amount not exceeding Rs. 3,772 crore (Rupees Three thousand seven hundred seventy two crore only) (hereinafter “Financial Assistance”), at the option of the Lenders, into Optionally Convertible Debentures (“OCDs” or “Securities”) of the Company, on such terms and conditions as may be agreed between the Company and the Lenders and subject to applicable law (including extant guidelines in force).”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient as found appropriate and the Board/ Committee be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by the Lenders or any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation thereto including issuing clarifications to the concerned statutory and regulatory authorities, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, including without limitation, to execute necessary documents and enter into contracts, arrangements, instruments to be executed by the Company with, inter alia, the JLF Lenders for the purpose of implementation of the BHSL

S4A Scheme (hereinafter referred to as the "S4A Agreements/ S4A Documents") and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board and any Committee thereof be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company respectively and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any advisors, consultants for the purpose of implementation of the aforesaid resolution."

3. Approval for Offer, Issue and Allotment of Optionally Convertible Debentures (OCDs) of face value Rs. 100/- each on Preferential Basis pursuant to implementation of the BHSL S4A Scheme

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 the Companies Act, 2013 including Sections 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and the rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force and hereinafter collectively referred as "Act"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, modified or supplemented from time to time (the "Takeover Regulations") and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India, the Listing Agreement entered into between the Company and BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), any other applicable laws in force, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), if required, of concerned statutory authorities and subject to such condition(s) and modification(s) as may be imposed or prescribed by any of them while granting such approvals, consents, permissions, sanctions, and which may be agreed to by the Board (hereinafter which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board (hereinafter which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law) to offer, issue and allot from time to time in one or more tranches, upto such number of Optionally Convertible Debentures of the Company of face value Rs. 100/- each at par on preferential basis in accordance with Regulation 70(5) of the SEBI ICDR Regulations, RBI circular dated June 13, 2016 on Scheme for Sustainable Structuring of Stressed Assets, in one or more tranches, for an overall value not exceeding Rs. 3,772 crore (Three thousand seven hundred seventy two crore only) to the proposed allottees/Lenders as mentioned in Item No. 2 & 4 of the Explanatory Statement attached herewith in such proportion as may be decided amongst the Lenders, which OCDs:

- (a) shall be secured as per the existing security structure of the outstanding loans of the Lenders;
- (b) shall be issued in separate series, in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements/S4A Documents executed/ to be executed by the Company as per the BHSL S4A Scheme approved for implementation by the Company in terms of the S4A Scheme; and shall, at the option of the debenture holders, as specified in the BHSL S4A Scheme and the S4A Agreements/S4A Documents, be convertible into such number of fully paid equity shares of the Company of face value Re. 1/- each, at a conversion price as determined (i) in accordance with the guidelines specified/ to be specified by RBI from time to time and (ii) in absence of any such specific guidelines, as per the pricing guidelines for issuance of equity shares under the RBI circular dated June 08, 2015 on Strategic Debt Restructuring Scheme as amended and supplemented from time to time, in which event the "reference date" shall be deemed to mean the date on which the debenture holders issue notice of default on the Company."

"RESOLVED FURTHER THAT

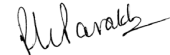
- a) The payment of consideration for the allotment of securities shall be by appropriation of the outstanding loan/ debt due to the proposed allottees/ Lenders payable by the Company under Part B Debt, as per the terms of the BHSL S4A Scheme;
- b) The OCDs and Equity shares allotted pursuant to conversion of OCDs shall be made only in dematerialised form;
- c) The equity shares to be issued and allotted as a result of conversion of OCDs shall be listed and traded on BSE and NSE and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- d) The OCDs and equity shares to be issued and allotted as a result of conversion of OCD shall remain locked by the Company as per the provisions of SEBI ICDR Regulations;
- e) The equity shares to be issued and allotted as a result of conversion of OCDs shall rank pari passu with the existing equity shares of the Company in all respects including that of payment of dividend, if any and the Company shall, at all times, maintain sufficient un-issued equity shares for the above purpose; and

- f) The Board/Committee be and is hereby authorised to decide and/or modify the terms and conditions of allotment of OCDs including the terms of conversion of OCDs into equity shares of the Company in accordance with the provisions of applicable laws.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Securities and listing of the equity shares with the stock exchange(s) as appropriate and for the purpose of giving effect to the above, the Board/Committee be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Securities and to do all acts, deeds and things in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities, issue and allotment of the Securities, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board and any Committee thereof be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company respectively and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and/or regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For Bajaj Hindusthan Sugar Limited



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

Place : Mumbai
Date : 27/10/2017

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, October 20, 2017, 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, December 02, 2017.
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, October 20, 2017.
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, November 03, 2017 and ends at 6.00 P.M. on Saturday, December 02, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, October 20, 2017 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 of the Companies Act, 2013

Item No. 1

The Board of Directors of the Company has proposed to increase the Authorised Share Capital of the Company from Rs. 271 crore divided into 271,00,00,000 equity shares of Re.1/- each to Rs. 500 crore divided into 500,00,00,000 equity shares of Re. 1 each.

Alteration to the Capital Clause of Memorandum of Association of the Company is proposed in consequence of the above increase in the Authorised Share Capital of the Company.

As per Section 61 of the Companies Act, 2013, any increase in Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Members of the Company.

The Board recommends the passing of the Ordinary Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

Accordingly, consent of the Members is being sought pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, for increasing the Authorised Share Capital of the Company and for carrying out consequent amendment to the Memorandum of Association of the Company which will enable the Company to issue further equity shares from time to time.

Save as aforesaid, None of the Directors and Key Managerial Personnel of the Company their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

A copy of the Memorandum of Association of the Company along with the proposed alteration in the Capital Clause is available for inspection 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, December 02, 2017.

Item Nos. 2 & 3

The Company had availed financial assistance from various banks and financial institutions (“JLF Lenders” or “Lenders”) for its operations. Subsequently, in the year 2014, on account of financial stress, the Company had approached the Lenders in terms of the Framework for Revitalising Distressed Assets in the Economy – Guidelines on Joint Lenders’ Forum (JLF) and Corrective Action Plan (“RDA”) and the guidelines issued thereunder by the Reserve Bank of India. Subsequently, a Corrective Action Plan (“CAP”) was formulated for the Company in terms of the RDA, and the debt obligations of the Company were restructured on the terms and conditions set out in the Master Restructuring Agreement dated December 30, 2014 executed amongst the members of the JLF and the Company. In terms of the CAP, an aggregate of 49,41,60,031 equity shares were allotted to the JLF Lenders upon conversion of 70% of the funded interest i.e. interest on restructured loan for initial two years amounting to Rs. 1075.79 crore at a price of Rs. 21.77 per share. The remaining 30% of the funded interest amounting to Rs. 461.05 crore was converted into long term loan (FITL). Since then, the sugar industry in India has shown the signs of recovery. The operational results of the Company have also improved during FY 2014-15 and FY 2016-17 with YoY increase in revenue, EBITDA, PBT and PAT during this period.

However, due to high level of leverage, the Company continues to face liquidity crunch and is experiencing difficulties in servicing of interest and the principal dues as per the current repayment schedule from the existing cash flows from operations. The JLF Lenders therefore discussed the possibility of implementation of Scheme for Structuring of Stressed assets (S4A Scheme) in respect of the residual debt with the Company. It was agreed at the JLF meeting held on June 23, 2017 ("Reference date") to implement the S4A Scheme as a 'Resolution Plan' for carrying out deep financial restructuring for sustained revival of the Company, which was in-principally adopted by the JLF on August 14, 2017 on the terms contained in the Information Memorandum prepared for the implementation of the S4A Scheme with respect to the Company ("BHSL S4A Scheme"). The important terms of BHSL S4A Scheme are as follows:

- a) Reference date: June 23, 2017
- b) The total funded debt as on the Reference Date amounting to Rs. 8,099 crore comprising of term loans, working capital loans, outstanding interest on certain term loans together with Interest for 6 months on unsustainable debts amounting to Rs. 201 crore aggregating to Rs. 8,300 crore to be bifurcated into sustainable debt of Rs. 4,528 Crore (termed as Part-A Debt) and unsustainable debt of Rs. 3,772 crore (termed as Part-B Debt)
- c) Conversion of Part-B Debt into optionally convertible debenture of the Company (the "OCDs" or "Securities")
- d) The Promoters' Group shareholding will be reduced from 26.02% to 14.62%

The conversion price for conversion of OCDs into equity shares of the Company, as and when the option is exercised by the Lenders in accordance with the BHSL S4A Scheme shall be determined: (i) in accordance with the guidelines specified/ to be specified by Reserve Bank of India from time to time in this regard, and (ii) in absence of any such specific guidelines, the same shall be determined as per the pricing guidelines for issuance of equity shares under the RBI circular dated June 08, 2015 on Strategic Debt Restructuring Scheme, as amended and supplemented from time to time, in which event the "reference date" shall be deemed to mean the date on which the debenture holders issue notice of default on the Company.

In terms of the BHSL S4A Scheme, it is proposed to convert the Part B Debt into Securities and accordingly consider the offer and issue of the Securities upto an aggregate amount of Rs. 3,772 crore on preferential basis as per applicable laws and extant regulations in the manner set out in the Resolution at Item No. 2 and 3, to be allotted to the individual JLF Lenders, based on the respective JLF lenders' subscription for the Securities of the Company.

The Company has a competent operating team and has demonstrated capabilities in efficient operations of its sugar mills, distilleries and power co-generation facilities. It has over nine decades of experience and notable track record of operating in all the business segments of sugar industry. The proposed structuring of debt under S4A Scheme would be beneficial to the Company and all the stakeholders as debt serviceability of the Company may be aligned to generation of funds by the Company. It is expected that upon implementation of the S4A Scheme the debt burden on the Company will be reduced with conversion of Part B Debt into OCDs. Hence, the overall financials of the Company will improve; resulting in improving the debt serviceability of the Company and it becoming self-sustainable. With reduction in overall debt with conversion of unsustainable debt to equity, the Company will be able to sustain the downward cycle of sugar business if any, in future.

As per Section 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, issue of the debentures by the company with an option to convert the debentures into equity shares of the Company, to the lenders upon conversion of a portion of their respective outstanding loans shall require prior approval vide special resolution from the shareholders of the Company.

Further, as per Sections 42, 62 and 71 of the Act, the issue of debentures with option to convert such debentures into shares, wholly or partly, shall require approval of shareholders of the Company by a special resolution passed at a general meeting.

The special resolution, if passed, will have the effect of allowing the Board/Committee to issue and allot Securities to the above mentioned proposed allottees / Lenders, on a preferential basis, who may or may not be the existing members of the Company.

Since the proposed Special Resolutions at Item No. 2 and 3 would result in issue of Securities of the Company to proposed allottees/ JLF lenders on a preferential basis, in the manner laid down under Section 62 of the Companies Act, 2013, the consent of the shareholders is being sought pursuant to the provisions of Sections 42, 62, 71 and all other applicable provisions of the Act, SEBI ICDR Regulations, the Listing Agreement and the SEBI LODR Regulations.

Accordingly, the Board recommends the resolution as set out in Item Nos. 2 and 3, to enable the JLF Lenders, in terms of the lending arrangements, entered, and as may be specified under the financing documents already executed or to be executed in respect of the financial assistance availed/to be availed, at their option, to convert the whole or part of their respective outstanding financial assistances into OCDs of the Company, and to permit the Company to issue the said Securities in the manner and upon such terms and conditions as may be deemed appropriate by the Board and at a price as determined in accordance with the extant RBI Guidelines and SEBI Regulations and the Companies Act, 2013.

SEBI vide notification No. SEBI/LAD-NRO/GN/2017-18/016 dated August 14, 2017 issued amendments to Section 70(5) of the SEBI ICDR Regulations w.r.t. pricing for conversion of debt into specified securities (in this case the OCDs) under debt restructuring scheme implemented in accordance with the guidelines specified by Reserve Bank of India. In accordance with the amended Regulation 70(5) of the SEBI ICDR Regulations, the provisions of the Chapter relating to preferential issue shall not apply where the preferential issue of specified securities is made to the consortium of banks and financial institutions pursuant to conversion of their debt, as part of the debt restructuring scheme in accordance with the RBI guidelines.

The equity shares to be issued and allotted from conversion of OCDs, would be listed on BSE and NSE, subject to obtaining necessary regulatory approvals, if any.

In terms of the provisions of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 70(5) of SEBI ICDR Regulations and other applicable provisions of the law, relevant disclosures/details are given below:

1. Objects of the Issue

a) The business model:

Bajaj Hindusthan Sugar Limited. (hereinafter referred to as "BHSL" or the "Company") was incorporated on November 24, 1931. The Company currently has 14 sugar factories with an aggregate capacity of 1.36 lakh (TCD) tonnes of sugarcane crushed per day, 6 distilleries with capacity to produce 800 (KLPD) kilo litre per day of industrial alcohol and it owns co-generation plants having installed power capacity of 449 MW.

b) A statement on growth of business over the period of time:

The Company had 2 sugar Plants till 2003-04. However, with release of UP Govt. Sugar Promotion Policy in 2004, offering various tax & capital incentives, the Company, embarked on an aggressive Greenfield expansion drive in 2004-2007, and by the end of 2007, it had 10 sugar manufacturing units across UP, with a cane crushing capacity of 96,000 TCD and country's largest industrial alcohol/ ethanol producing capacity of 640 KLD.

Further the Company acquired Pratappur Sugar and Industries Limited (PSIL), Deoria in December 2005 which was subsequently renamed as Bajaj Hindusthan Sugar & Industries Ltd (BHSIL) and made it a subsidiary of BHSL. BHSIL further established 3 new sugar units in cane-rich areas of East UP at Rudauli, Kundarkhi and Utraula, which increased its sugarcane crushing capacity to 40,000 TCD and industrial alcohol/ ethanol to 160 KLD. In April 2010 BHSIL was merged with its holding company – BHSL. Presently the Company has 14 sugar factories with an aggregate capacity of 1.36 lakh (TCD) tonne of sugarcane crushed per day, 6 distilleries with capacity to produce 800 (KLPD) kilo litre per day of industrial alcohol and it owns co-generation plants having installed power capacity of 449 MW.

c) Summary of audited financials of previous three financial years:

Profit & Loss Statements

Rs. Crore

| Particulars | Mar-15 | Mar-16 | Mar-17 |
|-------------------------------------|------------------|-----------------|-----------------|
| | Audited | Audited | Audited |
| No. of Months | 12 | 12 | 12 |
| Revenues | | | |
| Net Revenue from Operations | 4,531.46 | 4,683.23 | 4,384.59 |
| Expenses | | | |
| Cost of raw material consumed | 3,704.54 | 3,127.29 | 4,037.88 |
| Employee Cost | 179.67 | 198.95 | 233.49 |
| Change in Inventories | 432.75 | 281.23 | -1,032.80 |
| Other Expenses | 372.72 | 282.59 | 290.52 |
| Total Operating Expenses | 4,689.68 | 3529.09 | 3,890.06 |
| EBITDA | -158.22 | 793.17 | 855.50 |
| Depreciation & Amortization | 239.94 | 223.98 | 214.12 |
| Interest & Financing Charges | 888.94 | 848.38 | 802.07 |
| Other Income (incl interest income) | 186.05 | 155.98 | 162.27 |
| Exceptional items | -3.83 | 0.00 | 0.00 |
| PBT | -1,097.22 | -123.21 | 1.58 |
| Tax (incl.\ deferred tax) | 0.00 | -3.42 | 5.82 |
| PAT | -1,097.22 | -119.79 | 7.40 |

Balance Sheet

Rs. Crore

| Particulars | Mar-15 | Mar-16 | Mar-17 |
|-------------------------------|------------------|------------------|------------------|
| | Audited | Audited | Audited |
| No. of Months | 12 | 12 | 12 |
| Liabilities | | | |
| Share Capital | 81.02 | 108.39 | 110.07 |
| Reserves & Surplus | 1,725.75 | 3,849.39 | 3,833.44 |
| Networth | 1,806.77 | 3,957.78 | 3,943.51 |
| Long Term Borrowings | 7,111.34 | 6,219.80 | 5,459.79 |
| Other Long Term Liabilities | 26.58 | 703.72 | 702.09 |
| Current Liabilities | 3,131.88 | 3,073.35 | 4,697.47 |
| - Short term borrowings | 146.21 | 0.00 | 242.74 |
| -Trade Payables | 2,789.84 | 2,195.72 | 2,785.87 |
| - Other current liabilities | 102.04 | 756.99 | 1,493.05 |
| - Short term provisions | 93.79 | 120.64 | 175.81 |
| Total Liabilities | 12,076.57 | 13,954.65 | 14,802.86 |
| Assets | | | |
| Tangible Fixed Assets | 4,889.82 | 7,937.16 | 7,728.17 |
| CWIP | 8.26 | 18.74 | 36.05 |
| Non-Current Investments | 2,281.71 | 1,136.32 | 1,113.23 |
| Other non-current assets | 51.74 | 19.92 | 21.79 |
| Current Assets | 4,845.04 | 4,842.51 | 5,903.62 |
| - Inventory | 2,179.29 | 1,924.12 | 3,009.52 |
| - Debtors | 168.99 | 300.16 | 165.58 |
| - Cash & Cash Equivalent | 88.07 | 119.27 | 81.50 |
| - Short Term Loans & Advances | 1,773.83 | 1,710.83 | 1,855.71 |
| - Other Current Assets | 634.86 | 788.13 | 791.31 |
| Total Assets | 12,076.57 | 13,954.65 | 14,802.86 |

e) **Track record in turning around companies, if any;**

The promoter group/management does not have any track record of turning around.

f) **The proposed roadmap for effecting turnaround of the issuer:**

In spite of having comparable EBITDA with those of its peers, the cash flows of the company are under stress as the finance cost of the company is on the higher side compared to those of peers as the company is highly leveraged. To turnaround the operations, the Company has requested the Lenders to consider implementation of S4A Scheme of RBI for deep restructuring of debts of the Company, which will reduce the interest cost of the company, as the unsustainable debt would be converted to OCDs as per the S4A Scheme and will also reduce the loan installment amount substantially. This will reduce the burden on the operating cash flows of the company. The repayment of unsustainable debt will after full repayment of sustainable debts and thereby company will come out of the current stress.

2. Securities to be issued

In terms of the BHSL S4A Scheme, it is proposed to offer, issue and allot the Securities up to an aggregate amount of Rs. 3,772 crore on preferential basis as per applicable laws and extant regulations in the manner set out in the Resolution at Item No. 2 and 3, to be allotted to the JLF Lenders as listed below, based on the respective JLF Lenders' subscription for the Securities of the Company:

| Sr. No | Names of Lenders | Sr. No | Names of Lenders |
|--------|---------------------------|--------|----------------------|
| 1 | State Bank of India | 8 | Bank of Baroda |
| 2 | Punjab National Bank | 9 | UCO Bank |
| 3 | Allahabad Bank | 10 | Indian Overseas Bank |
| 4 | Oriental Bank of Commerce | 11 | Bank of Maharashtra |
| 5 | Corporation Bank | 12 | Bank of India |
| 6 | IDBI Bank Ltd. | 13 | Canara Bank |
| 7 | Central Bank of India | | |

3. Pricing of Preferential Issue

The OCDs of the face value of Rs. 100 each are proposed to be issued at par.

Further, the price for conversion of OCDs into equity shares of the Company shall be determined (i) in accordance with the guidelines specified/ to be specified by RBI from time to time and (ii) in absence of any such specific guidelines, the same shall be determined as per the pricing guidelines for issuance of equity shares under the RBI circular dated June 08, 2015 on Strategic Debt Restructuring Scheme as amended and supplemented from time to time, in which event the "reference date" shall be deemed to mean the date on which the debenture holders issue notice of default on the Company.

4. Terms for Issue of OCDs of the Company as per the S4A Documents executed/to be executed by the Company

- Entire Part B Debt of the Company not exceeding Rs. 3,772 crore as per the terms of BHSL S4A Scheme, will be converted into OCDs of face value Rs. 100/- each which shall be issued in separate series and shall be secured as per the existing security structure of the outstanding loans of the JLF Lenders.
- The OCDs shall have the following coupon rate payable annually on the last date of every financial year:
Year 1 : 0.01% p.a.
Year 2 & 3 : 1.00% p.a.
Thereafter : 2.5% p.a.
- The OCDs shall be redeemed at such percentage of yield/ IRR such that there is no NPV loss to the Lenders.
- Tenor : 10 years.
- Redemption in 8 equal annual installments, commencing at the end of 8th year (FY 2025) from date of issuance.
- Existing security available for each category of debt will be available for the OCDs also, including personal guarantee of the promoter.
- Promoter to have a right of first refusal (RoFR) to buy OCDs / equity shares acquired pursuant to conversion of OCDs in case the Lenders decide to sell the OCDs / equity shares. The same shall be as per extant guidelines.
- The Lenders will have a right to convert OCDs into equity shares of BHSL as specified in the BHSL S4A Scheme.
- Price for conversion of OCDs into equity shares of the Company shall be determined (i) in accordance with the guidelines specified/ to be specified by RBI from time to time in this regard, and (ii) in absence of any such specific guidelines, the same shall be determined as per the pricing guidelines for issuance of equity shares under the RBI circular dated June 08, 2015 on Strategic Debt Restructuring Scheme as amended and supplemented from time to time, in which event the "reference date" shall be deemed to mean the date on which the debenture holders issue notice of default on the Company.
- As per extant guidelines, a SEBI registered security trustee will have to be appointed as debenture trustee.

5. The class of person to whom the allotment is proposed to be made

The proposed allottees are the Lenders comprising of banks and financial institutions. The proposed allottees will be categorised as public shareholders of the Company.

6. Intention of the Promoters, Directors, Key Managerial Personnel of the Company to Subscribe the Offer

The preferential issue of the OCDs of the Company will not be subscribed by the Promoters and/or Promoter Group, Directors and Key Managerial Personnel of the Company.

7. The Proposed time within which allotment shall be completed

As per the provisions of the Companies Act, 2013 read with SEBI ICDR Regulations, the Company shall complete the allotment of securities on or before the expiry of twelve months from the date of passing of the special resolution by the shareholders of the Company.

8. Proposed allottees and percentage of post preferential offer capital

| Name of the Lenders | Pre-S4A (as on June 23, 2017) | | Post S4A(*) | | Additional Shares to be issued* |
|---------------------------|-------------------------------|---------------------|---------------|---------------------|---------------------------------|
| | No. of Shares | % of total holdings | No. of Shares | % of total holdings | |
| State Bank of India | 28,617,583 | 2.52% | NA | NA | NA |
| Punjab National Bank | 66,393,312 | 5.86% | NA | NA | NA |
| Allahabad Bank | 50,292,959 | 4.44% | NA | NA | NA |
| Oriental Bank of Commerce | 33,413,994 | 2.95% | NA | NA | NA |
| Corporation Bank | 17,934,214 | 1.58% | NA | NA | NA |
| IDBI Bank Ltd. | 55,154,507 | 4.87% | NA | NA | NA |
| Central Bank of India | 46,791,920 | 4.13% | NA | NA | NA |
| Bank of Baroda | 11,654,219 | 1.03% | NA | NA | NA |
| UCO Bank | 17,082,044 | 1.51% | NA | NA | NA |
| Indian Overseas Bank | 21,552,954 | 1.90% | NA | NA | NA |
| Bank of Maharashtra | 8,531,573 | 0.75% | NA | NA | NA |
| Bank of India | 5,369,185 | 0.47% | NA | NA | NA |
| Canara Bank | 36,368,535 | 3.21% | NA | NA | NA |
| Total | 399,156,999 | 35.21% | NA | NA | NA |

(*) Since the price for conversion of the OCDs into equity shares, is a future price and such price shall decide the ratio of conversion of OCDs into equity shares of the Company, the post S4A shareholding is not given. Upon Lenders exercising its right to convert the OCDs into equity shares, the above post- issue shareholding pattern, would undergo change accordingly.

9. Change in control in the Company, consequent to the preferential offer

There shall be no change in the management or control of the Company pursuant to the issue, offer and allotment of the OCDs of the Company as per the BHSL S4A Scheme.

10. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

The Company has not made any preferential issue of securities during the current financial year.

11. Lock-in

- The Securities to be allotted shall be locked in for a period of one year from the date of allotment.
- the lock-in of equity shares allotted pursuant to conversion of convertible securities issued on preferential basis shall be reduced to the extent the convertible securities have already been locked-in.

12. Shareholding Pattern of the Company (Pre and Post Preferential Allotment of the Securities)

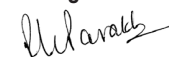
| Sr. No. | Categories | Pre Issue (as on June 23, 2017) | | Post Issue(*) | |
|----------|---|------------------------------------|-------------------|---------------|-------------------|
| | | No. of Shares | % of Shareholding | No. of Shares | % of Shareholding |
| A | Promoters Holding | | | | |
| 1 | Indian | | | | |
| | Individual/HUF | 29654338 | 2.62 | NA | NA |
| | Bodies Corporate | 191343955 | 16.88 | NA | NA |
| | Trusts | 73932473 | 6.52 | NA | NA |
| | Sub Total | 294930766 | 26.02 | NA | NA |
| 2 | Foreign Promoters | 0 | - | NA | NA |
| | Sub Total (A) | 294930766 | 26.02 | NA | NA |
| B | Non Promoters Holding | | | | |
| 1 | Institutional Investors | | | | |
| a | Insurance Companies | 43165896 | 3.81 | NA | NA |
| b | Mutual Funds/U T I | 4,900 | 0.00 | NA | NA |
| c | Foreign portfolio investors | 48475118 | 4.28 | NA | NA |
| d | Financial Institutions/Banks | 403007752 | 35.55 | NA | NA |
| e | Central Govt./ State Govt./President of India | 4500 | 0.00 | NA | NA |
| 2 | Non Institutions | | | NA | NA |
| a | Bodies Corporate | 59412248 | 5.24 | NA | NA |
| b | HUF | 11141598 | 0.98 | NA | NA |
| c | Trusts | 33297800 | 2.94 | NA | NA |
| d | Directors and Relatives | 4700 | 0.00 | NA | NA |
| e | Public | 221440012 | 19.53 | NA | NA |
| f | NRIs / NROs | 4527003 | 0.40 | NA | NA |
| g | Clearing members | 11572609 | 1.02 | NA | NA |
| h | Demat-unclaimed share suspense account | 795040 | 0.07 | NA | NA |
| i | Shares held by employees trust | 1780000 | 0.16 | NA | NA |
| | Sub Total (B) | 838629176 | 73.98 | NA | NA |
| | GRAND TOTAL | 1133559942 | 100.00 | NA | NA |

(*) Since the price for conversion of the OCDs into equity shares, is a future price and such price shall decide the ratio of conversion of OCDs into equity shares of the Company post issue shareholding pattern is not given. Upon Lenders exercising its right to convert the OCDs into equity shares, the above post- issue shareholding pattern, would undergo change accordingly.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said Resolutions mentioned at Item Nos. 2 & 3 of this Notice.

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, December 02, 2017.

By Order of the Board of Directors
For Bajaj Hindusthan Sugar Limited



Pradeep Parakh
Group President (GRC) &
Company Secretary

Place : Mumbai
Date : 27/10/2017

Corporate Identity No.L15420UP1931PLC065243

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

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered address of the Sole/first named Shareholder :
2. Name(s) of Joint holder(s) if any (in block letters) :
3. Registered Folio No./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/Ordinary Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated October 27, 2017 by sending my/our assent or dissent to the said resolutions by placing a 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)

| Sr. No. | Item No. | No. of shares (1) | I/We assent to the Resolution (FOR) (2) | I/We dissent to the Resolution (AGAINST) (3) |
|---------|---|----------------------|--|---|
| 1. | Ordinary Resolution for increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company | | | |
| 2. | Special Resolution for approval for conversion of Loan by Lenders into Optionally Convertible Debentures (OCDs) of the Company ("Securities") in accordance with implementation of the Scheme for Sustainable Structuring of Stressed Assets (S4A Scheme) issued by the Reserve Bank of India | | | |
| 3. | Special Resolution for approval for Offer, Issue and Allotment of Optionally Convertible Debentures (OCDs) of face value of Rs.100/- each on Preferential Basis pursuant to implementation of the S4A Scheme | | | |

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

| EVSN (Electronic Voting Sequence Number) | User ID | *Default PAN |
|---|---------|--------------|
| 171027008 | | |

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

**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 : December 02, 2017**

INSTRUCTIONS

Instructions to Shareholders for voting in physical mode:

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.
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 Saturday, December 02, 2017. 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, October 20, 2017.
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>.

The instructions for shareholders for e-voting:

- (i) The voting period begins from 9.00 A.M. on Friday, November 03, 2017 and ends at 6.00 P.M. on Saturday, December 02, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date October 20, 2017 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.
- (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

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.