



Bajaj Corp Limited

Our Company was incorporated at Mumbai as a private limited company, with the Registrar of Companies, Maharashtra, under the Companies Act, 1956 as “Bhaumik Agro Products Private Limited” pursuant to a Certificate of Incorporation dated April 25, 2006. The name of our Company was changed to “Bajaj Corp Private Limited” on September 11, 2007. Thereafter, our Company became a public limited company and its name was changed to “Bajaj Corp Limited” on October 16, 2007. For details of the change in our name and registered office of our Company, see the section titled “*History and Certain Corporate Matters*” beginning on page 67 of this Draft Red Herring Prospectus.



Registered Office: 2nd Floor, Building No. 2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (E), Mumbai – 400 093, Maharashtra, India.

Corporate Office: Old Station Road, Udaipur – 313 001, Rajasthan, India.

Tel: + (91 22) 66919477 / 78; **Fax:** + (91 22) 66919476; **Email:** complianceofficer@bajajcorp.com; **Website:** www.bajajcorp.com;

Company Secretary and Compliance Officer: Mr. D.K. Maloo.

THE PROMOTERS OF OUR COMPANY ARE BAJAJ CONSUMER CARE LIMITED, MR. SHISHIR BAJAJ, MRS. MINAKSHI BAJAJ, MR. KUSHAGRA BAJAJ AND MR. APOORV BAJAJ.
PUBLIC ISSUE OF UP TO 4,500,000 EQUITY SHARES OF Rs. 5/- EACH (“EQUITY SHARES”) OF BAJAJ CORP LIMITED (“BCL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF Rs. [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF Rs. [●] PER EQUITY SHARE) AGGREGATING TO RS. [●] MILLION (THE “ISSUE” OR THE “IPO”). THE ISSUE WILL CONSTITUTE 15.3 % OF THE POST-ISSUE PAID-UP EQUITY CAPITAL OF OUR COMPANY.
THE FACE VALUE OF THE EQUITY SHARES IS RS. 5/- EACH
THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND ADVERTISED ATLEAST TWO WORKING DAYS PRIOR TO THE BID OPENING DATE.
In case of revision in the Price Band, the Bidding Period will be extended for three additional working days after the revision of the Price Band subject to the Bidding Period not exceeding 10 working days. Any revision in the Price Band and the revised Bidding Period, if applicable, will be widely disseminated by notification to the Bombay Stock Exchange Limited (the “BSE”) and the National Stock Exchange of India Limited (the “NSE”), by issuing a press release, and also by indicating the change on the website of the Book Running Lead Manager (“BRLM”) and at the terminals of the members of the Syndicate.
In terms of Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 (“SCRR”), this being an issue for less than 25% of the post-Issue capital, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIB Portion”) Bidders. Provided that our Company may allocate up to 30% of the QIB Portion to Anchor Investors on a discretionary basis out of which one-third shall be reserved for domestic Mutual Funds. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 10% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 30% of the Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. If at least 60% of the Issue cannot be allotted to QIBs, then the entire application money shall be refunded forthwith. Potential investors may participate in this Issue through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. All investors other than QIBs can participate through the ASBA process. For details, see the section titled “ <i>Issue Procedure</i> ” beginning on page 250 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE	
This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 5/- per Equity Share. The Issue Price is [●] times the face of the Equity Shares. The Issue Price has been determined in consultation with the BRLM and justified by our Company as stated in the section titled “ <i>Basis for Issue Price</i> ” beginning on page 30 of this Draft Red Herring Prospectus, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.	
GENERAL RISKS	
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (the “SEBI”), nor does SEBI guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled “ <i>Risk Factors</i> ” beginning on page ix of this Draft Red Herring Prospectus.	
IPO GRADING	
This Issue has been graded by [●] as [●], indicating [●]. The IPO Grading is assigned on a five-point scale from 1 to 5, with IPO Grade 5/5 indicating strong fundamentals and IPO Grade 1/5 indicating poor fundamentals. For details, see the section titled “ <i>General Information</i> ” beginning on page 10 of this Draft Red Herring Prospectus. The rationale furnished by the Grading Agency for its grading, will be updated at the time of filing the Red Herring Prospectus with Securities and Exchange Board of India.	
ISSUER’S ABSOLUTE RESPONSIBILITY	
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.	
LISTING	
The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. We have received in-principle approvals from the BSE and the NSE for the listing of our Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Issue, the Designated Stock Exchange shall be [●].	
BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
	
KOTAK MAHINDRA CAPITAL COMPANY LIMITED 1 st Floor, Bakhtawar 229, Nariman Point Mumbai 400 021, India Tel: + (91 22) 6634 1100 Fax: + (91 22) 2284 0492 E-mail: bcl.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com Website: www.kmcc.co.in Contact Person: Mr. Chandrakant Bhole SEBI Registration No.: INM000008704	KARVY COMPUTERSHARE PRIVATE LIMITED Plot nos.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081. Tel : +91-40-2342 0815-28 Fax: +91-40-2343 1551 E-mail: bajajcorp.ipo@karvy.com Website: http://karisma.karvy.com Contact Person: Mr.M.Murali Krishna SEBI Registration Number: INR000000221
BID/ISSUE PROGRAMME	
BID/ISSUE OPENS ON [●]*	BID/ISSUE CLOSES ON [●]

*Our Company may consider participation by Anchor Investors. Anchor Investor shall submit their Bid on the Anchor Investor Bidding Period, which is one day prior to the Bid/Issue Opening Date.

TABLE OF CONTENTS

SECTION I – GENERAL	i
DEFINITIONS AND ABBREVIATIONS	i
PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA.....	vii
FORWARD-LOOKING STATEMENTS	viii
SECTION II - RISK FACTORS	ix
SECTION III - INTRODUCTION	1
SUMMARY OF OUR INDUSTRY	1
SUMMARY OF OUR BUSINESS.....	3
SUMMARY FINANCIAL INFORMATION	7
THE ISSUE	9
GENERAL INFORMATION	10
CAPITAL STRUCTURE.....	18
OBJECTS OF THE ISSUE.....	25
BASIS FOR ISSUE PRICE.....	30
STATEMENT OF TAX BENEFITS.....	32
SECTION IV-ABOUT US	37
INDUSTRY	37
OUR BUSINESS	45
REGULATIONS AND POLICIES IN INDIA	61
HISTORY AND CERTAIN CORPORATE MATTERS	67
OUR MANAGEMENT	74
OUR PROMOTERS AND GROUP COMPANIES.....	84
DIVIDEND POLICY.....	95
SECTION V – FINANCIAL INFORMATION	96
FINANCIAL STATEMENTS.....	96
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	116
SECTION VI – LEGAL AND OTHER INFORMATION	127
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	127
GOVERNMENT AND OTHER APPROVALS.....	228
OTHER REGULATORY AND STATUTORY DISCLOSURES	234
SECTION VII – ISSUE RELATED INFORMATION	243
ISSUE STRUCTURE	243
TERMS OF THE ISSUE.....	247
ISSUE PROCEDURE.....	250
SECTION VIII - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY	278
SECTION IX: OTHER INFORMATION	288
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	288
DECLARATION	290

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Draft Red Herring Prospectus, and references to any statute, regulation or policy shall include amendments notified thereto, from time to time.

Company-Related Terms

Term	Description
“BCL”, “the Issuer”, “the Company”, “our Company”, “we”, “us”, or “our”	Bajaj Corp Limited, a public limited company incorporated under the Companies Act and having its registered office at 2 nd Floor, Building No. 2, 167, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai 400 093, Maharashtra, India
“Bajaj”	“Bajaj” is a generic name and is not protected by any registered trademark.
Bajaj Group	The Shishir Bajaj Group of companies
Articles of Association	Articles of Association of our Company
Auditor	The statutory auditors of our Company, M/s. R.S. Dani & Company, Chartered Accountants
Board/ Board of Directors	The board of directors of our Company, duly constituted or a committee thereof
Directors	Directors of our Company
Examination Report	Auditors report required under Part II of Schedule II to the Companies Act, 1956, on our restated financial information, included in the section titled “ <i>Financial Statements</i> ” beginning on page 96 of this Draft Red Herring Prospectus
Group Entities/Companies	The companies and entities mentioned in the section titled “ <i>Our Promoters and Group Companies</i> ” beginning on page 84 of this Draft Red Herring Prospectus, promoted by our Promoter
Memorandum of Association	Memorandum of Association of our Company
Memorandum of Understanding / MOU	Memorandum of Understanding dated October 14, 2009 entered into between our Company and Bajaj Infrastructure Development Company Limited, Bajaj Hindustan Limited and Teracon Construction (India) Private Limited to form a consortium in the nature of a Special Purpose Vehicle to participate in the tender for redevelopment of property at Nityanand Nagar Vibhag Four Cooperative Housing Society Limited.
Nielsen Retail Audit Report	The 2009 AC Nielsen Retail Audit Report on hair oil
Promoter	Bajaj Consumer Care Limited, Mr. Shishir Bajaj, Mrs. Minakshi Bajaj, Mr. Kushagra Bajaj, and Mr. Apoorv Bajaj
Registered Office	The registered office of our Company located at 2 nd Floor, Building No. 2, 167, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai 400 093, Maharashtra, India
Trademark License Agreement	A trademark license agreement entered into between our Company and BCCL dated March 12, 2008 and amended on January 22, 2010 and further amended by the novation agreement dated February 24, 2010, for the use of all the brand names we market our products under.

Issue Related Terms

Term	Description
Allotted/Allotment/Allot	Unless the context otherwise requires, the issue and allotment of Equity Shares pursuant to this Issue to the successful Bidders
Allottee	A successful Bidder to whom Equity Shares are being Allotted
Anchor Investor	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion with a minimum Bid of Rs. 100 million
Anchor Investor Bid	Bid made by an Anchor Investor
Anchor Investor Bidding Period	The date which is one day prior to the Bid Opening Date, prior to or after which the Syndicate will not accept any Bids from Anchor Investors
Anchor Investor Issue Price	The final price at which our Equity Shares will be issued and Allotted in terms of the RHP and the Prospectus to the Anchor Investors, which will be a price equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the BRLM
Anchor Investor Margin Amount	An amount representing 25% of the Bid Amount payable by Anchor Investors at the time of submission of their Bid
Anchor Investor Portion	Up to 30% of the QIB Portion, equal to a maximum of 810,000 Equity Shares of our Company, which may be allocated to the Anchor Investors by our Company in consultation with the BRLM, on a discretionary basis. One third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Anchor Investor Bids being received from domestic Mutual Funds at or above the price at which allocation will be made to Anchor Investors

Term	Description
ASBA / Application Supported by Blocked Amount	An application, whether physical or electronic, used by all Bidders other than QIBs to make a Bid authorising an SCSB to block the Bid Amount in their specified bank account maintained with the SCSB
ASBA Account	Account maintained by an ASBA Bidder with an SCSB which will be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder
ASBA Bidder	Any Bidder other than a QIB intending to apply through ASBA
(i) ASBA Bid cum Application Form (ii) ASBA Revision Form	The form, whether physical or electronic, used by an ASBA Bidder to make a Bid, which will be considered as the application for Allotment for the purposes of the RHP and the Prospectus
Banker(s) to the Issue	The bank(s) which is / are clearing member and registered with the SEBI as Bankers to the Issue with whom the Escrow Account will be opened, in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in the section titled “ Issue Procedure ” beginning on page 250 of this DRHP
Bid	An indication to make an offer during the Bidding Period by a Bidder, or on the Anchor Investor Bidding Period by an Anchor Investor, pursuant to submission of a Bid cum Application Form to subscribe to our Equity Shares at a price within the Price Band, including all revisions and modifications thereto For the purpose of ASBA Bidders, it means an indication to make an offer during the Bidding/ Issue Period by an ASBA Bidder pursuant to the submission of ASBA Bid cum Application Form to subscribe to the Equity Shares
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by a Bidder on submission of a Bid in the Issue
Bid Closing Date	Except in relation to Anchor Investors, the date after which the Syndicate and SCSBs will not accept any Bids, which shall be notified in an English national newspaper, a Hindi national newspaper and a Marathi newspaper, each with wide circulation
Bid Opening Date	Except in relation to Anchor Investors, the date on which the Syndicate and SCSBs shall start accepting Bids, which shall be notified in an English national newspaper, a Hindi national newspaper and a Marathi newspaper, each with wide circulation
Bid cum Application Form	The form in terms of which the Bidder shall make an offer to purchase our Equity Shares and which shall be considered as the application for the issue of our Equity Shares pursuant to the terms of the RHP and the Prospectus including the ASBA Bid cum Application as may be applicable
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the RHP and the Bid cum Application Form, including an ASBA Bidder and an Anchor Investor
Bidding Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders and the ASBA Bidders can submit their Bids
Book Building Process	Book building process as provided in Schedule XI of the ICDR Regulations, in terms of which this Issue is being made
BRLM/ Book Running Lead Manager	Kotak Mahindra Capital Company Limited
Business Day	Any day other than Saturday and Sunday on which commercial banks in Mumbai, India are open for business
CAN / Confirmation of Allocation Note	The note or advice or intimation of allocation of our Equity Shares sent to successful Bidders who have been allocated our Equity Shares after discovery of the Issue Price in accordance with the Book Building Process, including any revisions thereof In relation to Anchor Investors, the note or advice or intimation of allocation of Equity Shares sent to successful Anchor Investors who have been allocated Equity Shares after discovery of the Anchor Investor Issue Price, including any revisions thereof.
Cap Price	The higher end of the Price Band, above which the Issue Price will not be finalized and above which no Bids will be accepted, including any revisions thereof
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate Bids in the Issue by ASBA Bidders with the BRLM, the Registrar to the Issue and the Stock Exchanges
Cut-off Price	The Issue Price finalized by our Company in consultation with the BRLM which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. No other category Bidders are entitled to Bid at the Cut-off Price
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form used by ASBA Bidders and a list of which is available at http://www.sebi.gov.in/pmd/scsb.pdf

Term	Description
Designated Date	The date on which funds are transferred from the Escrow Account(s) to the Public Issue Account and the amount blocked by the SCSBs are transferred from the bank account of the ASBA Bidders to the Public Issue Account, as the case may be, after the Prospectus is filed with the RoC, following which the Board of Directors shall Allot our Equity Shares to the Allottees
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/DRHP	This draft red herring prospectus dated February 26, 2010 filed with the SEBI and issued in accordance with Section 60B of the Companies Act, which does not contain complete particulars on the price at which the Equity Shares are offered and the size (in terms of value) of the Issue
Eligible NRI	Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP will constitute an invitation to subscribe for our Equity Shares
Equity Shares	Equity Shares of our Company of face value Rs.5/- each
Escrow Account (s)	Account(s) opened with the Escrow Collection Bank(s) for the Issue and in whose favour the Bidder (excluding ASBA Bidders) will issue cheques or drafts in respect of the Bid Amount
Escrow Agreement	Agreement to be entered into among our Company, the Registrar, the BRLM, the Syndicate Members and the Escrow Collection Bank(s) for collection of the Bid Amounts and remitting refunds, if any of the amounts to the Bidders (excluding ASBA Bidders) on the terms and conditions thereof
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form or the ASBA Bid cum Application Form or the ASBA Revision Form
Floor Price	The lower end of the Price Band, at or above which the Issue Price will be finalized and below which no Bids will be accepted including any revisions thereof
Issue	This public issue of 4,500,000 Equity Shares of Rs. 5/ each at the Issue Price by our Company aggregating up to Rs. [●] million.
Issue Agreement	The agreement entered into on February 24, 2010, amongst our Company, the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which our Equity Shares will be issued and Allotted to successful Bidders, which may be equal to or lower than the Anchor Investor Issue Price, in terms of the RHP and the Prospectus. The Issue Price will be decided by our Company in consultation with the BRLM on the Pricing Date
Kotak	The BRLM to the Issue being Kotak Mahindra Capital Company Limited
Margin Amount	The amount paid by the Bidder (excluding Anchor Investors) at the time of submission of the Bid, being 10% to 100% of the Bid Amount
Mutual Fund(s)	A mutual fund registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion) or 94,500 Equity Shares available for allocation to Mutual Funds only on a proportionate basis out of the QIB Portion (excluding the Anchor Investor Portion)
Net Proceeds	Proceeds of the Issue that are available to our Company, excluding Issue-related expenses
Non-Institutional Bidders	All Bidders, including sub-accounts of FIIs registered with the SEBI, which are foreign corporate or foreign individuals that are not QIBs (including Anchor Investors) or Retail Individual Bidders and who have Bid for our Equity Shares for an amount more than Rs. 100,000
Non-Institutional Portion	The portion of the Issue being not less than 450,000 Equity Shares available for allocation to Non Institutional Bidders
Non-Resident	A person resident outside India, as defined under FEMA and includes a Non Resident Indian
Pay-in Date	Bid Closing Date or the last date specified in the CAN sent to the Bidders for payment of the balance amount, as applicable
Pay-in-Period	(i) With respect to Bidders whose Margin Amount is 100% of the Bid Amount, the period commencing on the Bid/Issue Opening Date and extending until the Bid/Issue Closing Date; and (ii) With respect to Bidders whose Margin Amount is less than 100% of the Bid Amount, the period commencing on the Bid/Issue Opening Date and extending until the closure of the Pay-in Date specified in the CAN, provided however, for Anchor Investors, the Pay-in Period shall mean the period from the Anchor Investor Bid/Issue Date until two days after the Bid/Issue Closing Date.
Price Band	Price Band of a minimum price of Rs. [●] (Floor Price) and the maximum price of Rs. [●] (Cap Price) and include revisions thereof. The Price Band and the minimum Bid lot size for the Issue will be decided by our Company in consultation with the BRLM and advertised, at least two working days prior to the Bid Opening Date, in the English Hindi and Marathi newspapers
Pricing Date	The date on which our Company in consultation with the BRLM will finalize the Issue Price
Prospectus	The Prospectus to be filed with the RoC in terms of Section 60 of the Companies Act,

Term	Description
	containing, <i>inter alia</i> , the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information and including any corrigendum thereof
Public Issue Account	An account opened with the Bankers to the Issue to receive monies from the Escrow Account and from the SCSBs (in case of ASBA Bidders) on the Designated Date
QIB Margin Amount	An amount representing at least 10% of the Bid Amount payable by QIBs (other than Anchor Investors) at the time of submission of their Bid
Qualified Institutional Buyers or QIBs	Public financial institutions as defined in Section 4A of the Companies Act, FIIs and sub-accounts registered with the SEBI, other than a sub-account which is a foreign corporate or foreign individual, scheduled commercial banks, mutual funds registered with SEBI, multilateral and bilateral development financial institutions, venture capital funds registered with the SEBI, foreign venture capital investors registered with the SEBI, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 250 million and pension funds with minimum corpus of Rs. 250 million, National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the Government of India published in the Gazette of India and the insurance funds set up and managed by army, navy or air force of the Union of India.
QIB Portion	The portion of the Issue being a minimum 2,700,000 Equity Shares to be Allotted to QIBs, including the Anchor Investor Portion
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 60 and Section 60B of the Companies Act, which will not have complete particulars of the price at which our Equity Shares shall be issued and which shall be filed with the RoC at least three days before the Bid Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with Escrow Collection Bank(s), from which refunds (excluding refunds to ASBA Bidders), if any, of the whole or part of the Bid Amount shall be made
Refund Bank(s)	[●]
Refunds through electronic transfer of funds	Refunds through ECS, Direct Credit, NEFT, RTGS or the ASBA process, as applicable
Registrar / Registrar to the Issue	Registrar to the Issue in this case being Karvy Computershare Private Limited
Resident Retail Individual Bidder	Retail Individual Bidder who is a person resident in India as defined in the Foreign Exchange Management Act, 1999 and who has Bid for our Equity Shares for an amount not more than Rs. 100,000 in all of the bidding options in the Issue
Retail Individual Bidder(s)	Individual Bidders (including HUFs and eligible NRIs and Resident Retail Individual Bidders who have submitted Bids for our Equity Shares for an amount less than or equal to Rs. 100,000 in all of the bidding options in the Issue
Retail Portion	The portion of the Issue being not less than 1,350,000 Equity Shares available for allocation to Retail Individual Bidder(s)
Revision Form	The form used by Bidders (excluding ASBA Bidders) to modify the quantity of our Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
Self Certified Syndicate Bank/ SCSB	The banks which are registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available on http://www.sebi.gov.in/pmd/scsb.pdf
Stock Exchanges	The BSE and the NSE
Syndicate / Underwriters	The BRLM and the Syndicate Members
Syndicate Agreement	Agreement among the Syndicate and our Company in relation to the collection of Bids (excluding Bids from ASBA Bidders) in this Issue
Syndicate Member	[●]
TRS / Transaction Registration Slip	The slip or document issued only on demand by the Syndicate or the SCSB (only on demand) to the Bidder as proof of registration of the Bid
Underwriters	The BRLM and the Syndicate Member
Underwriting Agreement	The Agreement among the Underwriters and our Company to be entered into on or after the Pricing Date

Conventional and General Terms

Term	Description
Companies Act	Companies Act, 1956, as amended from time to time
Competition Act	Competition Act, 2002, as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India

Term	Description
	(Depositories and Participants) Regulations, 1996
Depositories Act	Depositories Act, 1996
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time
Financial Year/ fiscal	Unless otherwise provided, period of 12 months ended March 31 of that particular year
GIR No	General index register number
ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.
Indian GAAP	Generally accepted accounting principles in India
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
P/E Ratio	Price/earnings ratio
RBI Act	Reserve Bank of India Act, 1934
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
State Government	The government of a state of the Republic of India
Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended from time to time.
US GAAP	Generally accepted accounting principles in the United States of America
USD / US\$	United States Dollars

Technical/Industry Related Terms

Term	Description
ADHO	Almond Drops Hair Oil
BAHO	Brahmi Amla Hair Oil
FMCG	Fast Moving Consumer Goods
LLP	Light Liquid Paraffin

Abbreviations

Term	Description
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BCCL	Bajaj Consumer Care Limited
BSE	Bombay Stock Exchange Limited
BSL	Bajaj Sevashram Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Company Identification Number
DP ID	Depository Participant's Identity
ECS	Electronic Clearing Service
EGM	Extraordinary General Meeting
EPS	Earnings per share, i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
ERP	Enterprise Resource Planning
FDI	Foreign Direct Investment
FII(s)	Foreign Institutional Investors as defined under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995 registered with SEBI
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 registered with SEBI
GDP	Gross Domestic Product
GoI / Government	Government of India
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards
I.T. Act	Income Tax Act, 1961
IPO	Initial Public Offering
Kw	Kilo Watts
MIS	Management Informagement System

ML	Mili Litre
NA	Not Applicable
NAV	Net Asset Value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of Profit and Loss account, divided by number of issued equity shares
NCAER	The National Council of Applied Economic Research
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR / Non-Resident	A person residing outside India, as defined under the FEMA and includes a Non-Resident Indian
NRI	Non Resident Indian, is a person resident outside India, as defined under the FEMA and the FEMA Regulations
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the FEMA Regulations. OCBs are not allowed to invest in this Issue
PAN	Permanent Account Number allotted under the I.T. Act
PLR	Prime Lending Rate
RBI	Reserve Bank of India
RoC	Registrar of Companies, Maharashtra located at Mumbai.
RoNW	Return on Net Worth
Rs.	Indian Rupees
RTGS	Real Time Gross Settlement
Supreme Court/SC	Supreme Court of India
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SPV	Special Purpose Vehicle
UIN	Unique Identification Number
US / USA	United States of America
VAT	Value added tax
w.e.f./wef	With effect from

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Financial Data

Unless stated otherwise, the financial data in this DRHP is derived from our audited financial statements prepared in accordance with Indian GAAP and restated in accordance with the SEBI Regulations and included in this DRHP. Our fiscal year commences on April 1 and ends on March 31 of the following year. In this DRHP, any discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

Any percentage amounts, as set forth in the sections titled “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages ix, 45 and 116 respectively of this DRHP, unless otherwise indicated, have been calculated on the basis of our restated summary financial statements prepared in accordance with the Indian GAAP.

Currency and units of presentation

All references to “Rupees” or “Rs.” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” are to United States Dollars, the official currency of the United States of America. In this DRHP, our Company has presented certain numerical information in “million” units. One million represents 1,000,000.

In accordance with the ICDR Regulations, we have included in the section titled “*Basis for Issue Price*” beginning on page 30 of this DRHP, information relation to our peer group companies. Such information has been derived from publicly available sources and our Company or the BRLM has not independently verified such information.

Definitions

For definitions, please see the section titled “*Definitions and Abbreviations*” beginning on page I of this DRHP. In the section titled “*Main Provisions of Articles of Association of our Company*” beginning on page 278 of this DRHP, defined terms have the meaning given to such terms in the Articles.

Industry and Market Data

Unless stated otherwise, industry data used throughout this DRHP has been obtained from industry publications such as AC Nielsen. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that the industry data used in this DRHP is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in this DRHP is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

This DRHP contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “contemplate”, “expect”, “estimate”, “future”, “goal”, “intend”, “propose”, “may”, “objective”, “plan”, “project”, “seek”, “shall”, “should”, “will”, “will continue”, “will pursue”, “will likely result”, “will seek to” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant statement.

Actual results may differ materially from those suggested by the forward looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in our industry. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Dependence on our flagship brand;
- Dependence on the intellectual property provided by our Promoter
- Political and regulatory environment;
- Increasing raw material costs could have an adverse effect on our profitability
- Any change to the retail environment including action by competitors
- Our ability to successfully implement our strategy, growth and expansion plans;
- Our exposure to market risks;
- The monetary and interest policies of India, inflation and deflation; and
- Our dependence on key personnel

For further discussion of factors that could cause our actual results to differ from our expectations, see the sections titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages ix, 45 and 116 of this DRHP respectively.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the BRLM, the Syndicate Members or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, we will ensure that investors are informed of material developments until the time of the grant of final listing and trading approvals by the Stock Exchanges.

SECTION II - RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this DRHP, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved.

Unless otherwise stated, the financial information of our Company used in this section is derived from our audited consolidated financial statements under Indian GAAP, as restated. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein.

INTERNAL RISKS RELATED TO OUR COMPANY

1. ***SEBI passed an order initiating adjudicating proceedings for alleged violation of the Takeover Code by one of our Independent Directors.***

Order dated January 28, 2010 of the Whole-time Member, SEBI ordering adjudication proceedings for alleged violation of Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 by Gaurav Dalmia as a member of promoter group of OCL India Limited in the matter of increase in promoter holding from 62.56% to 75% pursuant to buy back of shares by the Target Company.

2. ***There are criminal cases pending against two of our individual Promoters, which, if decided against them could have an adverse effect on our operations.***

There are certain criminal proceedings initiated against our individual Promoters, Mr. Shishir Bajaj (six in number) and Mr. Kushagra Bajaj (ten in number) under various sections of the Indian Penal Code. There can be no assurance that the outcome of these litigations would be in favour of these individuals. In the event the outcome / orders passed by the respective courts are against these individuals, their involvement in the promotion of our Company may be limited, which may have an adverse effect on our operations. For more details of these litigations / proceedings, please refer to the section titled “***Outstanding Litigation and Other Material Developments - Criminal Proceedings initiated by/against the Individual Promoters***” beginning on page 127 of this DRHP.

3. ***We depend heavily on Almond Drops and any factor adversely affecting this product or this brand will negatively impact our profitability.***

We depend on Almond Drops for a significant portion of our sales. For the nine month period ended December 31, 2009, Almond Drops hair oil contributed 92.0% and 92.7% of our total sales and gross profit, respectively. Contribution from Almond Drops represented substantially all of our operating profit for the nine month period ended December 31, 2009. Any drop in the sales of Almond Drops or any other factor that negatively affects the product of the brand will adversely affect our market share, business and financial performance.

4. ***We have limited operating and financial history; therefore investors may not be able to evaluate our current and future business prospects accurately.***

Our Company was incorporated on April 25, 2006 and began operations in April 2008. Prior to that time, BCCL and other bajaj group companies sold the brands that we are currently licensed to sell. For further details please refer to the section titled “***History and Certain Corporate Matters***” beginning on page 67 of this DRHP. The manner in which we operate our business and our results of operations may differ from that of BCCL and other Bajaj Group. We have provided profit and loss accounts for the fiscal year ended March 31, 2009 and the nine month period ended December

31, 2009 in the section titled "**Financial Statements**" beginning on page 96 of this DRHP. Our limited operating and financial history may not provide a meaningful basis for investors to evaluate our business. Our prospects must be considered in light of the risks and uncertainties inherent in new business ventures. As such, there can be no assurance that our future business strategy will be successful.

5. *Competition in the FMCG business could adversely affect our net sales and our market share.*

We operate in a highly competitive FMCG market with competitors who may have financial and other resources that are far greater than ours, and who may therefore have the ability to spend more aggressively on advertising and marketing and more flexibility to respond to changing business and economic conditions than we do. Further, there may be regional or smaller competitors who may have certain advantages over us. An increase in the amount of competition that we face could have a material adverse effect on our market share and sales. We have experienced increases in our market share in the Indian light hair oil market since 1998. The Almond Drops brand has now achieved an Indian light hair oil market share of 49.6% for the year ended December 31, 2009, compared with a market share of 44.8% for the year ended December 31, 2008, according to Nielsen Report. However, past results cannot be used as a benchmark for our future performance. A decline in our future market share may have an adverse effect on our financial condition and results of operations.

6. *The emergence of large-scale organized retail in India in the form of supermarkets and hypermarket chains may adversely affect our pricing ability.*

The FMCG industry in India has recently witnessed the emergence of newer channels of distribution, such as direct marketing and new supermarket and hypermarket chains. With urban consumers becoming more affluent and having more specific needs, along with supermarket and hypermarket chains emerging in cities across the country, the market penetration of large-scale organized retail in India is likely to continue to increase. While this provides opportunities for FMCG players like us in terms of improving supply chain efficiencies and the visibility of our brands, it will also put pressure on our margins as volume purchases from large-scale organized retail chains considerably increases their negotiating position, especially in terms of pricing and credit terms, which may have a material adverse effect on our pricing and margins, and consequently adversely affecting our profitability results of operations and financial condition.

7. *We have recently entered into an MOU to participate in redevelopment of a real estate project in which we do not have any prior experience.*

On October 14, 2009, we entered into a memorandum of understating ("MOU") with Bajaj Infrastructure Development Company Limited, Bajaj Hindustan Limited and Teracon Construction (India) Private Limited to form a consortium in the nature of a Special Purpose Vehicle ("SPV") to participate in the tender for redevelopment of property at Nityanand Nagar Vibhag Four Cooperative Housing Society Limited. As per the terms of the MOU, BCL has undertaken to subscribe to at least 40% of the paid up capital of the SPV. Further, the role and responsibility of BCL in the SPV, as recorded in the MOU will be that of financial commitment and participation in the management, to the extent of the capital invested, in the SPV. We perceive this one as a one – off transaction and our risk associated with the execution of the project would be limited to the capital being invested by us which is atleast 40% of the equity capital of the SPV. In the event the SPV incurs any loss due to delay or non-execution of the project, we may suffer losses either partially or wholly to the extent of our investments being made in the SPV.

8. *Our major brands command a pricing premium in the market and our inability to maintain such a premium may adversely affect our profitability.*

Our major brands particularly Almond Drops command a pricing premium in their respective market segments. However, new or intensified competition, a significant increase in the input costs and/or a decrease in the premium commanded for these brands may adversely affect our business and financial performance.

9. *We face the risk of potential liabilities from lawsuits or claims by consumers.*

We face the risk of legal proceedings and claims being brought against us by various entities including consumers and government agencies for various reasons including for defective products sold. If any of these potential lawsuits or claims succeed it could adversely affect our business and financial performance. This may result in liabilities and/or financial claims against us as well as loss of business and reputation.

10. *The availability of spurious, look-alike and counterfeit products could lead to lost revenues and harm the reputation of our products.*

We are exposed to the risk that entities in India and elsewhere could pass off their products as ours, including spurious or pirated products. For example, certain entities could imitate our brand name, packaging material or attempt to create look-alike products. This would not only reduce our market share due to a decrease in demand for our products, whereby we may not be able to recover our initial development costs or experience loss in revenues, but could also harm the reputation of our brands. The proliferation of unauthorized copies of our products, and the time lost in defending claims and complaints regarding spurious products and in initiating appropriate legal proceedings against offenders who infringe our intellectual property rights could decrease the revenue we receive from our products and have a material adverse effect on our reputation, business, financial condition and results of operations.

11. *The value of our brands, and our sales, could be adversely impacted if they are associated with negative publicity.*

Our success depends on our ability to maintain the brand image of our existing products and effectively build up brand image for new products and brand extensions. This is particularly relevant for Almond Drops, which for the nine month period ended December 31, 2009 constituted 92% of our total sales. Product quality issues, real or imagined, or allegations of product defects, even when false or unfounded, could tarnish the image of the affected brands and may cause consumers to choose other products. In addition, in the event of changing government regulations or implementation thereof, allegations of product contamination or lack of consumer interest in certain products, we may be required from time to time to recall products entirely or from specific markets. Adverse media coverage in relation to our failure to materially comply with health and safety standards or the poor treatment of our employees could have an adverse effect on the reputation of the brands we sell and potentially result in a reduction in overall sales. Any negative publicity regarding us, our brands or our products, including those arising from concerns regarding quality, or any other event affecting product or service quality or otherwise, could adversely affect our reputation, results of operations and financial condition.

12. *We rely on intellectual property provided by BCCL, our Promoter and our business may suffer if our Trademark License Agreement with them is terminated.*

We have entered into the Trademark License Agreement with BCCL, our Promoter, for the use of all the brand names we market our products under. The exclusive agreement is valid for a term of 99 (ninety nine) years from March 12, 2008 and extendable for an additional 10 (ten) years. We rely heavily on the trademarks covered by the Trademark License Agreement and the success of our business depends, in large part, on our continued ability to use the existing trademarks in order to increase brand awareness.

Pursuant to the terms of this agreement, BCCL is entitled to terminate the Trademark License Agreement inter alia, in the event of any material breach of the terms and conditions of the Trademark License Agreement by giving notice of at least 90 days to our Company, For significant terms and conditions of the Trademark License Agreement please refer to the section titled “*History and Certain Corporate Matters*” beginning on page 67 of this DRHP.

In the event the Trademark License Agreement is terminated on any of the grounds as aforementioned, we may lose the benefit of that intellectual property and the legal protection to use all of our brand names, which may prevent us from manufacturing and selling many of our products under those brands. Consequently, our results of operations and financial condition could be adversely affected.

13. *The use of our brands may be influenced by BCCL.*

Under the terms of the Trademark License Agreement, we must use the trademarks in the manner for which they were applied and must observe all reasonable directions given to us by BCCL as to the color, size, type and other methods of presentation of the trademarks in relation to the sale of goods. In the event, we do not comply with the aforesaid directions, BCCL would have a right to terminate the Trademark License Agreement and our consequent right to manufacture and sell the licensed products. Any termination of our rights to manufacture and sell the licensed products may have an adverse impact on our results of operations and financial condition.

14. *We and/or BCCL may not be able to adequately protect the intellectual property associated with the brands we sell.*

Intellectual property rights, such as trademarks, are important to the successful branding of the products we sell. BCCL and we have made considerable efforts to protect the intellectual property associated with the brands we sell, including through trademark registrations. There can be no assurance that we or BCCL have taken adequate action to prevent third parties from using these brand names or their logos or from naming their products using the same brands that we use. In addition, there can be no assurance that third parties will not assert rights in, or ownership of, our name or the trademarks we use or other intellectual property rights. Because we believe the reputation and track record established for these brands is a key to our future growth, our business, financial condition and results of operations may be materially and adversely affected by the use of these brand names by third parties or if we were restricted from using these names.

15. *The launch of new products that prove to be unsuccessful could impact our growth plans and may adversely impact our profitability.*

We have identified new product introductions in our selected business segments as one of the avenues for future growth. Each of the elements of the new product initiatives carries significant risks, as well as the possibility of adverse consequences, including the following:

- acceptance of the new product initiatives by our retail customers may not be as high as we anticipate for a number of reasons, including product pricing;
- non-penetration into rural markets;
- we may incur significant advertising and promotion costs in respect of new products;
- our marketing strategies for the new products may be less effective than planned and may fail to effectively reach the targeted consumer base or stimulate the desired consumption and the rate of purchases by our consumers may not be as high as we anticipate;
- we may incur costs exceeding our expectations as a result of the continued development and launch of the new products;
- we may experience a decrease in sales of certain of our existing products as a result of the introduction of related new products; and
- we may experience delays or other difficulties which impact our ability, or the ability of our third party manufacturers and suppliers, to manufacture, distribute and ship products in a timely manner in connection with launching the new product initiatives.

Each of the risks referred to above could delay or impede our ability to achieve our growth objectives or we may not be successful in achieving our growth objectives at all, which could have a material adverse effect on our business, results of operations and financial condition.

16. *We rely heavily on the “Bajaj” brand name and any dilution of its brand equity could adversely affect our business.*

We believe the “Bajaj” brand commands good recall among the populace in India due to its long presence in the Indian market. We also believe the “Bajaj” brand name lends our products an image of trust and quality at an affordable price. While we rely heavily on the “Bajaj” brand name, we have little or no control over its use by other Bajaj Group companies or any other companies. The “Bajaj” name is a generic name and is not protected by any trademark. As such, unrelated third-parties may use the brand name in a manner that could be detrimental to the brand equity of the Bajaj brand name. Any decrease in the brand equity of the “Bajaj” brand name could adversely affect our reputation, results of operations and financial condition.

17. *Our registered and corporate offices are located on premises owned by our Promoter for which we have no formal right of occupation.*

Our corporate office in Udaipur and registered office in Mumbai are located on premises owned by our Promoter BCCL and we do not enjoy leasehold or other rights to such premises. There can be no assurance that an agreement will be entered into between our Promoter BCCL and us. In the event our Promoter decides to rent out or alienate the premises being used by us to any third-party or retains it for their use, we may be required to shift our premises to a new location and there can be no assurance that the arrangement we enter into in respect of the new premises would be on such terms and conditions as the present one.

18. *Failure to successfully identify and conclude acquisitions or manage the integration of the businesses acquired or the performance of such businesses being below expectations may cause our profitability and operations to suffer.*

We have identified inorganic growth as one of our potential avenues for growth and may, as part of our future growth strategy, acquire businesses or assets which are strategically important for the growth for our Company or enter into strategic relationships. We may not be able to identify or conclude appropriate or viable acquisitions in a timely manner. Further, the acquisitions or strategic partnerships may not necessarily contribute to our profitability and may divert management attention from our core business or require us to assume a high level of debt or contingent liabilities. In addition, we may experience difficulty in integrating operations and harmonizing cultures pursuant to acquisitions or strategic partnerships leading to a non-realization of anticipated synergies or efficiencies from such acquisitions. These difficulties could disrupt our ongoing business and adversely affect our result of operations and financial condition.

19. *Our inability to manage growth could disrupt our business and reduce our profitability.*

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our existing businesses, as well as the development of new businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects and adversely affect our results of operations and financial condition.

20. *We have not yet identified a target for acquisition with the proceeds from the Issue.*

As part of the objects of the Issue, we intend to undertake acquisitions and other strategic initiatives and have identified use of Rs.500 million towards the same, from the proceeds of the IPO. No such acquisition target or strategic initiative has been identified by us and we may fail to identify or secure suitable acquisition or investment opportunities or our competitors may capitalize on such opportunities before we do. We cannot assure you that this amount will be sufficient to pursue our inorganic growth strategy or will be utilised, partially or fully in the timeframe envisaged. If we cannot identify or execute on appropriate opportunities, the objects of the Issue which are expected to be used for acquisitions and strategic initiatives will be directed to other purposes.

21. *We have not entered into any definitive agreements to monitor the utilization of the Issue proceeds.*

The deployment of funds as stated in the section titled “*Objects of the Issue*” beginning on page 25 of this DRHP is entirely at our discretion and is not subject to monitoring by any independent agency. We have not entered into any definitive agreements to utilise a portion of the Issue proceeds. All the figures included under the section titled “*Objects of the Issue*” beginning on page 25 of this DRHP are based on our own estimates. In the event, for whatsoever reason, we are unable to execute our plans as detailed in the “*Objects of the Issue*” beginning on page 25 of this DRHP, we could have unallocated net proceeds. In the event we are unable to utilize the net proceeds of the issue for the objects specified herein, we shall, with the approval of our shareholders, deploy the funds for other business purposes in accordance with section 61 of the Companies Act.

22. *We may not be successful in implementing our business strategies.*

The success of our business depends substantially on our ability to implement our business strategies effectively or at all. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

23. *We may be unable to accurately forecast demand for our products.*

We routinely attempt to forecast the demand for our products to ensure we purchase the proper amount of raw materials and have the necessary distribution channels in place to sell our products. There can be no assurance that the estimates of demand for our products will be accurate. If our estimates materially differ from actual demand, we may experience shortages of our raw materials and/or constraints in our distribution channels which could result in missed sales opportunities and adversely affect our results of operations and financial condition.

24. *Increasing raw material costs could have an adverse effect on our profitability.*

Raw materials are subject to price volatility caused by factors including commodity market fluctuations, the quality and availability of supply, currency fluctuations, consumer demand and changes in governmental agricultural programs. Raw material price increases result in corresponding increases in our raw material costs. While we attempt to hedge price volatility through quarterly contracts with our suppliers, we do not have any long-term supply contracts with respect to our raw material requirements.

Light liquid paraffin ("LLP"), a derivative of crude oil, is a key raw material in our production process. The price that we pay for LLP is impacted by changes in the international price of crude oil. Our supply contracts for LLP are for a fixed price and are typically for three month duration. In addition, we absorb the LLP price increases of our third-party manufacturers. We do not use any hedging techniques to minimize the impacts of changes in crude oil and LLP prices. Any significant increase in the price of crude oil will increase our production costs and adversely impact our profitability.

Vegetable oil is also an important raw material in our production process. Vegetable oil prices could fluctuate on account of agricultural produce, demand supply situation and inflationary trends. We do not use any hedging techniques to minimize the impacts of changes in these prices. Any significant increase in these prices will increase our production costs and adversely impact our profitability.

Given the highly competitive nature of the FMCG industry, we may not be able to effectively pass on raw material price increases to our customers. If we are not able to increase our product prices to significantly offset increased raw material costs, or if unit volume sales are significantly reduced, it could have a negative impact on our profitability.

25. *Shortfall in the supply of raw materials may affect our business and financial performance and any increase in prices of these raw materials would increase operating costs and may reduce profits.*

Our operations are dependent on adequate and timely deliveries of raw materials. Substantially all our raw materials are purchased from third parties. Our principal raw materials comprise petroleum-based liquid light paraffin or LLP, vegetable oil (refined mustard oil and ground nut oil), other active ingredients and perfumes. We also procure and use packaging material such as glass and PET bottles, plastic caps, labels, corrugated boxes, and sachets in the packing process. Though we procure our raw materials from several suppliers to ensure consistent availability, there can be no assurance that we will be able to do so in future. Our suppliers may be unable to provide us with a sufficient quantity for us to meet the demand for our products. In addition, the available amounts of raw materials may not adjust in response to increasing demand. In addition, we do not have exclusive supply arrangements with our suppliers and our suppliers may choose to supply the raw materials to our competitors instead. In addition, there is a risk that one or more of these existing suppliers could discontinue their operations, which could adversely impact our ability to source

raw materials and meet our order requirements. Any significant disruption in supply may affect the pricing and supply of our products and have a material adverse effect on our results of operations and financial condition.

26. *We rely on third parties to provide us with facilities and services that are integral to our business.*

We have entered into agreements with third-party contractors to provide certain facilities and services required for our operations, such as the manufacturing facilities at Udaipur and Parwanoo. In addition, we rely on third party contractors to hire substantially all of the contract workers at our manufacturing facilities. Substantially all of our agreements with third-party contractors are short-term in duration and are subject to termination with little advance notice. The loss or expiration of these agreements or our inability to renew these agreements or to negotiate new agreements with other providers at comparable rates could adversely affect our business and results of operations.

Further, our reliance on third parties to provide essential services on our behalf gives us less control over the costs, efficiency, timeliness and quality of those services. A contractor's negligence could compromise our quality control and ability to meet our production schedules which could also have a material adverse effect on our business.

27. *Certain manufacturing operations are being conducted on premises that have been taken on lease. Our inability to seek renewal/extension of such lease terms may cause disruption in our operations.*

Our premises in Parwanoo on which we operate are taken on lease and/or lease and license agreements with various third parties. We may also enter into such transactions with third parties in the future. Any adverse impact on the title, ownership rights, development rights of the owners from whose premises we operate or breach of the contractual terms of such leave and license agreements or any inability to renew the said leases and/or leave and license agreements on terms acceptable to us may impede our business operations and possibly force us to establish operations at another facility.

28. *We rely on third party manufacturers for certain products with a commitment to take a minimum quantity. Disruption in their operations could affect the availability of those products and our market position and shortfall in demand can adversely affect our financial performance.*

We currently outsource a significant portion of our production to third party manufacturers in Parwanoo, Himachal Pradesh and Udaipur. Any disruption in their availability or operations could affect such products and may impact our market position for those products and our results of operations. Under our arrangements with third party manufacturers, we have committed to take a minimum quantity of cases per annum, at prices agreed between the parties, from time to time. In case of lower demand, we will have to purchase the committed quantities which may adversely affect our financial performance.

29. *Product innovation and research and development activities are an integral part of our business model. If our research and product development efforts are not successful, our business may be restricted.*

Growth of our future operations depends upon our ability to successfully carry out research and development of new processes, produce new and better quality products and improve existing products. These processes must meet quality standards where applicable and may sometimes require regulatory approvals. The development and commercialization process for these products would require time and capital. Our ongoing investments in research and development for future products and processes may result in higher costs without any increase in revenues. Any failure or delay in timely development and commercialization of new products or our inability to obtain legal protection for our future products may have a material adverse effect on our business, results of operations and financial condition.

30. *Non-renewal of the statutory and regulatory permissions and approvals required to operate our business may have a material adverse effect on our business.*

We require several statutory and regulatory permits, licenses and approvals to operate in the manufacturing business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Presently, we have made the following applications for licenses, which are not yet received by us:

- Application dated March 21, 2009 made by us for renewal of the NoC bearing reference No. (PCB (273) Bajaj Corp. Limited/08-20566-71) to the regional officer, Himachal Pradesh State Pollution Control Board, to operate as a manufacturing unit for hair oil and cosmetics.
- Application dated December 15, 2009 made by us to the Station Fire Officer, Parwanoo, Himachal Pradesh for renewal of the NoC for the year 2010 bearing reference No. (6-10/76-XL-Sml, NOC- 515-16).
- Application dated February 4, 2010 made by our Company to the State Industrial Development Authority for the Occupancy certificate in respect of our Company's Dehradun unit.

We are required to renew such permits, licenses and approvals from time-to-time. There can be no assurance that the relevant authorities will issue any such permits or approvals in time or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business.

31. *We may be unable to increase our sales through our primary distribution channels.*

The Indian light hair oil market has historically been growing. In India, as of December 31, 2009, our products were distributed through 4,300 stockists and 1.49 million retail outlets. A decline in demand for our products in the Indian light hair oil market could cause us to be unable to increase sales of our products through these distribution channels to the extent we desire. Additionally, other channels, including department stores and door-to-door combined, account for a significant amount of sales of our light hair oil products. If consumers change their purchasing habits, such as by buying more beauty care products in channels in which we do not currently compete, this could reduce our net sales and therefore have a material adverse effect on our business, financial condition and results of operations.

32. *We depend heavily on our channel partners such as stockists and retailers and failure to manage the distribution network efficiently will adversely affect our performance.*

We believe we have developed a strong network of stockists and retailers. We are dependent on these channel partners for the distribution of our products. While relationships with them have been good in the past, we have no standing contracts with any of these channel partners and most of these stockists and retailers function independently. There can be no assurance that we will be successful in continuing to receive uninterrupted, high quality of service from these channel partners for all our current and future products. Any disruption in the relationships with our stockists may have a material adverse effect on our business, financial condition and results of operations.

33. *As a manufacturing business, our success depends on the continuous supply and transportation of raw materials from our suppliers to our facilities and of our products from our manufacturing facilities to our distributors and customers, which are subject to various uncertainties and risks.*

We depend on road transportation to deliver raw materials from our suppliers to our manufacturing facilities as well as our products from our manufacturing facilities to our distributors and customers. We rely on third parties to provide such services. Disruptions of road transportation services because of weather-related problems, strikes and inadequacies in the road infrastructure, or other events could impair our ability to receive raw materials and to supply our products to our customers. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

34. *We could incur substantial costs resulting from a sales recall. This could adversely affect our reputation, result in significant costs to us and expose us to a risk of litigation and possible liability.*

We may be required to recall some of our products from the market due to a specific quality issue or the product not meeting customer requirements.

While we have not been required to make any sales recall of our products in the past, we cannot ensure that we would not be required to recall our products in the future. In addition to impacting our market share and the demand for our products, a product recall would likely have repercussions on our brand image and adversely affect our business, results of operations and financial condition.

35. Our products are subject to Government, state and international regulations that could adversely affect our financial results.

We are subject to regulation by Government acts such as the Companies Act, Factories Act, Labour Act, Drug & Cosmetics Act, Standard of Weight & Measurement Act and Pollution Control Act in India, as well as various other Government, state, local and foreign regulatory authorities. Our manufacturing facilities are registered under the acts mentioned above as a factory establishment, permitting the manufacture of cosmetics. State and local regulations in India that are designed to protect consumers or the environment have an increasing influence on our product claims, contents and packaging. To the extent regulatory changes occur in the future, they could require us to reformulate or discontinue certain of our products or revise our product packaging or labelling, either of which could result in, among other things, increased costs to us, delays in product launches or result in product returns.

36. Our success depends on our management team and an inability to retain and attract talented staff may adversely affect our business.

Our success is substantially dependent on the expertise and services of our management team. The loss of the services of key personnel may have an adverse effect on our business, financial condition and results of operations. Further, an increase in the rate of attrition of experienced employees, would adversely affect our growth strategy. We operate in a highly dynamic industry and there can be no assurance that we will be successful in recruiting and retaining a sufficient number of personnel with requisite skills to replace those personnel who leave.

Further, our inability to attract and retain talent could also hamper our ability to grow. For example, we intend to increase our sales staff significantly as part of our strategy to expand our sales and distribution network. If we are unable to find sufficient numbers of qualified sales personnel, an increasing number of whom are contract workers, we may have difficulty implementing our growth strategy.

37. We may face labour disruptions that would interfere with our operations.

We are exposed to the risk of strikes and other industrial actions. As of December 31, 2009, we employed more than 300 full-time employees in India. While we believe our relationship with our employees is currently good, we cannot guarantee that we will not experience further strike, work stoppage or other industrial action in the future. Also, we cannot guarantee that significant suppliers or transportation providers which we use will not experience any strikes, work stoppages or other industrial action in the future either. Any such event could disrupt our operations, possibly for a significant period of time, result in increased wages and other costs and otherwise have a material adverse effect on our business, results of operations or financial condition.

38. Wage increases in India may reduce our profits.

Substantially all of our working force is employed in India. Any material wage increases experienced in India will likely have an impact on our production costs and could have an adverse effect on our profitability.

39. We rely on our information technology systems in managing our supply chain, production process, logistics and other integral parts of our business.

Since our operations are substantially information technology driven, the importance of information technology systems to our business is paramount. We rely on our information technology systems in connection with order booking, procurement of raw materials, accounting, production and distribution. In particular, we place high reliance on our enterprise resource planning ("ERP") system for the management of our business. Any failure in our ERP system or other information technology systems we rely on could result in business interruption, adversely impacting

our reputation and weakening of our competitive position and could have a material adverse effect on our financial condition and results of operations.

40. *Non Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our results of operations and financial condition.*

As a company engaged in the manufacture of hair care and other products, we are subject to a broad range of safety, health and environmental laws and regulations in the jurisdictions in which we operate. For instance, our production facilities are all located in India and the disposal and storage of raw materials and chemicals from such production facilities are subject to national and state government regulations on safety, health and environmental protection. While we believe we are in compliance in all material respects with all applicable safety, health and environmental laws and regulations, however we may be required to incur costs to remedy any damage caused by lapses in discharges, pay fines or other penalties or close down the production facilities for non-compliance with safety, health and environmental laws and regulations.

41. *Our insurance coverage may not adequately protect us against possible risk of loss.*

While we believe that we maintain insurance coverage in amounts consistent with industry norms, our insurance policies do not cover all risks. If any or all of our production facilities are damaged in whole or in part and our operations are interrupted for a sustained period, there can be no assurance that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption or the costs of repairing or replacing the damaged facilities. If we suffer a large uninsured loss or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

42. *We have entered into, and will continue to enter into, related party transactions.*

We have, in the course of our business, entered into transactions with related parties that include our Promoters and companies forming part of the Bajaj Group. We continue to rely on our Promoter and Bajaj Group companies for certain key development and support activities. We have also acquired selected assets and liabilities from certain of our Promoters and Bajaj Group companies. For more information regarding our related party transactions, see the section titled “**Financial Statements**” beginning on page 96 of this DRHP. Further, our business is expected to involve transactions with such related parties in the future.

43. *Tax exemptions may not be available in future and this will affect our profits after tax.*

Our manufacturing facilities are located in tax-free zones and we currently enjoy exemptions from excise duty for 10 years from the fiscal year ended March 31, 2009 and income taxes for the first five years followed by a concessional income tax rate for the following five years. On account of changes in the tax rate by the Government our effective rate of income tax has increased from approximately 11.3% for the fiscal year ended March 31, 2009 to approximately 17.0% for the fiscal year ended March 31, 2010. Changes in local taxes and the expiration of our current exemptions will likely impact our profitability in the future. Any significant changes in the composition of our business, especially as a result of acquisitions, could also change our effective tax rate. There can be no assurance that we will be successful in maintaining the effective rate of tax near its current level.

44. *There are legal proceedings by and against our Promoters and our Group Companies.*

Shishir Bajaj

Type of Legal Proceedings	Number of pending cases/ show cause notices/ summons	Financial implication (to the extent quantifiable) (Rs. In Millions)
Civil & Labour Proceedings	1	791.29
Tax Proceedings	3	0.83
Criminal Proceedings	6	NA

Kushagra Bajaj

Type of Legal Proceedings	Number of pending cases/ show cause notices/ summons	Financial implication (to the extent quantifiable) (Rs. In Millions)
Civil & Labour Proceedings	Nil	NA
Tax Proceedings	1	NA
Criminal Proceedings	10	NA

Minakshi Bajaj

Type of Legal Proceedings	Number of pending cases/ show cause notices/ summons	Financial implication (to the extent quantifiable) (Rs. In Millions)
Civil & Labour Proceedings	Nil	NA
Tax Proceedings	1	NA
Criminal Proceedings	Nil	NA

Apoorv Bajaj

Type of Legal Proceedings	Number of pending cases/ show cause notices/ summons	Financial implication (to the extent quantifiable) (Rs. In Millions)
Civil & Labour Proceedings	Nil	NA
Tax Proceedings	1	NA
Criminal Proceedings	Nil	NA

Bajaj Consumer Care Limited

Type of Legal Proceedings	Number of pending cases/ show cause notices/ summons	Financial implication (to the extent quantifiable) (Rs. In Millions)
Civil & Labour Proceedings	4	8.11
Tax Proceedings	8	13.97

Bajaj Hindustan Limited

Type of Legal Proceedings	Number of pending cases/ show cause notices/ summons	Financial implication (to the extent quantifiable) (Rs. In Millions)
Civil & Labour Proceedings	166	155.5
Tax Proceedings (show cause notices)	94	NA
Tax Proceedings (cases)	62	160.573

Bajaj Hindustan Sugar & Industries Limited

Type of Legal Proceedings	Number of pending cases/ show cause notices/ summons	Financial implication (to the extent quantifiable) (Rs. In Millions)
Civil & Labour Proceedings	62	37.33
Tax Proceedings (show cause notices)	6	NA
Tax Proceedings (cases)	15	37.89

Bajaj Capital Ventures Private Limited

Type of Legal Proceedings	Number of pending cases/ show cause notices/ summons	Financial implication (to the extent quantifiable) (Rs. In Millions)
Civil & Labour Proceedings	Nil	NA
Tax Proceedings (show cause notices)	Nil	NA
Tax Proceedings (cases)	1	NA

Bajaj Eco-Tec Products Limited

Type of Legal Proceedings	Number of pending cases/ show cause notices/ summons	Financial implication (to the extent quantifiable) (Rs. In Millions)
Civil & Labour Proceedings	Nil	NA
Tax Proceedings (show cause notices)	Nil	NA
Tax Proceedings (cases)	5	1.77

For more information regarding litigation, please refer to the section titled “*Outstanding Litigation and Other Material Developments*” beginning on page 127 of this DRHP.

45. *Some of our Group Companies have incurred losses during the last three fiscal years.*

As set forth below, some of our Group Companies have incurred losses during last three fiscal years (as per their standalone financial statements).

Sr. No.	Name of the Group Company	Profit/(Loss) after tax (In Rs. million)		
		Financial year ended		
		2009	2008	2007
1.	Bajaj Hindusthan Limited	1,546.14	(501.72)	456.50
2.	Bajaj Hindusthan Sugar and Industries Limited	(89.29)	(757.48)	(251.10)
3.	Bajaj Eco-Tec Products Limited	(739.51)	-	-
4.	Bajaj Capital Ventures Private Limited	(47.70)	3.03	(6.53)
5.	Bajaj Infrastructure Development Company Limited	(5.38)	0.65	(0.01)
6.	Roop Sugars Private Limited*	(0.02)	0.03	(0.03)

* Negative net worth of Rs.0.16 million for the year ended 2009 and Rs.3,000 in 2008.

For further details on these Group Companies, please see the section titled “*Our Promoters and Group Companies*” beginning on page 84 of this DRHP.

46. *We are applicants in respect of several trademark applications, copyright applications, and design applications, which are pending registration.*

We are heavily dependant on our intellectual property. We have obtained intellectual property protection for some of our brands and designs by way of registration under the Trade Marks Act, 1999, the Copyright Act, 1957 and the Designs Act, 2000. However, we have not yet obtained registration of all of our trademarks, copyrights and designs that we have applied for. For details, please refer to the section titled “*Government and Other Approvals*” beginning on page 228 of this DRHP.

We cannot assure you that any of these applications shall be granted in our favour by the relevant authorities. We may face oppositions in relation to our applications, and incur costly litigation to defend our intellectual property rights from opposition or infringements, in which we cannot assure you that we shall be successful in defending the same.

47. *Our promoters will hold a significant part of the Equity Shares of our company post the proposed Issue, and will continue to control our company.*

After the Issue is completed, our Promoters will collectively control, directly or indirectly approximately 84.7% of our outstanding Equity Shares. As a result, our Promoters will have the ability to exercise significant control over us and all matters requiring the approval of shareholders, including election of directors, our business strategy, policies and approval of significant corporate transactions such as mergers and business combinations. The interests of our Promoters may conflict with the interest of the other investors, and investors may not agree with the way in which the Promoters exercise their voting rights and powers. This could delay, defer or prevent a change in control of our company, impede a merger, consolidation, take-over or other business combination involving our company, discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our company.

48. *We have in the last 12 months issued equity shares at a price which may be lower than the Issue Price.*

In the 12 months prior to the date of filing of this DRHP, our Company has issued equity shares by way of bonus shares at a price which may be lower than the Issue Price. For details of issue of such bonus shares please refer to page 19 of the section titled “*Capital Structure*”.

EXTERNAL RISK FACTORS

49. Regional hostilities, terrorist attacks or social unrest in India and South Asia or other countries, could adversely affect the financial markets and the trading price of the Equity Shares could decrease.

Terrorist attacks and other acts of violence or war including those involving India, the United States or other countries, may adversely affect the Indian and worldwide financial markets. On November 26, 2008, terrorists staged a coordinated attack on several prominent international hotels and various other locations in the financial centre of Mumbai. Such terrorist acts may result in a loss of business confidence and have other consequences that could adversely affect our business, prospects, financial condition and results of operations. Increased volatility in the financial markets, including economic recession, can have an adverse impact on the economies of India and other countries.

In addition, South Asia has from time to time experienced instances of civil unrest and hostilities among neighbouring countries, including between India and Pakistan. Present relations between India and Pakistan continue to be fragile because of issues such as terrorism, armament and other political and social matters. Increased tensions and hostilities may occur in the future and on a wider scale. Also, since 2003, there have been military hostilities and continuing civil unrest and instability in Iraq and Afghanistan. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy by disrupting communications and making travel and transportation more difficult.

India has also experienced social unrest, communal disturbances and riots in some parts of the country during recent times. Such political and social tensions could create a perception that investments in Indian companies involve greater degrees of risk. These hostilities and tensions could lead to political or economic instability in India and a possible adverse affect on the Indian economy, our business, future financial performance and the trading price of the Equity Shares.

50. A slowdown in economic growth in India could cause our business to suffer.

Our performance and growth is necessarily dependent on the health of the overall Indian economy. However, the growth in industrial production in India has been variable. Any slowdown in the Indian economy or future volatility of global crude oil and commodity prices, could adversely affect our business.

51. Natural calamities could adversely affect the Indian economy, our business and the price of our Equity Shares.

India has experienced natural calamities such as earthquakes, floods, drought and a tsunami in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. For example, in 2003, many parts of India received significantly less than normal rainfall. As a result of the drought conditions in 2003, the agricultural sector recorded a negative growth of 7.2%. Also, the erratic progress of the monsoon season in 2005 adversely affected sowing operations for certain crops and resulted in a decline in the growth rate of the agricultural sector from 10.0% in 2004 to negligible growth in 2005. The agricultural sector grew by 5.9% in 2006 and by 3.8% in 2007. More recently, floods in the Uttar Pradesh region contributed to growth in the agricultural sector falling to 2.6% in 2008. Further, prolonged spells of below or above normal rainfall or other natural calamities could adversely affect the Indian economy and our business.

52. *Investors in our Equity Shares may not be able to enforce a judgment of a foreign court against us, our directors or executive officers.*

Many of our directors and executive officers and some of the experts named herein are residents of India and most of our assets and the assets of our directors and executive persons are located in India. As a result, it may not be possible for investors to:

- effect service of process upon us, our directors and executive officers in countries outside India, including the United States, or
- enforce, in Indian courts, judgments obtained in foreign courts, against us or such persons or entities.

53. *Financial instability in other countries, including developed economies, could adversely affect the financial markets and the trading price of the Equity Shares could decrease.*

Although economic conditions are different in each country, investors' reactions to developments in one country may have an adverse effect on the securities of companies in other countries including India. A loss of investor confidence in the financial systems of other markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

54. *Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessment of our financial condition.*

As stated in the reports of our independent auditors included in this DRHP, our financial statements are prepared and presented in conformity with Indian GAAP, consistently applied during the periods stated, except as provided in such reports, and no attempt has been made to reconcile any of the information given in this DRHP to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries.

55. *Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business.*

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial performance and our ability to obtain financing to fund growth on favourable terms or at all.

RISKS RELATED TO THIS ISSUE

56. *The price of our Equity Shares may be volatile, and investors may be unable to resell their Equity Shares at or above the Issue Price, or at all.*

There has been no public market for our Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. The Issue Price of our Equity Shares may bear no relationship to the market price of our Equity Shares after the Issue. The market price of our Equity Shares after the Issue may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the FMCG industry in India, developments relating to India and volatility in the BSE and the NSE and securities markets elsewhere in the world.

57. *We cannot warrant that our securities will continue to be listed on the Stock Exchanges.*

Pursuant to the listing of our securities on the Stock Exchanges, we shall be required to comply with certain regulations and/or guidelines as prescribed by SEBI and the Stock Exchanges. However, in the event that we fail to

comply with any of the aforesaid regulations and/or guidelines, we cannot warrant that our securities will continue to be listed on the Stock Exchanges.

58. There may not be an active or liquid market for our Equity Shares, which may cause the price of our Equity Shares to fall and may limit an investor's ability to sell our Equity Shares.

The price at which our Equity Shares will trade after this Issue will be determined by the marketplace and may be influenced by many factors, including:

- our financial results and the financial results of the companies in the businesses we operate in;
- the history of, and the prospects for, our business and the sectors and industries in which we compete;
- the valuation of publicly traded companies that are engaged in business activities similar to ours;
- significant developments in India's economic liberalisation and deregulation policies.

In addition, the Indian stock market has from time to time experienced significant price and volume fluctuations that have affected the market prices for the securities of Indian companies. As a result, investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our operating performance or prospects.

59. The ability to sell our Equity Shares by a non resident Indian to a resident Indian may be subject to certain pricing restrictions.

A person resident outside India (including a Non-Resident Indian) is generally permitted to transfer by way of sale the shares held by him to any other person resident in India without the prior approval of the RBI or the FIPB. However, it should be noted that the price at which the aforesaid transfer takes place must comply with the pricing guidelines prescribed by SEBI and the RBI. The RBI has published a Circular, dated October 4, 2004, prescribing the pricing guidelines in the case of a sale of shares by a non-resident to a resident. The guidelines stipulate that where the shares of an Indian company are traded on a stock exchange:

- the sale may be at the prevailing market price on the stock exchange if the sale is effected through a merchant banker registered with SEBI or through a stock broker registered with the stock exchange; or
- if the transfer is other than that referred to above, the price shall be arrived at by taking the average quotations (average of daily high and low) for one week preceding the date of application.

60. There may be less information available on our company in Indian securities markets than in securities markets in developed countries.

There is a difference between the level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants and that of markets in the European Union, the United States and other developed economies. SEBI is responsible for approving disclosure and other regulatory standards for the Indian securities markets. SEBI has issued regulations and guidelines on disclosure requirements, insider trading and other matters. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in developed economies. Consequently, an investment in an Indian company, such as ours, may be riskier than an investment in a European or American company if investors assume that Indian markets are subject to the same level of regulation and make available the same level of information as Western markets.

61. We do not have a fixed dividend policy and the dividends paid out in the past are not an indication of our dividend policy in the future.

We do not have a fixed dividend policy and the dividends paid out in the past are not an indication of our dividend policy in the future. Our ability to declare dividends in relation to our Shares will also depend on our future financial performance which, in turn, depends on the successful implementation of our strategy and on financial, competitive, regulatory, and other factors, general economic conditions, demand and fares, costs of materials and other factors specific to our industry, many of which are beyond our control. Volatile conditions in the Indian securities market may affect the price or liquidity of our Equity Shares.

- 62. *The Indian securities markets are smaller and can be more volatile than securities markets in more developed economies. The Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities.***

Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies. These problems have included temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. Similar problems could happen in the future and, if they do, they could affect the market price and liquidity of our Equity Shares.

- 63. *Any future issuance of our Equity Shares by us may dilute an investor's shareholding and adversely affect the trading price of our Equity Shares.***

Any future issuance of our Equity Shares by us may dilute an investor's shareholding, adversely affect the trading price of our Equity Shares and our ability to raise capital through an issue of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. Additionally the disposal, pledge or encumbrance of our Equity Shares by any of our major shareholders, or the perception that such transactions may occur may affect the trading price of our Equity Shares. No assurance may be given that we will not issue our Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

- 64. *There are restrictions on daily movements in the price of our Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, our Equity Shares at a particular point in time.***

Subsequent to listing, we will be subject to a daily circuit breaker imposed on listed companies by all stock exchanges in India which does not allow transactions beyond certain volatility in the price of our Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges are not required to inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the price of our Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell our Equity Shares or the price at which shareholders may be able to sell their our Equity Shares.

- 65. *Investors will not be able to sell immediately on an Indian stock exchange any of our Equity Shares they purchase in the Issue until the Issue receives the appropriate trading approvals.***

Our Equity Shares will be listed on the NSE and the BSE. Pursuant to Indian regulations, certain actions must be completed before our Equity Shares can be listed and trading may commence. Investors' book entry, or "demat", accounts with depository participants in India are expected to be credited within two working days of the date on which the basis of allotment is approved by NSE and the BSE. Thereafter, upon receipt of final approval from the NSE and the BSE, trading in our Equity Shares is expected to commence within seven working days of the date on which the basis of allotment is approved by the Designated Stock Exchange. We cannot assure investors that our Equity Shares will be credited to investors' demat accounts, or that trading in our Equity Shares will commence, within the time periods specified above. Any delay in obtaining the approvals would restrict the investor's ability to sell our Equity Shares.

- 66. *Any trading closures at the BSE and the NSE may adversely affect the trading price of our Equity Shares.***

The regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in Europe and the U.S. The BSE and the NSE have in the past experienced problems, including temporary exchange closures, broker defaults, settlements delays and strikes by

brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including our Equity Shares, in both domestic and international markets. A closure of, or trading stoppage on, either of the BSE and the NSE could adversely affect the trading price of our Equity Shares.

Prominent Notes

1. Our Company was incorporated on April 25, 2006, as “Bhaumik Agro Products Private Limited”. For details of changes in the name and registered office of our Company, please see the section titled “***History and Certain Corporate Matters***” beginning on page 67 of this DRHP.
2. Public Issue of 4,500,000 Equity Shares for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] million. The Issue will constitute 15.3 % of the fully diluted post issue paid up equity capital of our Company.
3. Our Company’s net worth as at December 31, 2009 was Rs. 261.28 million.
4. The net asset value per equity share was Rs. 2.61/- as at December 31, 2009 as per our Company’s restated financial statements, pre split, consolidation and bonus, post split, consolidation and bonus the net asset value per Equity Share was Rs. 10.45/- as at December 31, 2009.
5. The average cost of acquisition per Equity Share by our Promoter, BCCL is Rs. 2/-. The average cost of acquisition has been calculated by dividing the aggregate amount paid by our Promoter, BCCL to acquire our Equity Shares held by him with the aggregate number of Equity Shares held by BCCL.
6. For details of the related party transactions entered into by our Company, please see the section titled “***Financial Statements***” beginning on page 96 of this DRHP.
7. Investors may contact the BRLM for complaints, information or clarifications pertaining to the Issue.

SECTION III - INTRODUCTION

SUMMARY OF OUR INDUSTRY

The information presented in this section has been obtained from publicly available documents, Nielsen Retail Audit Report and various other sources including stock exchange and industry related websites, from publications; and is based on government and company estimates. Industry and Government websites and publications generally state that the information contained thereon has been obtained from sources believed to be reliable, but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe industry, market and government data used in the Prospectus is reliable and that website data is as current as practicable, these have not been independently verified by us or any agency on our behalf. Similarly, our Company's internal estimates, which we believe to be reliable, have not been verified by any independent agencies.

Hair Oil Industry

Of the estimated Rs.1,610 billion FMCG market in India, hair care products make up approximately Rs.91.5 billion, or 8%, of the total according to the Nielsen Retail Audit Report. The 14% growth rate in the hair care industry is also slightly higher than the overall industry average of 13.4%. Shampoo and hair oils, including coconut oils, continue to be the key components of this segment. Recent growth in the hair oil industry has primarily been the result of volume growth due to increased distribution and higher per dealer off-takes. Rural distribution campaigns by hair oil manufacturers and dealers have helped to greatly expand the geographic coverage of hair oil products into the rural parts of the country. In addition, average prices for hair oil products have risen from Rs. 22.25 per 100 ml in 2008 to Rs.23.74 per 100 ml in 2009 according to the Nielsen Retail Audit Report. This price increase is reflective of the shift to higher quality branded products resulting from a more affluent Indian consumer population.

Light Hair Oil Segment

The light hair oil segment has experienced significant growth in recent years as consumers opt for lighter, more modern hair oil products. The light hair oil segment recorded sales of Rs.6,828 million in 2009 according to the Nielsen Retail Audit Report. Sales growth was primarily the result of dealer expansion and higher throughputs resulting in higher volumes sold. An increase in average price has also contributed to higher sales value in 2009.

The light hair oil segment is dominated by three key players, namely Bajaj Almond Drops and two other brands which together accounted for approximately 83.5% of sales volume according to the Nielsen Retail Audit Report. The high degree of concentration among the competition in the light hair oil segment is similar to what is observed in other segments of the hair oil industry.

Light hair oil is an urban dominated segment primarily due to its comparatively high cost. Light hair oil sales also tend to be more geographically concentrated, particularly in the northern regions of the country, namely Punjab, Delhi, Uttar Pradesh and Rajasthan, due to higher disposable incomes and the propensity of consumers to try new products. The northern regions accounted for approximately 52% of sales volumes and 10% of the light hair oil segment's growth in 2009 according to the Nielsen Retail Audit Report.

Distribution of light hair oils continues to be dominated by grocers, who accounted for 48% of sales volumes in India and 54% in the northern regions in 2009 according to the Nielsen Retail Audit Report. In 2009, chemists accounted for the highest growth (13%) according to the Nielsen Retail Audit Report, primarily as a result of many chemists adding consumer goods to their product mix. Though modern trade ("MT") is growing at a robust 12%, it contributes only 1% of the light hair oil sales volumes.

Packaging continues to be a critical factor driving sales in the FMCG industry, including hair oils. Proper product positioning and package size are especially important in driving sales growth in the rural areas of the country that continue to be dominated by unbranded products. Smaller pack sizes allow consumers the choice of purchasing a product that might otherwise be beyond their spending constraints. As distribution spreads into the rural parts of the country, smaller pack

sizes, including sachets, have become increasingly important. While 100 ml packs continue to be the most popular choice among Indian consumers of light hair oil products, 300 ml and 75 ml package sizes recorded the most significant growth in 2009 according to the Nielsen Retail Audit Report.

Heavy Amla Hair Oils

The heavy amla hair oil segment has seen strong growth in recent years. The heavy amla hair oil market is primarily an urban driven market and tends to be geographically concentrated in the northern parts of the country. The heavy amla hair oil segment recorded sales of Rs.7, 391 million in 2009, representing a growth rate of 9.6% from 2008, according to the Nielsen Retail Audit Report. Sales growth was primarily the result of higher volume and per dealer off-take increases during 2009.

The heavy amla hair oil segment is largely dominated by one key player, with several players competing for increased market share. Although the leader continued its dominance in 2009, Bajaj Brahmi Amla registered the highest gains in this segment, growing by 0.4 market share.

Cooling Oils

Cooling Oils have emerged as an important segment in the Indian hair oil market. Cooling oils are hair oils meant for cooling the scalp during the harsh summer months. The ingredients in the cooling oils cause immediate relief by cooling the scalp. The CAGR of the category has been 20% over the last 5 years. The cooling oil category is now nearly Rs. 6,000 million in year ended December 2009.

Outlook

The industry outlook is positive with demand for hair oils expected to increase in response to the following:

- Changing Consumer Preferences
- Value Added Hair Oils
- Increased Distribution
- Improved Brand Image

Summary

The overall possible increase in consumption provides a large opportunity for hair oil companies. The task of winning over consumers by drawing them to a particular brand and retaining them however remains challenging. Constant interaction with consumers and thereby gaining insights that would lead to new products and improved product delivery, which is a key ingredient to successfully tap this opportunity. Cutting through confusing advertisements will require communication to be that much more distinctive. Companies in the hair oil sector that will achieve success in the future are likely to be those that focus on meeting the consumer's stated and unstated needs and at the same time are able to communicate effectively. The ability to maintain a premium, both real and perceived, will be a critical component to being a leader in the hair oil industry.

SUMMARY OF OUR BUSINESS

Investors should note that this is only a description of our business and operations and does not contain all the information that should be considered before investing in our Equity Shares. Before deciding to invest in our Equity Shares, prospective investors should read the entire DRHP, including the information in the sections “Risk Factors”, “Financial Information” and “Management Discussion and Analysis of Financial Condition and Results of Operation” beginning on pages ix, 96 and 116 respectively of this DRHP.

Overview

Bajaj Corp Ltd is one of India's leading producers of hair oils. We are part of the Shishir Bajaj Group of companies (the "Bajaj Group"). Through its subsidiaries, the Bajaj Group operates businesses in the consumer goods, sugar, power generation and infrastructure development industries throughout India. The "Bajaj" name is a well-recognized Indian brand that consumers associate with quality products at competitive prices. The Bajaj Group has grown into one of India's leading business conglomerate

The legacy of Bajaj Corp extends back to 1953 when Mr. Kamal Nayan Bajaj established Bajaj Sevashram ("BSL") to market and sell hair oils and other beauty products. In 2001, in view of the impending Bajaj family settlement, the business was demerged to Bajaj Consumer Care Limited ("BCCL"). BSL assigned the trademarks for all of the brands we currently sell to BCCL. Subsequently, BCCL licensed these brands to us, pursuant to the Trademark License Agreement. The exclusive agreement is valid for a term of 99 years from March 12, 2008 and is extendable for an additional ten years. We began operating as Bajaj Corp Ltd in April 2008. The Trademark License Agreement granted us the exclusive right to use, manufacture, advertise, distribute and sell the products associated with these brands. We have since become India's third largest producer of hair oils and the largest producer of light hair oils, capturing an estimated 49.5% of the light hair oil market in calendar year 2009, according to the Nielsen Retail Audit Report. We believe that our name recognition, product quality and marketing experience have enabled us to create one of the stronger consumer brands in India.. Our key product is Bajaj Almond Drops, a premium brand that is currently the market leader in the light hair oil segment. Almond Drops accounted for approximately 92% of our net sales in the nine-month period ended December 31, 2009. In addition, we market our hair oil under the brand names Brahmi Amla, Amla Shikakai and Jasmine Hair Oil. We also produce oral care products under the brand name Bajaj Black Tooth Powder.

We manufacture our products at two company-operated facilities in Parwanoo and Dehradun. We also expect to open a third company-operated facility in the first quarter of calendar year 2010 at Paonta Sahib. By completing this 3,500 square meter facility in Paonta Sahib, we expect our production capacity for light hair oil to increase from 39 million litres per annum to 74 million litres per annum. In addition, we also engage third-party manufacturers at Parwanoo, Himachal Pradesh for hair oils and Udaipur, Rajasthan to produce our oral care products. These third-party facilities have a combined installed capacity of 9 million litres per annum. As of December 31, 2009, the combined production capacity for all company and third-party operated production facilities was 83 million litres per annum.

We market our products through our in-house sales team as well as sales personnel employed through our distributors. These sales personnel are responsible for making our brands available throughout India. We manage a distribution network that includes 4,300 distributors, or "stockists", that sell to more than 1.49 million retail outlets located throughout India.

We believe we are well-positioned to compete in a dynamic marketplace by offering our customers high quality products at affordable prices. We believe that demand for fast moving consumer goods ("FMCG"), particularly hair oil, will continue to increase, most notably in rural areas of India where consumers have generally experienced an increase in disposable incomes due to farmers shifting to cash crops, rural employment generation schemes and general economic growth.

In the nine-month period ended December 31, 2009, we recorded net sales of Rs.2,335 million. Net sales of our products have grown at a CAGR of 22% over the last three fiscal years (including sales data from when our products were sold by BCCL). Our profit after tax for the nine months period ended December 31, 2009 was Rs.565.0 million. Domestic sales accounted for approximately 99% of net sales for the same period.

Competitive Strengths

We believe that we are well-positioned to maintain our status as one of the leaders in the Indian hair oil market as well as to exploit significant growth opportunities in the expanding market for light hair oil. We have identified the following sources of strength that are relevant for our business.

Leading brands

Almond Drops is our leading product brand and currently comprises approximately 92% of our net sales. Almond Drops is a premium light hair oil containing almond oil and Vitamin E, which contribute to the product's reputation for leaving users with healthier hair. Unlike most hair oils which are packaged in plastic PET bottles, Almond Drops is packaged in glass bottles, which preserves the product for a longer period of time even in high temperatures generally experienced throughout India. In addition, we believe Brahmi Amla, our key product in the traditional hair oil segment, has developed a loyal customer base since it began production in 1953. The strong positioning of these brands has contributed to sustained increases in both the price and volume of these products and we expect this trend to continue as the hair oil market continues to grow, and in particular as the light hair oil market continues to capture market share from the coconut hair oil segment.

Wide distribution reach

We have established a strong distribution network in India and currently have 4,300 distribution stockpoints for direct distribution and 8,900 wholesalers for indirect distribution of our products. Based on the Nielsen Retail Audit Report dated December 31, 2009, it is estimated that our products are sold in more than 1.49 million retail outlets across India, which is approximately 27.0% of the total hair oil outlets in India. Our distribution outlets are strategically spread across India in order to allow us to compete on a national scale. We have been increasing and will continue to increase the size of our stockpoints and sales team, particularly in the rural areas where we expect growth to be more significant. Our distribution network is supported by a comprehensive management information system ("MIS") whereby sales reports are generated by our on-the-ground sales force. We believe our wide distribution reach will allow us to achieve optimal product penetration going forward and increase our revenues and profit margin.

Strong product heritage

The products that we sell in the hair oil market have a strong brand heritage, some dating back more than 50 years. We believe we have a portfolio of strong-brands which are well-recognised in the Indian market. For example, BSL began manufacturing one of our most popular products, Brahmi Amla, in 1953. Almond Drops, which BSL began producing in 1990, is our most successful product and currently captures more than 49.5% of the market in the light hair oil segment in terms of both volume and value, according to the Nielsen Retail Audit Report. In addition, we believe the "Bajaj" name will help us to grow our sales in the rural parts of India, an area critical to our future growth strategy. We believe the strength of the brands we produce, along with the brand recognition and trust engendered to the "Bajaj" name, will position us well for anticipated future growth in the hair oil market, as well as other FMCG segments that we may decide to enter.

Strong financial position

We have a strong financial position which. Our profit after tax for the period ended December 31, 2009 was Rs.565.0 million. We are a debt free Company. We believe our strong financial position and operational results will provide us with the necessary working capital and access to banking and credit facilities, if required, to implement our growth strategy. Our ability to raise additional funds through first time borrowing should allow us to pursue inorganic growth opportunities and allow us to expand and enhance our existing product offerings and improve our future financial performance.

Relationship with the Bajaj Group

The Bajaj Group was founded in 1926 by Shri Jamnalal Bajaj. Today, the Bajaj Group is one India's leading conglomerates operating companies in a variety of industries such as sugar, consumer goods, power generation and infrastructure

development. Over the past 84 years, the Bajaj Group has grown with India, enduring periods of uncertainty, hardship and progress. As a result, we believe the Bajaj name and the products of the Bajaj Group, including our own, engender a sense of pride in the Indian people which is linked to their growth and the development of the nation. We believe that our association with the Bajaj Group and the Bajaj name and the trust associated with them are a key strength of our business.

Business Strategies

We intend to grow our business by implementing the following key strategies:

Grow our hair oil business

Our primary focus is to increase our share of the hair oil market. We intend to achieve this by differentiating our light hair oil products from those of our competitors, as well as by taking market share from producers in the coconut oil market. Coconut oils make up approximately 60% of the total hair oil market by volume, while light hair oils comprise only 13% by volume. If we are able to effectively communicate the advantages of switching to lighter hair oils such as ours, we believe this provides us with a significant growth opportunity. We will continue to pursue a strategy of converting coconut oil users into consumers of our light hair oil products through sampling, targeted advertising campaigns and product innovation.

Increase our focus on rural markets

We believe that our focus on rural markets for our products will allow us to benefit from this growing sector where, as a result of difficulties with distribution, penetration of branded FMCGs has been slow to develop. The market for hair oils in rural India is growing due to the rural populations increase in disposable income which is related to farmers shifting to cash crops, rural employment generation schemes, general economic growth as well as a general monetary trickle-down effect from increased urbanization. For example, the proportion of rural sales of Almond Drops has grown from 29.4% in 2006 to 35.9% in 2009. A key component to our growth in the rural market will be shifting rural consumers to branded and packaged products from unbranded products. We intend to work towards the goal by providing rural consumers with an appropriate value proposition including price, positioning, and packaging.

Enter new product lines and segments

In the past, we have been able to introduce and establish new products in new or existing segments, such as Bajaj Amla Shikakai hair oil. Going forward, we intend to leverage our existing strengths, such as the use of almond extracts, the Almond Drops brand name and a strong distribution network, to create new products in other areas of the FMCG space such as soaps, shampoos, creams and other hair care products. Almond Drops enjoys strong brand equity in the premium light hair oil segment and we will continue to seek opportunities to extend this brand equity to other premium personal care products. We intend to continuously evaluate changing tastes and preferences of Indian consumers with increasingly sophisticated needs, with the goal of creating a pipeline of new products.

The rapidly growing cooling hair oil market, in particular, represents an opportunity for us to penetrate as it offers relatively high margins. Cooling hair oil is applied to provide respite from intense heat. Growth in the cooling oil market is especially prevalent in the rural areas of India, a geographic market we are particularly keen on focusing our marketing efforts. Competition in the cooling oil market is less intense than in other FMCG markets in India. We believe the "Bajaj" name and our current portfolio of brands command strong recall and we intend to leverage this brand recall into developing our own cooling oil product. The process of launching a new cooling oil brand will be supported by our strong research and development team, which we intend to expand with the completion of our new facility in Paonta Sahib. In addition, our wide distribution reach should help us to successfully launch and support any new brand in the cooling oil market.

Pursue inorganic growth opportunities

We will continuously seek out inorganic growth opportunities in the FMCG and hair oil markets as one of the avenues for our future growth. If and when appropriate opportunities arise, we will consider acquiring suitable targets and entering into strategic relationships as part of our growth strategy in India. We will specifically target companies where we feel

significant synergies would arise through a strategic combination. We believe our strong nationwide distribution network would enable us to take a product that has historically enjoyed regional success and turn it into household name. Strategic acquisitions will act as a key enabler in growing our business.

SUMMARY FINANCIAL INFORMATION

The following tables set forth our selected historical financial information derived from the restated financial information for the nine months ended December 31, 2009 and fiscal years ended 2009, 2008 and 2007. The restated summary financial information presented below should be read in conjunction with the restated financial information included in this DRHP, the notes thereto and the section titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 116 of this DRHP.

RESTATED STATEMENT OF ASSETS & LIABILITIES

	(Rs in millions)			
PARTICULARS	As on 31st March			As on 31st Dec 2009
	2007	2008	2009	
A. Fixed Assets				
Gross Block	0.00	27.51	49.97	118.47
Less: Accumulated Depreciation	0.00	0.07	4.31	10.30
Net Fixed Asset	-	27.45	45.66	108.17
Less: Revaluation Reserves	-	0.00	0.00	0.00
Net Fixed Asset after Revaluation Reserves	-	27.45	45.66	108.17
Capital Work in Progress	-	8.51	18.00	19.64
TOTAL (A)	-	35.96	63.66	127.81
B. Investments	-	-	-	50.00
C. Deferred Tax Assets	-	(0.16)	2.15	1.57
D. Current Assets, Loans & Advances				
Inventories	-	-	77.36	98.12
Sundry Debtors	-	-	3.25	23.75
Cash & Bank Balances	0.10	13.18	510.35	328.14
Loans & Advances	-	1.80	89.35	51.57
TOTAL (D)	0.10	14.98	680.31	501.58
E. Liabilities & Provisions				
Secured Loans		-	-	-
Unsecured Loans	0.03	-	-	-
Current Liabilities	0.01	1.79	202.25	172.75
Provisions	-	-	28.08	246.93
TOTAL (E)	0.04	1.79	230.33	419.68
F. Net Worth (A+B+C+D-E)	0.06	48.99	515.79	261.28
G. Represented By				

Equity Share Capital	0.10	50.00	50.00	100.00
Reserves & Surplus	(0.02)	(0.65)	466.34	162.35
Revaluation Reserves	-	-	-	-
Total	0.08	49.35	516.34	262.35
Less: Misc expenditure	0.02	0.36	0.55	1.07
Net Worth	0.06	48.99	515.79	261.28

RESTATED STATEMENT OF PROFIT & LOSS ACCOUNT

			(Rs in Millions)	
PARTICULARS	For the year Ended on			For the 9 months ended on 31.12.2009
	31.03.2007	31.03.2008	31.03.2009	
INCOME:				
Sales				
- Manufactured	-	-	1,492.00	1,966.30
- Traded	-	-	952.22	368.20
Total	-	-	2,444.22	2,334.50
Other Income	-	0.01	17.65	47.91
Increase/(Decrease) in Inventories	-	-	58.39	9.56
Total Income	-	0.01	2,520.26	2,391.97
EXPENDITURE:				
Materials				
- Material Consumed	-	-	668.09	677.96
- Purchase of Traded Goods	-	-	478.95	145.38
Manufacturing Expenses	-	-	10.32	8.43
Staff Costs	-	-	112.96	103.90
Administrative & Other Expenses	0.02	0.09	21.23	21.38
Selling & Distribution Expenses	-	-	694.69	746.33
Finance Cost	-	0.06	0.58	0.87
Depreciation & Amortization	-	0.16	4.40	6.22
Total Expenditure	0.02	0.30	1,991.23	1,710.48
Profit Before Tax & Extra Ordinary Items	(0.02)	(0.29)	529.03	681.49
Taxation	0.00	0.35	59.11	116.52
Profit Before Extra Ordinary Items	(0.02)	(0.63)	469.92	564.97
Extra Ordinary Items	-	-	-	-
Profit After Tax & Extra Ordinary Items	(0.02)	(0.63)	469.92	564.97
Balance brought forward from previous year	-	(0.02)	(0.65)	466.34
Net Profit Available for Appropriation	(0.02)	(0.65)	469.27	1,031.31
Appropriation:				
- Proposed Dividend on Equity Shares	-	-	2.50	700.00
- Tax on Dividend	-	-	0.43	118.96
- Transfer to General Reserves	-	-	-	-
- Capitalized during the year for Bonus Shares	-	-	-	50.00
Balance carried forward as restated	(0.02)	(0.65)	466.34	162.35

THE ISSUE

The following table summarises the Issue details:

Issue of Equity Shares	4,500,000 Equity Shares
<i>Of which</i>	
A) QIB Portion	At least 2,700,000 Equity Shares
<i>Of which</i>	
- Anchor Investor Portion	Up to 810,000 Equity Shares
- Non Anchor QIB Portion	1,890,000 Equity Shares
<i>Of which</i>	
<ul style="list-style-type: none"> Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion)) 	94,500 Equity Shares ⁽²⁾
<ul style="list-style-type: none"> Balance for all QIBs including Mutual Funds 	1,795,500 Equity Shares ⁽²⁾
B) Non-Institutional Portion	Not less than 450,000 Equity Shares ⁽²⁾
C) Retail Portion	Not less than 1,350,000 Equity Shares ⁽²⁾
Pre- and post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	25,000,000 Equity Shares
Equity Shares outstanding after the Issue	29,500,000 Equity Shares
Use of Issue Proceeds	See the section titled “ <i>Objects of the Issue</i> ” beginning on page 25 of this DRHP.

(1) Our Company may allocate up to 30% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. For details see the section titled “**Issue Procedure**” beginning on page 250 of this DRHP.

(2) Under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. If atleast 60% of the Issue cannot be allocated to QIBs, the entire application money shall be refunded.

GENERAL INFORMATION

Our Company, Bajaj Corp Limited, was incorporated on April 25, 2006 under the Companies Act with the Registrar of Companies, Maharashtra. For details of changes in name and registered office, see the section titled “**History and Certain Corporate Matters**” beginning on page 67 of this DRHP.

Registered Office of our Company

Bajaj Corp Limited

2nd Floor, Building No. 2,
Solitaire Corporate Park,
167, Guru Hargovind Marg,
Chakala, Andheri (East),
Mumbai – 400 093.
Tel: + 91 22 66919 477 / 78
Fax: + 91 22 66919 476
Website: www.bajajcorp.com

Our Company is registered with the Registrar of Companies, Maharashtra, situated at Everest, 100, Marine Drive, Mumbai - 400 002, India.

Corporate Identification Number: U01110MH2006PLC161345

Corporate Office of our Company

Bajaj Corp Limited

Old Station Road,
Udaipur – 313 001.
Tel: + 91 294 2561631 / 32
Fax: + 91 294 2561631
Website: www.bajajcorp.com

Board of Directors

The following table sets out the current details regarding our Board as on the date of filing of this DRHP.

Name, Designation, Term, Occupation and DIN	Age (years)	Address
Mr. Kushagra Bajaj <i>Designation:</i> Non executive -Chairman <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Industrialist <i>DIN:</i> 00017575	33	100 Mount Unique, 62-A Peddar Road, Mumbai-400026
Mr. R.F.Hinger <i>Designation:</i> Vice Chairman and Whole Time Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Service <i>DIN:</i> 00974574	69	436, Panchratna Complex, Opp. Galaxy Apartments, Bedla Road, Udaipur-313001
Mr. Sumit Malhotra <i>Designation:</i> Whole Time Director <i>Term:</i> Liable to retire by rotation	48	5A Regency Park Eden Woods, Pokhran Road No 2, Near VasantVihar, Nr Popler Bld, Thane

Name, Designation, Term, Occupation and DIN	Age (years)	Address
<i>Occupation:</i> Service <i>DIN:</i> 02183825		
Mr. Haigreave Khaitan <i>Designation:</i> Independent and Non-Executive Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Lawyer <i>DIN:</i> 00005290	39	1104, Sterling Sea Face, Dr. Annie Besant Road, Worli, Mumbai 400 018
Mr. Gaurav Dalmia <i>Designation:</i> Independent and Non-Executive Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Industrialist <i>DIN:</i> 00009639	43	20-F, Prithviraj Road, New Delhi, 110 011
Mr. Dilip Cherian <i>Designation:</i> Independent and Non-Executive Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Professional <i>DIN:</i> 00322763	53	A-20, Nizamuddin East, New Delhi 110 013
Mr. Aditya Vikram Somani <i>Designation:</i> Independent and Non-Executive Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Industrialist <i>DIN:</i> 00046286	36	131, Laxmi Vilas, Nepeansea Road, Mumbai 400 006.

For further details of our Directors, see the section titled “***Our Management***” beginning on page 74 of this DRHP.

Company Secretary and Compliance Officer

Mr. D.K. Maloo

Bajaj Corp Limited

Old Station Road,

Udaipur – 313 001.

Tel: + 91 294 2561631 / 32

Fax: + 91 294 2561631

Email: complianceofficer@bajajcorp.com

Investors can contact our Company Secretary and Compliance Officer, the BRLM or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, number of our Equity Shares applied for, Bid Amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the ASBA Form was submitted by the ASBA Bidders.

Book Running Lead Manager**Kotak Mahindra Capital Company Limited**

1st Floor, Bakhtawar
229, Nariman Point
Mumbai 400 021, India
Tel: + (91 22) 6634 1100
Fax: + (91 22) 2284 0492
E-mail: bcl ipo@kotak.com
Investor Grievance E-mail: kmccredressal@kotak.com
Website: www.kmcc.co.in
Contact Person: Mr. Chandrakant Bhole
SEBI Registration No.: INM000008704

Syndicate Member

[•]

Domestic Legal Counsel to our Company**Khaitan & Co.**

Advocates, Solicitors, Notaries, Patent & Trademark Attorneys
13th Floor,
One Indiabulls Centre,
841 Senapati Bapat Marg,
Elphinstone Road,
Mumbai – 400 013
Maharashtra, India
Tel: +91 22 6636 5000
Fax: +91 22 6636 5050

Domestic Legal Counsel to the BRLM**J. Sagar Associates**

Advocates & Solicitors
Vakils House
18, Sprott Road, Ballard Estate
Mumbai – 400 001
Maharashtra, India
Tel: +91 22 4341 8600
Fax: +91 22 4341 8616 / 17

International Legal Counsel to the BRLM**Allen & Overy**

9th Floor,
Three Exchange Square,
Central,
Hong Kong
Tel: (+852) 2974 7000
Fax: (+852) 2974 6999

Registrar to the Issue**Karvy Computershare Private Limited**

Plot nos.17-24, Vittal Rao Nagar,
Madhapur,
Hyderabad – 500 081.
Tel : +91-40-2342 0815-28
Fax: +91-40-2343 1551

E-mail: bajajcorp.ipo@karvy.com
Website: <http://karisma.karvy.com>
Contact Person: Mr.M.Murali Krishna
SEBI Registration Number: INR000000221

Auditors to our Company

M/s. R.S.Dani & Company

Chartered Accountants
Naya Bazar,
Ajmer – 305 001.
Tel: +91 145 2429071
Fax: +91 145 2424235
E-mail: saurabhkothari.sk@gmail.com
Contact Person: Mr. Saurabh Kothari
Firm Registration No: 000243 C

Bankers to the Issue and Escrow Collection Banks

[•]

Refund Bank(s)

[•]

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the Applications Supported by Blocked Amount (“ASBA”) process are available at <http://www.sebi.gov.in>. Details relating to the Designated Branches of SCSBs collecting the ASBA Bid-cum-Application Forms are available at the above-mentioned link.

Bankers to our Company

Corporation Bank

Nagar Palika, Link Road,
Town Hall,
Udaipur – 313 001
Tel: +91 294 2419259 / 2419545
Fax: +91 294 2419257
E-mail: cb597@corp.co.in
Website: www.corpbank.co.in
Contact Person: Mr. O.N.Sundareshan

HDFC Bank Limited

358, Post Office Road,
Chetak Circle,
Udaipur – 313 001
Tel: +91 294 2429134
Fax +91 294 2429134
E-mail: varun.mishra@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Mr. Varun Mishra

Credit Rating

As this is an Issue of Equity Shares, credit rating for this Issue is not required.

IPO Grading Agency

[•]

IPO Grading

This Issue has been graded by [●], a SEBI registered credit rating agency, as [●] indicating [●] fundamentals pursuant to Regulation 26(7) of the ICDR Regulations. The IPO Grading is assigned on a five point scale from 1 to 5, with IPO Grade 5/5 indicating strong fundamentals and IPO Grade 1/5 indicating poor fundamentals. A copy of the report provided by [●], furnishing the rationale for its grading will be attached as Annexure I at the time of filing the Red Herring Prospectus with the RoC and will be made available for inspection at our Registered Office from 10.00 a.m. to 4.00 p.m. on Business Days during the Bidding Period.

Experts

Except for the report of [●] in respect of the IPO Grading (a copy of which will be annexed to the RHP as Annexure I), furnishing the rationale for its grading which will be provided to the Designated Stock Exchange our Company has not obtained any expert opinions.

Trustee

As this is an Issue of Equity Shares, the appointment of trustees is not required.

Monitoring Agency

No Monitoring Agency is required to be appointed by our Company for the Issue pursuant to Regulation 16 of the ICDR Regulations.

Interse Allocation of Responsibilities

Kotak Mahindra Capital Company Limited is the sole BRLM to the Issue and all the responsibilities relating to coordination and other activities in relation to the Issue shall be performed by them. The various activities have been set forth below:

S. No.	Activity	Responsibility
1.	Capital structuring with relative components and formalities.	Kotak
2.	Drafting and approval of all statutory advertisements.	Kotak
3.	Due diligence of the Company including its operations/management/ business/plans/legal. Drafting and design of the offer document including a memorandum containing salient features of the Prospectus. The BRLM shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, the RoC and SEBI including finalisation of the Prospectus and RoC filing.	Kotak
4.	Drafting and approval of all publicity material.	Kotak
5.	Appointment of other intermediaries including Registrar to the Offer, printers, advertising agency and Bankers to the Offer.	Kotak
6.	Non-institutional and Retail marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none">• Finalising media, marketing and public relations strategy;• Finalising centre for holding conferences for brokers;• Follow-up on distribution of publicity and Offer material including forms, the Prospectus and deciding on the quantum of Offer material; and• Finalising collection centres.	Kotak
7.	Domestic institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none">• Finalising the list and division of investors for one to one meetings, institutional allocation	Kotak
8.	International institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none">• Finalising the list and division of investors for one-to-one meetings, institutional allocation	Kotak
9.	Pricing, managing the book, and co-ordination with the Stock Exchanges.	Kotak

S. No.	Activity	Responsibility
10.	<p>Post-Bidding activities including management of escrow accounts, coordinating underwriting, co-ordination of non-institutional allocation, announcement of allocation and dispatch of refunds to Bidders.</p> <p>The post-Offer activities will involve essential follow up steps, including the finalisation of trading, dealing of instruments, and demat of delivery of shares with the various agencies connected with the work such as the Registrar to the Offer, the Bankers to the Offer, the bank handling refund business and SCSBs. The BRLM shall be responsible for ensuring that these agencies fulfill their functions and discharge this responsibility through suitable agreements with the Company.</p>	Kotak

Book Building Process

The Book Building Process, with reference to the Issue, refers to the process of collection of Bids on the basis of the RHP.

The Issue Price is finalised after the Bid Closing Date. The principal parties involved in the Book Building Process are:

- Our Company;
- The BRLM;
- The Syndicate Member which are intermediaries registered with SEBI or registered as brokers with BSE/NSE and eligible to act as Underwriters. The Syndicate Member are appointed by the BRLM;
- The Registrar to the Issue;
- The Escrow Collection Banks; and
- The SCSBs.

This is an Issue of less than 25% of the post-Issue share capital of our Company and is being made pursuant to Rule 19(2)(b) of the SCRR through the 100% Book Building Process wherein at least 60% of the Issue shall be allocated to QIBs on a proportionate basis. Provided that, our Company may, allocate up to 30% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price on a discretionary basis. If at least 60% of the Issue cannot be allocated to QIBs, then the entire application money will be refunded forthwith. Further, not less than 10% and 30% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and Retail Individual Bidders, respectively, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. For details of Bids by Anchor Investors and Mutual Funds, see the section titled “**Issue Procedure**” beginning on page 250 of this DRHP.

QIBs bidding in the QIB Portion (excluding the Anchor Investor Portion) cannot withdraw their Bid(s) after the Bid Closing Date. In addition, QIBs bidding in the QIB Portion (excluding the Anchor Investor Portion) are required to pay at least 10% of the Bid Amount upon submission of the Bid cum Application Form during the Bidding Period and allocation to such QIBs will be on a proportionate basis. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Period. In addition, Anchor Investors are required to pay at least 25% of the Bid Amount upon submission of the Bid cum Application Form and the remaining amount within two days of the Bid Closing Date. Allocation to the Anchor Investors will be on a discretionary basis. For further details, see the section titled “**Issue Structure**” beginning on page 243 of this DRHP.

Our Company shall comply with the ICDR Regulations and any other directions issued by SEBI in respect of this Issue. In this regard, our Company has appointed Kotak Mahindra Capital Company Limited, as the BRLM to manage the Issue and procure subscriptions to the Issue.

Illustration of Book Building and Price Discovery Process *(Investors should note that this example is solely for illustrative purposes and is not specific to the Issue)*

Bidders can bid at any price within the Price Band. For instance, assume a price band of Rs. 20 to Rs. 24 per equity share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book set forth below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, i.e., Rs. 22 in the above example. The issuer, in consultation with the BRLM will finalise the issue price at or below such cut-off price, i.e., at or below Rs. 22. All bids at or above this issue price are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding

1. Check eligibility for making a Bid. For further details see the section titled “*Issue Procedure - Who Can Bid*” beginning on page 251 of this DRHP.
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid-cum-Application Form and the ASBA Bid cum Application Form, as the case may be.
3. Except for Bids on behalf of the Central or State Government and the officials appointed by the courts, for Bids of all values ensure that you have mentioned your PAN allotted under the I.T. Act in the Bid cum Application Form or the ASBA Bid-cum-Application Form (see the section titled “*Issue Procedure – Other Instructions - Permanent Account Number or PAN*” beginning on page 266 of this DRHP).
4. Ensure that the Bid-cum-Application Form or the ASBA Bid-cum-Application Form is duly completed as per instructions given in this DRHP and in the Bid cum Application Form, or the ASBA Bid cum Application Form as applicable.
5. Ensure the correctness of your demographic details (as defined in the section titled “*Issue Procedure-Bidders Depository Account Details*” beginning on page 269 of this DRHP) given in the Bid cum Application Form or the ASBA Bid-cum-Application Form, as the case may be, with the details recorded with your Depository Participant.
6. Bids by QIBs (including Anchor Investors) will have to be submitted to the BRLM.
7. Bids by ASBA Bidders will have to be submitted to the Designated Branches of the SCSBs. ASBA Bidders should ensure that their bank accounts have adequate credit balance at the time of submission to the SCSB to ensure that the ASBA Bid cum Application Form is not rejected.

Withdrawal of the Issue

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue including at any time after the Bid Opening Date but before the Board meeting for Allotment. If our Company withdraws from the Issue, it shall issue a public notice that shall include reasons for such withdrawal, within two days of the closure of the Issue. The notice of withdrawal shall be issued in the same newspapers where the pre-Issue advertisements have appeared and our Company shall also promptly inform the Stock Exchanges. If our Company withdraws the Issue after the Bid Closing Date and thereafter determines that it will proceed with an initial public offering of its Equity Shares, it shall file a fresh draft red herring prospectus with the SEBI. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the Stock Exchanges and the RoC.

Bidding Programme

BID OPENS ON	 ● *
BID CLOSES ON	 ●

*The Anchor Investor Bidding Period shall be one date prior to the Bid Opening Date

Our Company is considering participation by Anchor Investors in terms of the ICDR Regulations. For details see the section titled “*Issue Procedure- Bids by Anchor Investor*” beginning on page 253 this DRHP.

Bids and any revision in Bids shall be accepted **only between 10 a.m. and 5 p.m.** (Indian Standard Time) during the Bidding Period as mentioned above at the bidding centers mentioned in the Bid cum Application Form or, in case of Bids submitted through ASBA, the Designated Branches of the SCSBs, **except that on the Bid Closing Date, Bids excluding ASBA Bids shall be accepted only between 10 a.m. and [●] p.m.** (Indian Standard Time) and uploaded until (i) 4.00 p.m. in case of Bids by QIB Bidders and Non-Institutional Bidders; and (ii) until 5.00 p.m. or until such time as permitted by the Stock Exchanges in case of Bids by Retail Individual Bidders where the Bid Amount is up to Rs. 100,000. Due to limitation of time available for uploading the Bids on the Bid Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid Closing Date and, in any case, no later than [●] p.m (Indian Standard Time) on the Bid Closing Date. Bidders are cautioned that in the event a large number of Bids are received on the Bid Closing Date, as is typically experienced in IPOs, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded will not be considered for allocation in the Issue. If such Bids are not uploaded, our Company, the BRLM and the Syndicate Member shall not be responsible. Bids will be accepted only on working days, i.e. Monday to Friday (excluding any public holiday). Bids by ASBA Bidders shall be uploaded by the SCSBs in the electronic system to be provided by the NSE and the BSE.

On the Bid Closing Date, extension of time will be granted by the Stock Exchanges only for uploading the Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to the closure of timings for acceptance of Bid cum Application Forms and ASBA Bid cum Application Forms as stated herein and reported by the BRLM to the Stock Exchanges.

In case of revision in the Price Band, the Bidding Period will be extended for three additional working Days after revision of the Price Band subject to the Bidding Period not exceeding 10 working days. Any revision in the Price Band and the revised Bidding Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLM and at the terminals of the members of the Syndicate.

Underwriting Agreement

After the determination of the Issue Price but prior to filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through this Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLM shall be responsible for bringing in the amount devolved in the event that the Syndicate Member does not fulfil its underwriting obligations. The underwriting shall be to the extent of the Bids uploaded by the Underwriters including through the Syndicate Member/Sub Syndicate. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before the filing of the Prospectus with the RoC)

Name and Address of the Underwriter	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rs. in Million)
Kotak Mahindra Capital Company Limited	[●]	[●]
[●]	[●]	[●]

The above mentioned amount is an indicative underwriting and this would be finalised after determination of the Issue Price and actual allocation.

In the opinion of the Board of Directors (based on the certificates given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. The Board of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among Underwriters may not necessarily be in proportion to their underwriting commitments. Notwithstanding the table above, the BRLM and the Syndicate Member shall be responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscriptions for/subscribe to Equity Shares to the extent of the defaulted amount.

CAPITAL STRUCTURE

Our share capital as of the date of this DRHP is set forth below:

		Aggregate Value at Face Value	Aggregate Value at Issue Price
A)	Authorised share capital		
	40,000,000 Equity Shares	200,000,000	
	Total	200,000,000	
B)	Issued, subscribed and paid up share capital before the Issue		
	25,000,000 Equity Shares	125,000,000	
C)	Present issue in terms of this DRHP*		
	Fresh issue of 4,500,000 Equity Shares	22,500,000	[●]
	<i>Of which</i>		
	QIB Portion of at least 2,700,000 Equity Shares, of which*	13,500,000	[●]
	Non Institutional Portion of not less than 450,000 Equity Shares *	2,250,000	[●]
	Retail Portion of not less than 1,350,000 Equity Shares *	6,750,000	[●]
D)	Issued, subscribed and paid up share capital after the Issue		
	29,500,000 Equity Shares	147,500,000	[●]
E)	Share premium account		
	Before the Issue	Nil	Nil
	After the Issue	[●]	[●]

* Available for allocation on a proportionate basis subject to valid bids being received at or above Issue Price

(a) The present Issue has been authorised by our Board of Directors and the shareholders of our Company pursuant to their resolution, both dated February 20, 2010 and February 22, 2010 respectively.

(b) Changes in the Authorised Share Capital

- Pursuant to a shareholders resolution dated July 18, 2007 the Authorised Share Capital was changed from Rs. 1,000,000/- (Rupees One Million Only) divided into 100,000 (One Hundred Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,000,000/- (Rupees Fifty Million Only) divided into 5,000,000 (Five Million) equity shares of Rs. 10/- (Rupees Ten Only) each.
- Pursuant to a shareholders resolution dated May 19, 2008 the Authorised Share Capital was changed from Rs. 50,000,000/- (Rupees Fifty Million Only) divided into 5,000,000 (Five Million) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 100,000,000/- (Rupees One Hundred Million Only) divided into 10,000,000 (Ten Million) equity shares of Rs. 10/- (Rupees Ten Only) each.
- Pursuant to a shareholders resolution dated November 3, 2009 the Authorised Share Capital was changed from Rs. 100,000,000/- (Rupees One Hundred Million Only) divided into 10,000,000 (Ten Million) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 200,000,000/- (Rupees Two Hundred Million Only) divided into 200,000,000 (Two Hundred Million) equity shares of Re. 1/- (Rupee One Only) each.
- Pursuant to a shareholders resolution dated January 22, 2010 the Authorised Share Capital was changed from Rs. 200,000,000/- (Rupees Two Hundred Million Only) divided into 200,000,000 (Two Hundred Million) equity shares of Re. 1/- (Rupee One Only) each to Rs. 200,000,000/- (Rupees Two Hundred Million Only) divided into 100,000,000 (One Hundred Million) equity shares of Rs. 2/- (Rupees Two Only) each.
- Pursuant to a shareholders resolution dated February 22, 2010 the Authorised Share Capital was changed from Rs. 200,000,000/- (Rupees Two Hundred Million Only) divided into 100,000,000 (One Hundred Million) equity

shares of Rs. 2/- (Rupee Two Only) each to Rs. 200,000,000/- (Rupees Two Hundred Million Only) divided into 40,000,000 (Forty Million) Equity Shares of Rs. 5/- (Rupees Five Only) each.

Notes to Capital Structure

1. Share Capital History of our Company

(a) The following is the history of the equity share capital of our Company since incorporation:

Date of allotment	No. of equity shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration (cash, bonus, other than cash)	Cumulative No. of equity shares	Nature of allotment	Cumulative equity share capital (Rs.)	Cumulative Share Premium (Rs.)
April 25, 2006	10,000	10	10	Cash	10,000	Subscription to Memorandum	100,000	NIL
September 11, 2007	50,000	10	10	Cash	60,000	Preferential Allotment	600,000	NIL
March 27, 2008	4,940,000	10	10	Cash	5,000,000	Preferential allotment	50,000,000	NIL
November 3, 2009*	50,000,000	1	NA	Split and Bonus in the ratio of 1:1	100,000,000	Split and Bonus Allotment	100,000,000	NIL
February 22, 2010**	5,000,000	5	NA	Consolidation and Bonus in the ratio of 1:4	25,000,000**	Consolidation and Bonus Allotment	125,000,000	NIL
Total	25,000,000**	5**			25,000,000**		125,000,000	NIL

*On November 3, 2009 all equity shares of face value Rs. 10/-each were split and divided into 10 equity shares of Re. 1/- each thereby increasing the total number of issued, subscribed and allotted equity shares from 5 million equity shares to 50 million equity shares. Further, on the allotment of the Bonus Shares the total issued, subscribed and allotted equity shares were 100 million.

On January 22, 2010, all equity shares of face value of Re.1/- each were consolidated into equity shares of Rs. 2/- each thereby decreasing the total number of issued, subscribed and allotted equity shares from 100 million Equity Shares to 50 million equity shares.

** On February 22, 2010, all equity shares of face value of Rs.2/- each were consolidated into Equity Shares of Rs. 5/- each thereby decreasing the total number of issued, subscribed and allotted Equity Shares from 50 million Equity Shares to 20 million Equity Shares. Further, on the allotment of the Bonus Shares the total issued, subscribed and allotted equity shares were 25 million.

(b) Preference share capital of our Company:

There are no preference shares in our Company.

(c) The following is the history of issue of bonus shares by our Company.

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (Rs.)	Persons to whom Equity Shares Allotted
November 3, 2009	50,000,000	1	All existing shareholders of our Company as of November 3, 2009
February 22, 2010	5,000,000	5	All existing shareholders of our Company as of February 22, 2010

Other than the equity shares issued as bonus equity shares, as mentioned above, none of our equity shares have been issued for consideration other than cash.

2. Issue of Equity Shares in the last one year at a price lower than the Issue Price

Other than the allotment mentioned in table 1(c)) above no other issue of Equity Shares were made less than the issue price.

3. Promoter's contribution and lock-in

All Equity Shares which are being locked in for three years are eligible for computation of the Promoter's contribution and lock-in under Regulation 33 of the ICDR Regulations. Further, pursuant to Regulation 37 of the ICDR Regulations, the entire pre-Issue capital, other than that locked in as minimum Promoters' contribution, shall be locked in for a period of one year from the date of Allotment of Equity Shares in the Issue.

(a) Details of the build up of shareholding of Bajaj Consumer Care Ltd. in our Company:

Date of transfer/allotment	No. of equity shares	Nature of Consideration (Rs.) (cash, bonus, other than Cash)	Reasons for acquisition	Face Value (Rs.)	Acquisition price (Rs. Per equity share)	Cumulative No. of equity shares
September 11, 2007	10,000	100,000	Transfer from Mr. Rajiv Gandhi and Mr. Sunil Kumar Avasthi	10	10	10,000
September 11, 2007	49,993	499,930	Preferential Allotment	10	10	59,993
March 27, 2008	4,940,000	49,400,000	Preferential Allotment	10	10	4,999,993
November 3, 2009	49,999,930*	Bonus	Bonus Issue	1	NA	99,999,860**
February 22, 2010	4,999,993***	Bonus	Bonus Issue	5	NA	24,999,965***

* On November 3, 2009 all Equity Shares of face value Rs. 10/-each were split and divided into 10 equity shares of Re. 1/- each thereby increasing the total number of issued, subscribed and allotted Equity Shares from 5 million Equity Shares to 50 million Equity Shares. Further, on the allotment of the Bonus Shares the total issued, subscribed and allotted Equity Shares were 100 million.

** On January 22, 2010, Equity Shares of face value of Re.1/- each were consolidated into Equity Shares of Rs. 2/- each thereby decreasing the total number of issued, subscribed and allotted Equity Shares from 100 million Equity Shares to 50 million Equity Shares.

*** On February 22, 2010, all equity shares of face value of Rs.2/- each were consolidated into Equity Shares of Rs. 5/- each thereby decreasing the total number of issued, subscribed and allotted Equity Shares from 50 million Equity Shares to 20 million Equity Shares. Further, on the allotment of the Bonus Shares the total issued, subscribed and allotted equity shares were 25 million.

(b) Details of the Promoter's Contribution and Lock-in

Pursuant to Regulation 36 of the ICDR Regulations, an aggregate of 20% of our post Issue capital held by our Promoters shall be locked-in for a period of three years from the date of Allotment in the Issue. The details of such lock-in are given below.

The Equity Shares of our coporate Promoter, BCCL which are being locked in from the date of Allotment for a period of 3 years are as follows:

Date of transfer/allotment	Nature of allotment	Nature of Consideration (Cash, Bonus other than cash)	Number of Equity Shares *	Face Value (Rs.)	Acquisition Price (Rs. per Equity Share)	Equivalent number of share (face value of Rs 5)	% of post-Issue paid-up capital
March 27, 2008*	Preferential Allotment	Cash	2,995,000	10	10	5,990,000	20.31

** On November 3, 2009 all Equity Shares of face value Rs. 10/-each were split and divided into 10 equity shares of Re. 1/- each. On January 22, 2010, Equity Shares of face value of Re.1/- each were consolidated into Equity Shares of Rs. 2/- each . On February 22, 2010, all equity shares of face value of Rs.2/- each were consolidated into Equity Shares of Rs. 5/- each*

The Equity Shares of our corporate Promoter, BCCL which are being locked in from the date of Allotment for a period of 1 year are as follows:

Date of transfer/ allotment	Nature of allotment	Nature of Consideration (Cash, Bonus other than cash)	Number of Equity Shares *	Face Value (Rs.)	Acquisition Price (Rs. per Equity Share)	Equivalent number of share (face value of Rs 5)
September 11, 2007	Transfer	Cash	10,000	10	10	20,000
September 11, 2007	Preferential Allotment	Cash	49,993	10	10	99,986
March 27, 2008*	Preferential Allotment	Cash	1,945,000	10	10	3,890,000
November 3, 2009*	Bonus	Bonus	49,999,930	1	NA	9,999,986
February 22, 2010	Bonus	Bonus	4,999,993	5	NA	4,999,993

** On November 3, 2009 all Equity Shares of face value Rs. 10/-each were split and divided into 10 equity shares of Re. 1/- each. On January 22, 2010, Equity Shares of face value of Re.1/- each were consolidated into Equity Shares of Rs. 2/- each . On February 22, 2010, all equity shares of face value of Rs.2/- each were consolidated into Equity Shares of Rs. 5/- each*

The Promoters' contribution has been brought in to the extent of not less than the specified minimum lot as specified in accordance with the ICDR Regulations and from the persons defined as the Promoters.

The Equity Shares that are being locked-in are not ineligible for computation of minimum Promoters' contribution under Regulation 33 of the ICDR Regulations. In this respect, our Company confirms that the Equity Shares being locked in do not consist of:

- i. Equity Shares acquired during the preceding three years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets or (b) arising from bonus issue by utilization of revaluation reserves or unrealized profits of our Company or from a bonus issue against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
- ii. Equity Shares acquired by the Promoters during the one year preceding the date of the DRHP, at a price lower than the price at which Equity Shares are being offered to the public in the Issue; and
- iii. Equity Shares issued to the Promoters upon conversion of a partnership firm.

(c) Details of share capital locked-in for one year

In addition to the lock-in of the Promoters' contribution specified above, the entire pre-Issue issued equity share capital of our Company will be locked-in for a period of one year from the date of Allotment. The total number of Equity Shares, which are locked-in for such one year period, are 19,010,000 Equity Shares.

(d) Other requirements in respect of lock-in

Pursuant to Regulation 39 of the ICDR Regulations, locked-in Equity Shares held by the Promoters can be pledged with any scheduled commercial bank or public financial institutions as collateral security for loans granted by such scheduled commercial bank or public financial institutions, provided that (i) the pledge of shares is one of the terms of sanction of the loan, and (ii) if the shares are locked in as Promoter's contribution for three years pursuant to Regulation 36(a) of the ICDR Regulations, such shares may be pledged, only if, in addition to fulfilling the requirements of paragraph (i), the loan has been granted by the banks or financial institutions for the purpose of financing one or more of the objects of the Issue.

Further, pursuant to Regulation 40 of the ICDR Regulations, Equity Shares held by shareholders other than the Promoters may be transferred to any other person holding Equity Shares which are locked-in in accordance with

Regulation 37 of the ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended, (the “Takeover Code”), as applicable.

Pursuant to Regulation 40 of the ICDR Regulations, Equity Shares held by the Promoters, which are locked-in in accordance with Regulation 36 of the ICDR Regulations, may be transferred to and among the Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code, as applicable.

4. Shareholding Pattern of our Company

The table below presents our Equity shareholding pattern before the proposed Issue and as adjusted for the Issue.

Category Code	Category of Shareholder	Number of Shareholder s/ Folios	(Before the Issue)		(After the Issue)		Number of Equity Shares held in dematerialized form	Shares Pledged or otherwise encumbered	
			Total Number of Equity Shares	As a percent age of (A+B+ C)	Total Number of Equity Shares	As a percent age of (A+B+C)		No. of Shares	As % of total no. of Equity Shares
	Shareholding of Promoter and Promoter Group								
A	Promoter								
	Bajaj Consumer Care Limited	1	24,999,965	100.00	24,999,965	84.75	0	0	0
B	Promoter Group	0	0	0	0	0	0	0	0
C	Total Shareholding of Promoter and Promoter Group (C= A+B)	1	24,999,965	100.00	24,999,965	84.75	0	0	0
(D)	Public shareholding*	7	35	0.00	35	0	0	0	0
(E)	PUBLIC IN THE ISSUE	[•]	0	0	4,500,000	15.25	NA	0	0
	GRAND TOTAL (C)+(D) + (E)	[•]	25,000,000	100.00	29,500,000	100.00	0	0	0

* Our corporate promoter BCCL is the beneficial owner of the Equity Shares

As of the date of this DRHP, except our corporate Promoter, BCCL, none of our Promoter Group entities hold any of our Equity Shares. As of the date of this DRHP, the BRLM, their associates, Directors and key managerial personnel do not hold any of our Equity Shares.

5. The list of our top 10 shareholders and the number of our Equity Shares held by them is as under:

(a) Our top 10 shareholders as of the date of this DRHP are as follows:

S. No.	Shareholder	No. of Equity Shares (of Rs 5 each)	Percentage of shareholding
1	Bajaj Consumer Care Ltd.	24,999,965	100.00%
2	Mr. Rajiv Gandhi*	5	0.00%
3	Mr. Prashant Angane*	5	0.00%
4	Mr. Balkishan Mucchal*	5	0.00%
5	Mr. Ravikant Sharma*	5	0.00%
6	Mr. Rohit Raut*	5	0.00%
7	Mr. Himanshu Shah*	5	0.00%
8	Mr. Achath Mohanan*	5	0.00%
	Total	25,000,000	100.00%

* Our corporate promoter BCCL is the beneficial owner of the Equity Shares

(b) Our top 10 shareholders 10 days prior to the filing of this DRHP, i.e. on February 16, 2010 are as follows:

S. No.	Shareholder	No. of Equity Shares (of Rs 2 each)	Percentage of shareholding
1	Bajaj Consumer Care Ltd.	49,999,930	100.00%
2	Mr. Rajiv Gandhi*	10	0.00%
3	Mr. Prashant Angane*	10	0.00%
4	Mr. Balkishan Mucchal*	10	0.00%
5	Mr. Ravikant Sharma*	10	0.00%
6	Mr. Rohit Raut*	10	0.00%
7	Mr. Himanshu Shah*	10	0.00%
8	Mr. Achath Mohanan*	10	0.00%
	Total	50,000,000	100.00%

* Our corporate promoter BCCL is the beneficial owner of the Equity Shares

(c) Our shareholders as of two years prior to the date of filing of this DRHP i.e. on February 26, 2008 were as follows:

S. No.	Shareholder	No. of equity shares (of Rs. 10 each)	Percentage of shareholding (%)
1.	Bajaj Consumer Care Ltd.	59,993	100.00%
2.	Mr. Dinesh Agarwal*	1	0.00%
3.	Mr. Sushil Kumar Verdia*	1	0.00%
4.	Mr. Komal Agarwal*	1	0.00%
5.	Mr. Anil Kumar Dadheech*	1	0.00%
6.	Mr. Deepak Kumar Hinger*	1	0.00%
7.	Mr. Purshottam Dadheech*	1	0.00%
8.	Mr. Ravindra Kumar Dangi*	1	0.00%
	Total	60,000	100.00%

* Our corporate promoter BCCL is the beneficial owner of the Equity Shares

6. Our Company, our Promoter, our Directors, and the BRLM have not entered into any buy-back and/or standby arrangements for the purchase of our Equity Shares from any person.
7. None of our Promoter, Promoter Group, Directors, directors of our Promoter, nor their immediate relatives have purchased or sold any securities of our Company or financed the purchase of our Equity Shares by any other person, within the six months preceding the date of filing of this DRHP with SEBI.
8. None of our Directors or Key Managerial Personnel hold Equity Shares in our Company as on the date of this DRHP.
9. A Bidder cannot make a Bid for more than the number of our Equity Shares offered through the Issue, and subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
10. We have not raised any bridge loan against the proceeds of the Issue.
11. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum bid lot while finalizing the basis of Allotment.
12. There would be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this DRHP to SEBI until the Equity Shares issued/ to be issued pursuant to the Issue have been listed.
13. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into our Equity Shares.
14. We presently do not intend or propose to alter our capital structure for a period of six months from the Bid Opening Date, by way of split or consolidation of the denomination of our Equity Shares or further issue of our Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for our Equity Shares) whether on

a preferential basis or by way of issue of bonus or rights or further public issue of specified securities or qualified institutional placements or otherwise.

- 15.** We have not issued any of our Equity Shares out of revaluation reserves.
- 16.** There shall be only one denomination of our Equity Shares, unless otherwise permitted by law. We shall comply with such disclosure and accounting norms as may be specified by the SEBI from time to time.
- 17.** As of the date of filing of this DRHP, our Company has eight shareholders.
- 18.** There are no partly paid up Equity Shares in our Company. All our Equity Shares will be fully paid up at the time of Allotment.
- 19.** Undersubscription, if any in the retail or non- institutional portion would be met will spill over from other categories or combination of categories at our discretion in consultation with the BRLM.
- 20.** The Equity Shares held by the Promoters are not subject to any pledge.
- 21.** Our Promoters and Group Companies will not participate in this Issue.
- 22.** Our Company, Directors, Promoter or Promoter Group shall not make any payments either directly or indirectly, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this DRHP.
- 23.** Our Company does not have any Employee Stock Option Plan.

OBJECTS OF THE ISSUE

Our Company intends to utilise the Issue Proceeds for the following objects:

- (i). Promote our future products;
- (ii). Acquisitions and other strategic initiatives; and
- (iii). General Corporate Purposes.

The gross proceeds of the Issue are Rs. [●] million. The details of the Net Proceeds of the Issue are summarized in the table below:

The details of the proceeds of the Issue are summarised in the table below:

Particulars	Amount (In Rs. million)
Proceeds from the Issue	[●]
Issue related expenses	[●]
Net Proceeds*	[●]

**To be finalised upon completion of the Issue.*

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable our Company to undertake its existing activities and the activities for which funds are being raised by our Company through this Issue.

The fund requirements and the intended use of the proceeds as described herein are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by any bank or financial institution. We may have to revise our expenditure and fund requirements as a result of variations in cost estimates on account of variety of factors such as changes in product mix, and external factors such which may not be within the control of our management and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management. In case of any surplus after utilization of the proceeds from the Issue for the stated objects, we may use such surplus towards general corporate purposes. In the event of a shortfall in raising the requisite capital from the proceeds of the Issue towards meeting the objects of the Issue, the extent of the shortfall will be met by way of such means available to our Company, including by way of incremental debt or cash available with us.

Utilisation of the proceeds of the Issue

1. The following table summarises the intended use of the proceeds of the Issue:

(In Rs. in million)

Sr. No.	Expenditure Items	Total Estimated Expenditure
1.	Promote our future products	2200
2.	Acquisitions and other strategic initiatives	500
3.	General Corporate Purposes	[●]
	Total	[●]

In case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue.

2. The following table details the schedule of utilisation of the proceeds of the Issue:

(In Rs. Millions)

Sr. No.	Particulars	Estimated schedule of deployment of proceeds of the Issue			
		Fiscal 2011	Fiscal 2012	Fiscal 2013	Total
1.	Promote our future products	607	713	880	2200
2.	Acquisitions and other strategic initiatives	NA	NA	NA	500
3.	General Corporate Purposes	[●]	[●]	[●]	[●]
	Total	[●]	[●]	[●]	[●]

Details of the Objects

1. Promote our future products

We believe that the key constituents for any FMCG product to succeed in the market are (a) good product, (b) efficient marketing and promotion of the brand and (c) robust distribution network. We believe we have been able to transform Bajaj Almond Drops Hair Oil into a successful brand in the light hair oil segment where it is currently among the top 3 (three) hair oil brands in the country. We intend to leverage the success of Bajaj Almond Drops Hair Oil brand by launching products in the personal care segment and propose to use the brand equity created by Bajaj Almond Drops Hair Oil while launching other products that are related to personal care. We propose to use the consumer insight that we have acquired over the years in the hair oil segment in our proposed forays. We intend to utilise for all our future products the synergies in sales, distribution and marketing departments that is in existence today.

We propose to launch 4 (four) products in the personal care segment. The outlay of the planned expenditure proposed to be incurred in relation to such product launches has been encapsulated below. The expenditure associated with promotion of a product typically includes outdoor advertisement; print media advertisement; television advertisement, event sponsorships etc.

In fiscal 2009, we spent Rs. 179.71 million on advertising and brand building. The break up of our proposed utilization of funds in relation to the proposed product launches is as under:

Product 1

(In Rs. Millions)

Purpose	Expected Expenditure (2011-13)	Estimated expenditure for Fiscal 2011	Estimated expenditure for Fiscal 2012	Estimated expenditure for 2013
Outdoor	30.00	10.00	10.00	10.00
Television Advertisements	423.40	128.40	140.70	154.30
Event Sponsorships	18.50	1.00	10.00	7.50
Extraordinary items (gifts etc)	317.20	52.10	99.80	165.30
Total	698.50	191.50	260.50	337.10

* Based on management estimates

Product 2

(In Rs. Millions)

Purpose	Expected Expenditure (2011-13)	Estimated expenditure for 2011	Estimated expenditure for 2012	Estimated expenditure for 2013
Outdoor	8.00	4.00	2.00	2.00
Television Advertisements	287.15	88.75	92.60	105.80
Event Sponsorships	1.00	1.00		
Extraordinary items (gifts etc)	102.80	24.50	31.70	46.60
Total	398.95	118.25	126.30	154.40

* Based on management estimates

Product 3

(In Rs. Millions)

Purpose	Expected Expenditure (2011-13)	Estimated expenditure for 2011	Estimated expenditure for 2012	Estimated expenditure for 2013
Outdoor	8.00	4.00	2.00	2.00
Television Advertisements	411.00	127.10	133.80	150.10
Event Sponsorships	1.00	1.00		
Extraordinary items (gifts etc)	35.25	10.25	11.20	13.80
Total	454.95	142.35	147.00	165.90

* Based on management estimates

Product 4

(In Rs. Millions)

Purpose	Expected Expenditure (2011-13)	Estimated expenditure for 2011	Estimated expenditure for 2012	Estimated expenditure for 2013
Outdoor	15.00	5.00	5.00	5.00
Television Advertisements	374.00	115.00	121.00	138.00
Event Sponsorships	16.00	6.00	5.00	5.00
Extraordinary items (gifts etc)	151.90	29.30	48.50	74.10
Total	556.90	155.30	179.50	222.10

* Based on management estimates

We undertake sales and marketing activities to promote our brands on a continuous basis for all our products. These activities are integral to maintaining and enhancing brand visibility and market shares for our products. We intend to invest a substantial portion of the sales and marketing expenditure for the launch and sustained visibility of four new products in the personal care. The objective of these launches will be to leverage our sales & marketing strengths to grow in terms of turnover as well as profitability of our Company. Our marketing efforts include brand-building activities through mass communications using various media including television, press, outdoor, sponsorship of event and various incentives to our channel partners.

2. Acquisitions and other strategic initiatives

We are a FMCG company, focused on various consumer care products. We seek to further enhance our position in the FMCG segment, in pursuit of which we continuously evaluate inorganic opportunities. The evaluation is done by taking into account the following factors.

- For foray into certain geographies/access newer markets with potential to enhance our national footprint
- To consolidate sourcing of raw material for cost savings
- Augment product offerings

We will enter into non-binding letters of intent or memorandum of understanding once the potential target has been identified, evaluate risks associated with such an acquisition and then either enter into a binding definitive agreement with the target company or terminate the non-binding letter of intent or the memorandum of understanding as the case may be. We shall ensure that such acquisitions and strategic initiatives will be in accordance to applicable law as may be amended from time to time. As of the date of this DRHP, we have not appointed any financial advisor nor have we entered into any definitive agreement for any acquisition, investment or joint venture in any company, nor have we made any payment as an advance for any such acquisition, investment or joint venture in any company

We continuously monitor the environment to identify strategic opportunities that would be suitable and would compliment our current business. We intend to utilise the entire amount out of the net proceeds earmarked under this head for the Fiscal years 2011 to Fiscal 2013.

At present, we have not identified the product/company which we propose to acquire, the proposed deployment of funds from Fiscal 2011 to Fiscal 2014 may vary from year to year. However, we anticipate that the entire amount would be utilised for acquisition products/company/companies by Fiscal 2014. The process of acquisition is a time consuming process which requires exhaustive set of diligence procedures amongst other factors. In the event we are unable to utilise the funds earmarked towards acquisition by the end of Fiscal 2013, we may, with the approval of our Board and our Shareholders, utilise the earmarked funds in accordance with the policies of our Board for the benefit of our Company.

We undertake that the product/companies/company proposed to be acquired from the proceeds of the Issue shall not be acquired from our Promoter, Group Companies, affiliates or any other related parties.

3. General Corporate Purposes

The proceeds of the Issue will be first utilised towards the aforesaid items and the balance is proposed to be utilised for general corporate purposes, In accordance with the policies set up by our Board, will have flexibility in applying the remaining Net Proceeds of this Issue, for strategic initiatives and acquisitions, brand building exercises and

strengthening of our marketing capabilities amongst other things subject to compliance with the necessary provisions of the Companies Act.

Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirements and deployment of funds may also change. This may also include rescheduling the proposed utilisation of proceeds of the Issue and increasing or decreasing expenditure for a particular object vis-à-vis the utilisation of proceeds of the Issue. In case of a shortfall in the proceeds of the Issue, our management may also explore a range of options including utilising our internal accruals or seeking debt from future lenders. Our management expects that such alternate arrangements would be available to fund any such shortfall. Our management, in accordance with the policies of our Board, will have flexibility in utilising the proceeds for the purposes mentioned above and earmarked for general corporate purposes.

4. Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this DRHP.

5. Interim use of proceeds of the Issue

Our Company, in accordance with the policies formulated by its Board from time to time, will have flexibility in deploying the proceeds received from the Issue. The particular composition, timing and schedule of deployment of the proceeds of the Issue will be determined by our Company based on the development of the projects. Pending utilization of the proceeds out of the Issue for the purposes described above, our Company intends to temporarily invest the funds in interest bearing liquid instruments including deposits with banks and investments in money market mutual funds and other financial products and investment grade interest bearing securities as may be approved by the Board.

6. Issue Expenses

The Issue related expenses consist of underwriting fees, selling commission, fees payable to the BRLM, legal counsels, Bankers to the Issue, Escrow Bankers and Registrar to the Issue, IPO grading, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing our Equity Shares on the Stock Exchanges. We intend to use about Rs. [●] million towards these expenses for the Issue. All expenses with respect to the Issue will be borne out of Issue proceeds. The break-up for the Issue expenses is as follows:

Activity	Expenses* (In Rs. million)	Percentage of the Issue Expenses*	Percentage of the Issue size*
Lead management fees	[●]	[●]	[●]
Underwriting, brokerage and selling commission (including commission to SCSBs for ASBA Applications)	[●]	[●]	[●]
Registrar's fees	[●]	[●]	[●]
Advertising and marketing	[●]	[●]	[●]
Printing and distribution	[●]	[●]	[●]
Bankers to the Issue	[●]	[●]	[●]
Others (SEBI filing fees, bidding software expenses, depository charges, listing fees, fees paid to the IPO Grading agency etc.)	[●]	[●]	[●]
Total estimated Issue expenses*	[●]	[●]	[●]

*Will be incorporated after finalisation of the Issue Price.

7. Monitoring of utilisation of funds

Our Board shall monitor the utilization of the proceeds of the Issue. Our Company will disclose the utilization of the proceeds of the Issue under a separate head along with details, if any in relation to all such proceeds of the Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Issue in our Balance Sheet for the relevant Financial Years commencing from Fiscal 2011.

Pursuant to clause 49 of the Listing Agreement, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this RHP and Prospectus and place it before the

Audit Committee. Such disclosure shall be made only until such time that all the proceeds of the Issue have been utilised in full. The statement shall be certified by the statutory auditors of our Company. Furthermore, in accordance with clause 43A of the Listing Agreement, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations if any, in the utilisation of the process of the Issue from the objects of the Issue as stated above. This information will also be published newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

No part of the Issue proceeds will be paid by our Company as consideration to our Promoter, our Directors, our Company's key management personnel or the Group Companies, except in the ordinary course of business. Provided however that the Issue Proceeds will only be used for the FMCG business of our Company and for no other purpose.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our offered Equity Shares by the Book Building Process. The face value of our Equity Shares is Rs. 5 each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should review the entire DRHP, including the sections “Risk Factors”, “Industry Overview”, “Our Business” and “Financial Information” beginning on pages ix, 37, 45 and 96, respectively, of this DRHP to get a more informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for computing the price are:

- Experienced management with project execution skills and substantial experience in the FMCG sector;
- Our factories are strategically located;
- Procurement expertise and relationships to support entry into the Indian FMCG sector;

For detailed discussion on the qualitative factors, which form the basis for computing the price, please see the sections titled, “*Our Business*” and “*Risk Factors*” beginning on pages 45 and ix, of this DRHP respectively.

Quantitative Factors

Information presented in this section is derived from our Company’s audited standalone restated financial statements for the financial years ended 2007, 2008 and 2009, prepared in accordance with Indian GAAP and the SEBI ICDR Regulations. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Earnings Per Share (“EPS”) (Standalone)

Particulars	Earning Per Share (Face Value Rs. 5 per Equity Share)		
	Basic (Rs.)		Weight
March 31, 2007	0.00		1
March 31, 2008	(0.04)		2
March 31, 2009	18.80		3
Weighted Average	9.38		

Notes:

- (i) Post the adoption of financials for the period ended December 31, 2009 by the Board of Directors of our Company there was consolidation of face value of share and bonus issue. On January 22, 2010 our Company consolidated the face value of equity shares from Re.1 each to equity shares of Rs.2 each. On February 22, 2010, our Company further consolidated the face value of equity shares from Rs. 2 each to Equity Share of the face value of Rs. 5 each and issued bonus shares in the ratio of 1 Equity Share of the face value of Rs. 5 each for every 4 Equity Shares held.
- (ii) Earning per share calculations are done in accordance with Accounting Standard 20 ‘Earning per Share’ issued by the institute of Chartered Accountants of India.
- (iii) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year/period adjusted by the number of equity shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as proportion of total number of days

2. Price/Earning (P/E) ratio in relation to the Price Band on an Standalone Basis

Particulars	P/E at the lower end of Price band (no. of times)	P/E at the higher end of Price band (no. of times)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]

P/E ratio for the Industry is as follows:

Industry P/E	
Highest	38.1
Lowest	16.8
Industry Composite	28.3

Source: "Capital Market" Vol.XXIV/26 dated February 22, 2010 – March 07, 2010.

3. Average Return on Net Worth ("RONW")

(a) As per restated Financial Statements (Standalone):

Particulars	RONW %	Weight
March 31, 2007	-28.66%	1
March 31, 2008	-1.30%	2
March 31, 2009	91.11%	3
Weighted Average	40.34%	

Note:- RONW has been computed by dividing Profit after Tax by Networth.

4. Minimum RONW required for maintaining pre-Issue EPS is [●].

5. Net Asset Value per Equity Share

(i) Net Asset Value per Equity Share as of Dec 31, 2009 is Rs.10.45

(ii) After the Issue: [●]

(iii) Issue Price: Rs. [●]

Issue Price per Equity Share will be determined on conclusion of Book Building Process.

6. Comparison of Accounting Ratios with Industry Peers

Sr. No.	Name of the company	Face Value (Rs. per Share)	EPS (Rs.)	P/E Ratio	RoNW (%)	NAV (Rs.)
	Bajaj Corp**	5	22.6	[●]	216.23%	10.45
	Peer Group*					
1.	Colgate Palmolive	1	18.5	25.4	-	15.9
2.	Dabur India	1	3.8	38.1	59.0	8.5
3.	Emami	2	10.9	36.0	29.8	80.5
4.	Jyothy Laboratories	1	6.9	16.8	15.7	48.5
5.	Marico	1	2.8	28.3	54.3	6.0
6.	Godrej Consumer	1	4.7	32.4	47.0	17.6
7.	Hindustan Unilever	1	8.0	23.7	-	9.3
8.	ITC	1	7.9	24.7	25.4	36.0
9.	Procter & Gamble	10	51.7	29.7	45.5	135.6

**Source: "Capital Market" Vol.XXIV/26 dated February 22, 2010 – March 07, 2010.*

*** As of December 31, 2009 adjusted for share split, consolidation and bonus*

STATEMENT OF TAX BENEFITS

To,

Board of Directors,
Bajaj Corp Limited
2nd Floor, Building No.2,
Solitaire Corporate Park,
167, Guru Hargobind Marg,
Chakala, Andheri (E)
Mumbai-400093

Dear Sirs,

Statement of Possible Tax Benefits available to the Company and its shareholders

We hereby report that the enclosed statement states the possible tax benefits available to the Company under the Income-tax Act, 1961 and Indirect tax laws, presently in force in India and to the shareholders of the Company under the Income-tax Act, 1961 and the Wealth Tax Act, 1957, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions.

The benefits discussed in the enclosed statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice.

In view of the nature of tax consequences, being based on all the facts, in totality, of the investors, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences.

We do not express any opinion or provide any assurance as to whether:

- i. the Company or its shareholders will continue to obtain these benefits in future; or
- ii. the conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

For R. S. Dani & Company
Chartered Accountants

C P Kothari
Partner
Membership No.: 72229

Place:

Date:

ANNEXURE TO STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

A. Special Income Tax Benefits available to the Company under Income-tax Act, 1961 ('IT Act')

1. Deduction under section 80-IC of the IT Act

As per the provisions of Section 80-IC of the IT Act, the profits and gains derived by the company from manufacturing units (industrial undertakings) in the backward districts as notified by the Central Government, are eligible for deduction.

B. General tax benefits to the company under Income-tax Act, 1961 ('IT Act')

1. Under Section 32 of the IT Act, the Company is entitled to claim depreciation allowance at the prescribed rates on all its tangible and intangible assets acquired and put to use for its business.
2. Under Section 10(34) of the IT Act, dividend income as referred in Section 115O of the IT Act (whether interim or final) received by the Company from any other domestic company (in which the company has invested) is exempt from tax in the hands of the Company.
3. The income received by the Company from distribution made by any mutual fund specified under Section 10(23D) of the IT Act or from the Administrator of the specified undertaking or from the specified companies referred to in Section 10(35) of the IT Act is exempt from tax in the hands of the Company under Section 10(35) of the IT Act.
4. Under Section 10(38) of the IT Act, the Long-term Capital Gains arising on transfer of equity shares in any other company or units of equity oriented funds, which are chargeable to Securities Transaction Tax ('STT'), are exempt from tax in the hands of the company. As per the provisions of Section 112(1)(b) of the IT Act, other Long-term Capital Gains arising to the Company are subject to tax at the rate of 20% (plus applicable surcharge and cess). However, as per the Proviso to that section, the long term capital gains resulting from transfer of listed securities or units or zero coupon bonds [not covered by Section 10(36) and 10(38) of the IT Act], are subject to tax at the rate of 20% on long-term capital gains worked out after considering indexation benefit (plus applicable surcharge and cess), which would be restricted to 10% of Long-term capital gains worked out without considering indexation benefit (plus applicable surcharge and cess).
5. As per the provisions of Section 111A of the IT Act, Short-term Capital Gains arising to the Company from transfer of Equity Shares in any other company or from sale of units of any equity oriented fund defined in Section 10(38) of the IT Act, are subject to tax @ 15% (plus applicable surcharge and cess), if such a transaction is subjected to Securities Transaction Tax.
6. In accordance with and subject to the conditions specified in Section 54EC of the IT Act, the Company would be entitled to exemption from tax on Long-term Capital Gain [not covered by Section 10(36) and Section 10 (38) of the IT Act] if such capital gain is invested in any of the long-term specified assets (hereinafter referred to as the "new asset") to the extent and in the manner prescribed in the said section. Currently, the limit for investment in long term specified asset is Rs. 50 lakhs. If the new asset is transferred or converted into money at any time within a period of three years from the date of its acquisition, the amount of capital gains for which exemption is availed earlier would become chargeable to tax as long term capital gains in the year in which such new asset is transferred or converted into money.

C. Benefits to the Shareholders of the Company under Income-tax Act, 1961 ('IT Act')

I. Resident Shareholders

1. Under Section 10(34) of the IT Act, dividend referred to in Section 115O of the IT Act (whether interim or final) received from a domestic company is exempt from tax in the hands of the resident shareholders of the Company.
2. Under Section 10(38) of the IT Act, the Long-term Capital Gain arising on transfer of equity shares in any company or units of equity oriented fund, which are chargeable to Securities Transaction Tax, are exempt from tax in the hands of the resident shareholders.

3. As per the provisions of Section 112(1)(a) of the IT Act, other Long-term Capital Gains arising to the resident shareholders are subject to tax at the rate of 20% (plus applicable surcharge and cess). However, as per Proviso to that section, the long-term capital gains resulting from transfer of listed securities or units or zero coupon bonds [not covered by Section 10(36) and 10(38) of the IT Act], are subject to tax at the rate of 20% on long term capital gains after considering the indexation benefit (plus applicable surcharge and cess), which would be restricted to 10% of long term capital gains without considering the indexation benefit (plus applicable surcharge and cess).
4. As per the provisions of Section 111A of the IT Act, Short-term Capital Gains arising to the resident shareholders from the transfer of Equity Shares in a company or units of equity oriented fund defined in Section 10 (38) of the act, are subject to tax @ 15% (plus applicable surcharge and cess) if such a transaction is subjected to Securities Transaction Tax.
5. In accordance with and subject to the conditions specified in Section 54EC of the IT Act, the resident shareholders would be entitled to exemption from tax on Long-term Capital Gains [not covered by Section 10(36) and Section 10 (38) of the IT Act], if such capital gains are invested in any of the long-term specified assets (hereinafter referred to as the “new asset”) to the extent and in the manner prescribed in the said section. Currently, the limit for investment in long term specified asset is Rs. 50 lakhs. If only a part of the capital gains is so invested, the exemption would be limited to the amount of the capital gains so invested. If the new asset is transferred or converted into money at any time within a period of three years from the date of its acquisition, the amount of capital gains for which exemption is availed earlier would become chargeable to tax as long term capital gains in the year in which such new asset is transferred or converted into money.
6. In case of a shareholder being an individual or a Hindu Undivided Family, in accordance with and subject to the conditions and to the extent provided in Section 54F of the IT Act, the shareholder is entitled to exemption from Long-term Capital Gains arising from the transfer of any long term capital asset, [not covered by Sections 10 (36) and 10 (38) of the IT Act], if the net consideration is invested for purchase or construction of a residential house. If part of the net consideration is invested within the prescribed period in a residential house, such gains would not be chargeable to tax on a proportionate basis. If, however, such new residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains for which the exemption was availed earlier would be taxed as long-term capital gains of the year in which such residential house is transferred.

II. Mutual Funds

1. In case of a shareholder being a Mutual fund, as per the provisions of Section 10(23D) of the IT Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made thereunder, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India are exempt from income-tax, subject to the conditions notified by Central Government in this regard.

III. Non-Resident / Non-Resident Indian Member

1. Dividend (both interim and final) income, if any, received by the non resident/nonresident Indian shareholders from the domestic company shall be exempt under Section 10(34) read with Section 115-O of the IT Act.
2. Benefits outlined in Paragraph C(I) above are also available to a non-resident/nonresident Indian shareholder except that under first proviso to Section 48 of the IT Act, the capital gains arising on transfer of capital assets being shares of an Indian Company need to be computed by converting the cost of acquisition, expenditure in connection with such transfer and full value of the consideration received or accruing as a result of the transfer into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated. Further, the benefit of indexation is not available to non-resident shareholders.
3. As per Section 90(2) of the IT Act, the provisions of the IT Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the nonresident/ non-resident Indian shareholder. Thus, a nonresident/non-resident Indian shareholder can opt to be governed by the beneficial provisions of an applicable tax treaty.

4. Capital gains tax - Options available to a non-resident Indian under the IT Act: Non- resident Indian: As per Section 115-C(e) of the IT Act, a 'non-resident Indian' means an individual, being a citizen of India or a person of Indian origin who is not a 'resident'. As per the Explanation to the said clause, a person shall be deemed to be of Indian origin if he, or either of his parents or any of his grandparents, was born in undivided India.
5. Nonresident Indians [as defined in Section 115C(e) of the IT Act], being shareholders of an Indian company, have the option of being governed by the provisions of Chapter XII-A of the IT Act, which, is reads as under:
 - As per the provisions of Section 115D read with Section 115E of the IT Act and subject to the conditions specified therein, long term capital gains (in cases not covered under Section 10(38) of the IT Act) arising on transfer of an Indian company's shares, will be subject to tax at the rate of 10 percent (plus applicable surcharge and cess), without indexation benefit.
 - In accordance with section 115F, subject to the conditions and to the extent specified therein, long term capital gains arising from transfer of shares of the company acquired out of convertible foreign exchange (other than covered under section 10(38) of the IT Act), shall be exempt from capital gains tax, if the net consideration is invested within six months of the date of transfer in any specified asset or savings certificates referred to in Section 10(4B) of the IT Act. Further, if the specified asset or saving certificates in which the investment has been made is transferred or converted into money within a period of three years from the date of investment, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such specified asset or savings certificates are transferred or converted (otherwise than by transfer) into money.
 - As per the provisions of Section 115G of the IT Act, non-resident Indians are not obliged to file a return of income under Section 139(1) of the IT Act, if their total income consists of income from investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the IT Act.
 - Under Section 115H of the IT Act, where the non-resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under Section 139 of the IT Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are transferred or converted into money.
 - As per the provisions of Section 115I of the IT Act, a non-resident Indian may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year under Section 139 of the IT Act, declaring therein that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the IT Act.

IV. Foreign Institutional Investors (FIIs)

1. Dividend (both interim and final) income, if any, received by FIIs from the domestic company shall be exempt under Section 10(34) read with Section 115O of the IT Act.
2. Under Section 115AD, income (other than income by way of dividends referred in Section 115-O) received in respect of securities (other than units referred to in Section 115AB) shall be taxable at the rate of 20% (plus applicable surcharge and cess).
3. Under Section 115AD, capital gains arising from transfer of securities (other than units referred to in Section 115AB) which are not exempt under Section 10(38), shall be taxable as follows:
 - Securities which are held for the period of upto or less than twelve months and where such transaction is chargeable to STT levied under Chapter VII of the Finance (No. 2) Act of 2004, shall be taxable at the rate of 15% (plus applicable surcharge and cess). Securities held for the period of upto or less than twelve months and where such transaction is not chargeable to STT levied under Chapter VII of the Finance (No. 2) Act of 2004, shall be taxable at the rate of 30% (plus applicable surcharge and cess);
 - Securities which are held for the period of more than twelve months shall be taxable at the rate of 10% (plus applicable surcharge and cess). Such capital gains would be computed without giving effect of

indexation as provided in the first and second proviso to Section 48. In other words, the benefit of indexation, as mentioned under the two provisos would not be allowed while computing the capital gains.

4. Long-term capital gains arising on transfer of equity shares in the Company, which is held for the period of more than twelve months and where such transaction is chargeable to STT, shall be exempt from tax under Section 10(38) of the IT Act.
5. Under section 196D (2) of the Income-tax Act, 1961, no deduction of tax at source will be made in respect of income by way of capital gain arising from the transfer of securities referred to in section 115AD.
6. Benefit of exemption under Section 54EC shall be available as outlined in Paragraph C(I)(5) above.
7. As per Section 90(2) of the IT Act, the provisions of the Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the nonresident. Thus, a non-resident can opt to be governed by the beneficial provisions of an applicable tax treaty.

Note: There is a legal uncertainty over whether a FII can elect to be governed by the normal provisions of the IT Act, instead of the provisions of Section 115AD. Investors are advised to consult their tax advisors in this regard.

D. Benefits available under the Gift Tax Act, 1958

Gift tax is not leviable in respect of any gifts made on or after October 1, 1998. Therefore, any gift of shares will not attract gift tax. However, if the aggregate fair market value of the shares exceeds fifty thousand rupees then, in the hands of the Donee, the same will be treated as income under the provisions of the IT Act unless the gift is from a relative as defined under Explanation to Section 56(vi) of Income-tax Act, 1961 or under circumstances mentioned in the second proviso to Section 56(vii) of the IT Act.

E. Benefits available under the Wealth-tax Act, 1957

Asset as defined under section 2(ea) of the Wealth-tax Act, 1957 does not include shares held in a company and hence, shares are not liable to wealth tax.

F. Special Benefits available to the Company under Excise legislation:

In terms of Notification No. 50/2003-CE dated June 10, 2003, the Company is exempted from payment of central excise duty for the goods manufactured in the units at Parwanoo and Paonta Sahib (Himachal Pradesh) and Dehradun (Uttaranchal) for a period of ten years from the commencement of commercial production of eligible products.

SECTION IV-ABOUT US

INDUSTRY

The information presented in this section has been obtained from publicly available documents, Nielsen Retail Audit Report and various other sources including stock exchange and industry related websites, from publications; and is based on government and company estimates. Industry and Government websites and publications generally state that the information contained thereon has been obtained from sources believed to be reliable, but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe industry, market and government data used in the Prospectus is reliable and that website data is as current as practicable, these have not been independently verified by us or any agency on our behalf. Similarly, our Company's internal estimates, which we believe to be reliable, have not been verified by any independent agencies.

Indian Economy

The Indian economy has experienced solid growth supported by rising foreign exchange reserves, and rise in foreign direct investment. Despite a slowdown in growth brought on by the global financial crisis, investment has remained strong. According to the Economic Survey of India, 2009, issued by the Government's Ministry of Finance, India is likely to see an average real GDP growth rate of 8.5% over the last five years. This strong growth has been primarily fuelled by growth in the industrial and services sector. The magnitude of increase in India's per capita income has also been substantial. While per capita GDP grew at an annual average rate of approximately 3-4% from 1980-81 to 2002-03, there has been a marked increase since the year 2003-2004 to 7% in 2008-2009. The table below shows GDP, GDP growth rate and GDP per capita for the relevant time periods:

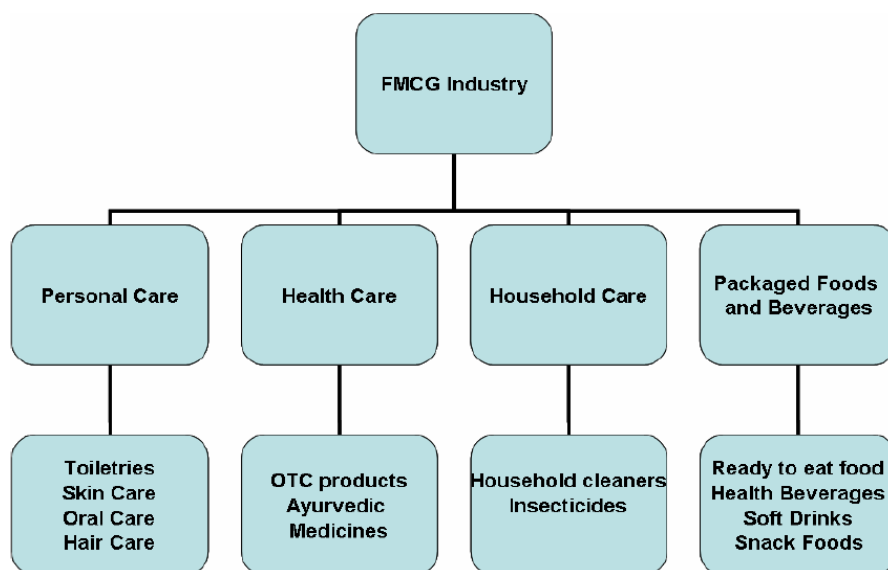
Rs. billions

	2004-05	2005-06	2006-07	2007-08	2008-09 (E)	CAGR
GDP (constant market prices)	26,020	28,449	31,200	34,027	36,094	8.5%
Growth Rate	8.30%	9.30%	9.70%	9.10%	6.10%	
Per Capita GDP	23,893	25,722	27,807	29,901	31,277	7.0%

At a rate of 7.9%, GDP growth in the second quarter of 2009-10 showed significant signs of recovery as compared to the 5.8% recorded during the slowdown experienced in the second half of 2008-09. GDP growth in India is expected to remain relatively strong in the long term, though the recent global economic downturn has lowered estimates for India's immediate growth. Economic growth in India has spawned a more affluent and more populated middle class. Demand for FMCG is also closely tied to rising income levels. As income levels rise, the demand for FMCG increases. As this growing middle class continues to see its income level rise, it is likely to seek higher quality products. In addition, as incomes rise in the lower income levels, consumers tend to shift from unbranded to branded FMCG.

The Indian FMCG Industry

The FMCG industry represents consumer goods required for daily or frequent use. It can be broadly classified into personal care, oral care and household products. The Indian FMCG sector, valued at Rs.1,161 billion, according to the Nielsen Retail Audit Report, is an important contributor to the country's GDP. The Indian FMCG industry is characterized by a well-established distribution network, intense competition between the organized and unorganized sector and low operational costs.



In the past decade, this industry has witnessed significant growth. This has primarily been due to liberalization, urbanization, an increase in disposable income, altered lifestyles as well as a heightened level of awareness among India's rural community consequent to the introduction of satellite televisions. Growth has also been fuelled by a reduction in excise duties, de-reservation from the small-scale sector and the concerted efforts of the companies engaged in the business of manufacturing of personal care and beauty care products to capture market share in the burgeoning affluent middle class through the introduction of innovative methods of brand position and packaging.

The FMCG industry requires an extensive distribution network and consistent expenditure on brand building. These two factors have been the major deterrents for new players to enter into the market, most notably for foreign players looking to leverage their well-established brands into the Indian market.

The FMCG sector caters to the needs of the masses. Low-priced products for the lower income and lower middle income groups account for well over half of the sector's sales. Moreover, rural markets account for more than half of total domestic FMCG demand.

FMCG Industry Drivers and Trends

Economic growth & higher per capita income

India's economic growth has accelerated significantly in the past few years and is likely to remain so for the near term. Real per capita GDP has risen from Rs.23,893 in 2005-05 to Rs.31,277 in 2008-09, representing a CAGR of 7%, according to the Economic Survey of India. This has directly benefited the FMCG sector as overall economic growth has been accompanied by increased disposable incomes both in the urban and rural markets which have fuelled consumption demand. Demand for FMCG products are likely to continue to increase, most notably in rural areas of India, where consumers have experienced an increase in the amount of disposable cash due to farmers shifting to cash crops, rural employment generation schemes and general economic growth. A continued growth is likely to vest further purchasing power in the hands of the Indian consumer.

Rising middle class

India's demographics have been favourable to consumption growth with an increase in proportion of consuming population, both in terms of age and income. According to a study published by the Institute of Economic Growth, New Delhi, India's population of the consuming age bracket (defined as consumers in the 15-64 age group) is poised to grow from 604 million in 2000 to 747 million in 2010. This increase in proportion of consuming population coupled with an overall population growth of 1.46% per annum is likely to create a sustained growth in demand for the FMCG industry.

Increasing urbanization and untapped rural markets

According to the Indian Readership Survey 2009 (Round 2), the proportion of people dwelling in urban areas has increased from 29.6% in 2005 to 30.3% in 2009. Immigration accounted for nearly half of the overall growth in urban population. This rise in urbanization along with the rise in travel and communication is likely to result in increasing exposure to western lifestyles, which will, in turn, drive aspirational shifts in lifestyle to more sophisticated products and services. In terms of brand choices, rural India has access to roughly half the branded products that are available to the urban consumer. However, despite the prospect of a large untapped market, a variety of factors have hindered its full exploitation. With the Government's push to improve rural infrastructure coupled with the increased focus on rural distribution networks by FMCG companies, the potential for these markets to be tapped by the FMCG sector may improve in the near future.

The urban market is, however, expected to continue growing. The National Council of Applied Economic Research's ("NCAER") projected that the top 20 cities accounted for approximately 31% of the country's disposable income. NCAER also notes that annual household income grew at a rate of 11.2% in these 20 cities during 2005-08 and is expected to maintain a growth of 10.2% till 2016. This growth, coupled with the growth of middle class households should lead to greater FMCG consumption.

Retail Expansion

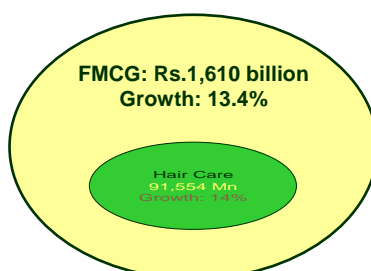
Organized retail is witnessing high growth today while its share as a percent of total remains small. The share of organized players in the retailing industry is expected to increase from the current 5% to 12% by 2013, according to India Brand Equity Foundation, September 17, 2009. Growth in the organized retail sector will be beneficial to the FMCG industry as organized retail is likely to drive consumption of products with its different formats that will enhance accessibility and affordability. Alternate forms of retail are also emerging in India such as large scale supermarkets and hypermarkets. While the trade margins and discounts expected by these chains are generally higher than traditional retail outlets, they tend to provide an opportunity for better merchandising and visibility as well as cost savings through direct sales rather than through intermediaries and rationalization of packaging. Opening up the retail sector to foreign direct investment will likely attract overseas retailers in India fuelling demand for FMCG merchandise.

Branded Sector

Rising per capita and disposable incomes should generate a higher proportion of spending in discretionary items as against necessities. As a result, brand consciousness among a larger public will increase and consumers will prefer to purchase and use branded goods. Currently, unbranded FMCG products, most notably in the hair oil segment, account for a significant percentage of overall sales. Rising income levels should help reduce the impact of competition from the unbranded sector. Branded goods typically attract premiums for better quality, packaging and overall solution levels.

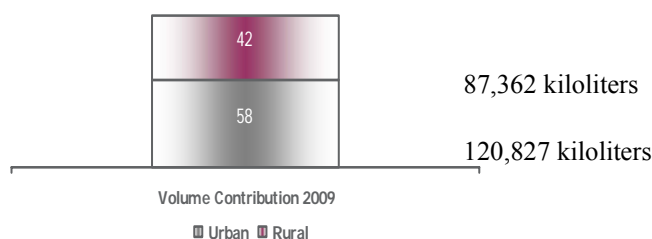
Hair Oil Industry

Of the estimated Rs.1,610 billion FMCG market in India, hair care products make up approximately Rs.91.5 billion, or 8%, of the total according to the Nielsen Retail Audit Report. The 14% growth rate in the hair care industry is also slightly higher than the overall industry average of 13.4%. Shampoo and hair oils, including coconut oils, continue to be the key components of this segment.



Source: Nielsen Retail Audit Report

Recent growth in the hair oil industry has primarily been the result of volume growth due to increased distribution and higher per dealer off-takes. Rural distribution campaigns by hair oil manufacturers and dealers have helped to greatly expand the geographic coverage of hair oil products into the rural parts of the country. The graph below depicts the break up of urban and rural sales contribution by volume:



Source: Nielsen Retail Audit Report

In addition, average prices for hair oil products have risen from Rs. 22.25 per 100 ml in 2008 to Rs.23.74 per 100 ml in 2009 according to the Nielsen Retail Audit Report. This price increase is reflective of the shift to higher quality branded products resulting from a more affluent Indian consumer population. The chart below shows key statistics for the hair oil industry in 2009:

All India (Urban + Rural) Hair Oils	2009
Volume (in kilo liters)	208,190
Volume Growth (%)	8
Value (Rs. millions)	49,429
Value Growth (%)	15
Number of stores ('000)	5,387
Change in the Number of Stores ('000)	176
Per Dealer Off-Take Volume (in liters)	38
Change in Per Dealer Off-Take	2

Source: Nielsen Retail Audit Report

Light Hair Oil Segment

The light hair oil segment has experienced significant growth in recent years as consumers opt for lighter, more modern hair oil products. The light hair oil segment recorded sales of Rs.6,828 million in 2009 according to the Nielsen Retail Audit Report. Sales growth was primarily the result of dealer expansion and higher throughputs resulting in higher volumes sold. An increase in average price has also contributed to higher sales value in 2009. The chart below shows key figures for the light hair oil segment in 2009:

All India (Urban + Rural) Light Hair Oils	2009
Volume (in kl)	19,260
Volume Growth (%)	8
Value (Rs. millions)	6,828
Value Growth (%)	19.4
Number of stores ('000)	2,066
Change in the Number of Stores ('000)	97
Per Dealer Off-Take Volume (in liters)	9,321
Change in Per Dealer Off-Take	265

Source: Nielsen Retail Audit Report

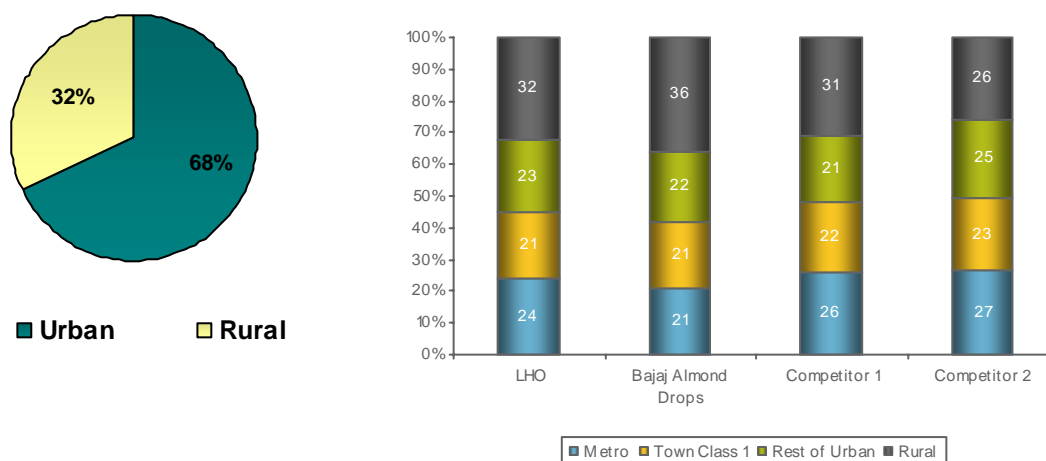
The light hair oil segment is dominated by three key players, namely Bajaj Almond Drops and two other brands which together accounted for approximately 83.5% of sales volume according to the Nielsen Retail Audit Report.

The high degree of concentration among the competition in the light hair oil segment is similar to what is observed in other segments of the hair oil industry. The chart below shows key statistics for the various competitors in the light hair oil segment:

2009	Market Share (Volume)	Change Market Share (Volume)	Volume (Kilo Litres)	Growth Volume	Stores (in 000's)	Change in number of Stores
LIGHT HAIR OILS	100	0	19,261	8	2,066	97
BAJAJ Almond Drops	46.8	4.1	9,020	18	1,487	144
Competitor 1	21.5	-3.8	4,138	-8	997	-96
Competitor 2	15.2	-0.5	2,934	4	662	-20
Competitor 3	1.2	0.6	232	117	155	16
Competitor 4	0.3	0.3	48		82	82
Competitor 5	2.3	-0.2	439	-1	183	-10
Competitor 6	6.2	-0.8	1197	-4	404	-38

Source: Nielsen Retail Audit Report

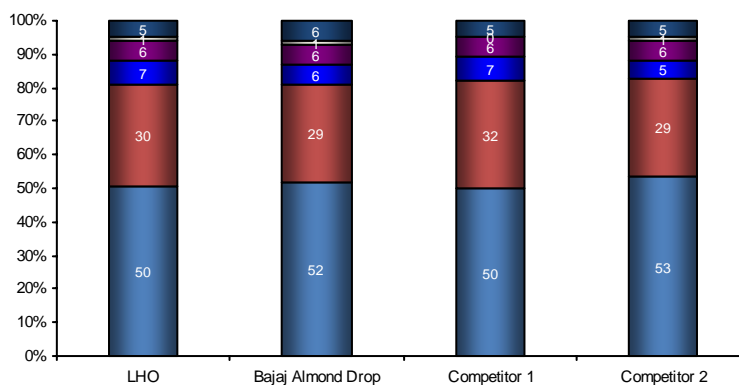
Light hair oil is an urban dominated segment primarily due to its comparatively high cost. Light hair oil sales also tend to be more geographically concentrated, particularly in the northern regions of the country, namely Punjab, Delhi, Uttar Pradesh and Rajasthan, due to higher disposable incomes and the propensity of consumers to try new products. The northern regions accounted for approximately 52% of sales volumes and 10% of the light hair oil segment's growth in 2009 according to the Nielsen Retail Audit Report. The charts below display the overall sales breakdown for light hair oil sales in urban and rural parts of the country as well as the sales breakdown for the major players in the market by metro, tier I cities, rest of urban and rural markets:



Source: Nielsen Retail Audit Report

Distribution of light hair oils continues to be dominated by grocers, who accounted for 48% of sales volumes in India and 54% in the northern regions in 2009 according to the Nielsen Retail Audit Report. In 2009, chemists accounted for the highest growth (13%) according to the Nielsen Retail Audit Report, primarily as a result of many chemists adding consumer goods to their product mix. Though modern trade is growing at a robust 12%, it contributes only 1% of the light hair oil sales volumes.

The chart below depicts the sales percentage breakdown by distribution channels (i.e. grocers, general stores, chemists, paan plus, MT and cosmetics) for 2009:



Source: Nielsen Retail Audit Report

Packaging continues to be a critical factor driving sales in the FMCG industry, including hair oils. Proper product positioning and package size are especially important in driving sales growth in the rural areas of the country that continue to be dominated by unbranded products. Smaller pack sizes allow consumers the choice of purchasing a product that might otherwise be beyond their spending constraints. As distribution spreads into the rural parts of the country, smaller pack sizes, including sachets, have become increasingly important. While 100 ml packs continue to be the most popular choice among Indian consumers of light hair oil products, 300 ml and 75 ml package sizes recorded the most significant growth in 2009 according to the Nielsen Retail Audit Report. The chart below depicts the growth percentages for package sizes among the light hair oil segment's significant players:

Categories	% Categorywise volumes			
	Light Hair Oil	Bajaj Almond Drops	Competitor 1	Competitor 2
Sachets 2-5ml	2	4.4	0	0
20-45ml	1	2	0	0
50ml	17	20.4	16	19
75ml	5	4.7	0	0
100ml	44	39.1	50	42
200ml	21	20.7	19	27
300ml	9	8.7	13	12
500ml	0	0	2	0

Source: Nielsen Retail Audit Report

Heavy Amla Hair Oils

The heavy amla hair oil segment has seen strong growth in recent years. The heavy amla hair oil market is primarily an urban driven market and tends to be geographically concentrated in the northern parts of the country. The heavy amla hair oil segment recorded sales of Rs.7, 391 million in 2009, representing a growth rate of 9.6% from 2008, according to the Nielsen Retail Audit Report. Sales growth was primarily the result of higher volume and per dealer off-take increases during 2009.

The chart below shows key figures for the heavy hair oil segment in 2009:

All India U+R Heavy Amla Based Oils	2009
Volume (in kilo liters)	24,387.5
Volume Growth (%)	-0.3
Value (Rs. millions)	7,391
Value Growth (%)	9.6
Number of stores ('000)	2,454

Change in the Number of Stores ('000)	-17,275
Per Dealer Off-Take Volume (in liters)	9,938.2
Change in Per Dealer Off-Take	41.7

Source: Nielsen Retail Audit Report

The heavy amla hair oil segment is largely dominated by one key player, with several players competing for increased market share. Although the leader continued its dominance in 2009, Bajaj Brahmi Amla registered the highest gains in this segment, growing by 0.4 market share. The chart below shows key statistics for the various competitors in the heavy amla hair oil segment:

2009	Market Share (Volume)	Change Market Share (Volume)	Volume (Kilo Litres)	Growth Volume	Stores (in 000's)	Change in number of Stores
HEAVY AMLA BASED HAIR OILS	100	0	24387	-0.3	2454	-17.3
Competitor 1	69.5	0.0	16939	-0.3	2038	-58.9
Competitor 2	8.3	-0.5	2018	-6.0	491	-67.5
Competitor 3	5.8	-0.8	1413	-12.0	490	-0.4
Bajaj Brahmi Amla	3.4	0.4	838	11.0	309	-6.6
Competitor 4	2.6	-0.2	629	-8.0	324	-50.5
Bajaj Amla Shikakai	2.1	0.1	517	3.0	186	-7.1
Competitor 5	1.1	-0.2	257	-15.0	77	-14.5
Competitor 6	0.0	-0.1	3	-82.0	6	-5.9
Bajaj Chameli Jasmine	0.4	0.1	102	15.0	85	14.4

Source: Nielsen Retail Audit Report

Cooling Oils

Cooling Oils have emerged as an important segment in the Indian hair oil market. Cooling oils are hair oils meant for cooling the scalp during the harsh summer months. The ingredients in the cooling oils cause immediate relief by cooling the scalp. The CAGR of the category has been 20% over the last 5 years. The cooling oil category is now nearly Rs. 6,000 million in year ended December 2009.

Outlook

Changing Consumer Preferences

Preferences of Indian consumers are changing in large part due to the increasing consumerism due to rising incomes. Indian consumers, even those in the rural areas, increasingly prefer branded over unbranded products. Brand equity campaigns will play a critical role in increasing the product reach of branded products in the hair oil market.

Value Added Hair Oils

Consumers are increasingly recognizing the value added characteristic hair oils offer over pure oils. This is evidenced by research by consumer panels wherein the main source of growth of value added hair oils come from either unbranded hair oils or pure coconut oils.

Declining Market Share of Hair Creams and Gels

The market has recently witnessed a slow down of growth for those products competing with hair oils such as hair creams and gels. The relatively small size of the market for these alternative products is a result of inability to get conversions on account of nutritional aspects.

Increased Distribution

Hair oil manufacturers have made significant gains in the reach of their distribution networks in recent years, most notably in the rural areas of the country. Hair oil manufacturers see the rural population as an important opportunity for growth due to rising incomes as well as improved infrastructure. As such, significant investments have been made, and will likely continue to be made, in widening the reach of hair oil manufacturers' distribution networks in the rural parts of the country.

Improved Brand Image

Hair oil manufacturers are making efforts to improve their brand image from a traditional product to a more modern product format. The younger, more affluent and style conscious demographics in the country have lead hair oil manufacturers to move in this direction. Brand advertising, celebrity endorsements and product positioning will continue to play an important role in this transition.

With disposable incomes on the rise in India, increased rural distribution and greater propensity of consumers to switch to branded products, there should continue to be a steady consumer shift away from less expensive unbranded hair oils and lower priced branded products such as coconut oils. However, the areas of key concern are:

Competition: Competition in the hair oil industry appears to be increasing in the near term with at least three new brand launches in the light hair oil market. In addition, competition between branded and unbranded players remains intense. Extended distribution reach into rural areas and competitive pricing is helping branded players to compete more effectively against their lower priced unbranded competitors.

Cost Pressures: The major raw materials used in hair oils, vegetable oils and LLP, have both experienced significant price volatility over the last few years. Increasing raw material prices will make competing against lower priced unbranded hair oils and traditional pure oils more difficult.

Summary

The overall possible increase in consumption provides a large opportunity for hair oil companies. The task of winning over consumers by drawing them to a particular brand and retaining them however remains challenging. Constant interaction with consumers and thereby gaining insights that would lead to new products and improved product delivery, which is a key ingredient to successfully tap this opportunity. Cutting through confusing advertisements will require communication to be that much more distinctive. Companies in the hair oil sector that will achieve success in the future are likely to be those that focus on meeting the consumer's stated and unstated needs and at the same time are able to communicate effectively. The ability to maintain a premium, both real and perceived, will be a critical component to being a leader in the hair oil industry.

OUR BUSINESS

Investors should note that this is only a description of our business and operations and does not contain all the information that should be considered before investing in our Equity Shares. Before deciding to invest in our Equity Shares, prospective investors should read the entire DRHP, including the information in the sections “Risk Factors”, “Financial Information” and “Management Discussion and Analysis of Financial Condition and Results of Operation” beginning on pages ix, 96 and 116 respectively of this DRHP.

Overview

Bajaj Corp Ltd is one of India's leading producers of hair oils. We are part of the Shishir Bajaj Group of companies (the "Bajaj Group"). Through its subsidiaries, the Bajaj Group operates businesses in the consumer goods, sugar, power generation and infrastructure development industries throughout India. The "Bajaj" name is a well-recognized Indian brand that consumers associate with quality products at competitive prices. The Bajaj Group has grown into one of India's leading business conglomerate

The legacy of Bajaj Corp extends back to 1953 when Mr. Kamal Nayan Bajaj established Bajaj Sevashram ("BSL") to market and sell hair oils and other beauty products. In 2001, in view of the impending Bajaj family settlement, the business was demerged to Bajaj Consumer Care Limited ("BCCL"). BSL assigned the trademarks for all of the brands we currently sell to BCCL. Subsequently, BCCL licensed these brands to us, pursuant to the Trademark License Agreement. The exclusive agreement is valid for a term of 99 (ninety nine) years from March 12, 2008 and is extendable for an additional 10 (ten) years. We began operating as Bajaj Corp Ltd in April 2008. The Trademark License Agreement granted us the exclusive right to use, manufacture, advertise, distribute and sell the products associated with these brands. We have since become India's third largest producer of hair oils and the largest producer of light hair oils, capturing an estimated 49.5% of the light hair oil market in calendar year 2009, according to the Nielsen Retail Audit Report. We believe that our name recognition, product quality and marketing experience have enabled us to create one of the stronger consumer brands in India.. Our key product is Bajaj Almond Drops, a premium brand that is currently the market leader in the light hair oil segment. Almond Drops accounted for approximately 92% of our net sales in the nine-month period ended December 31, 2009. In addition, we market our hair oil under the brand names Brahmi Amla, Amla Shikakai and Jasmine Hair Oil. We also produce oral care products under the brand name Bajaj Black Tooth Powder.

We manufacture our products at two company-operated facilities in Parwanoo and Dehradun. We also expect to open a third company-operated facility in the first quarter of calendar year 2010 at Paonta Sahib. By completing this 3,500 square meter facility in Paonta Sahib, we expect our production capacity for light hair oil to increase from 39 million litres per annum to 74 million litres per annum. In addition, we also engage third-party manufacturers at Parwanoo, Himachal Pradesh for hair oils and Udaipur, Rajasthan to produce our oral care products. These third-party facilities have a combined installed capacity of 9 million litres per annum. As of December 31, 2009, the combined production capacity for all company and third-party operated production facilities was 83 million litres per annum.

We market our products through our in-house sales team as well as sales personnel employed through our distributors. These sales personnel are responsible for making our brands available throughout India. We manage a distribution network that includes 4,300 distributors, or "stockists", that sell to more than 1.49 million retail outlets located throughout India.

We believe we are well-positioned to compete in a dynamic marketplace by offering our customers high quality products at affordable prices. We believe that demand for fast moving consumer goods ("FMCG"), particularly hair oil, will continue to increase, most notably in rural areas of India where consumers have generally experienced an increase in disposable incomes due to farmers shifting to cash crops, rural employment generation schemes and general economic growth.

In the nine-month period ended December 31, 2009, we recorded net sales of Rs.2,335 million. Net sales of our products have grown at a CAGR of 22% over the last three fiscal years (including sales data from when our products were sold by BCCL). Our profit after tax for the nine months period ended December 31, 2009 was Rs.565.0 million. Domestic sales accounted for approximately 99% of net sales for the same period.

Competitive Strengths

We believe that we are well-positioned to maintain our status as one of the leaders in the Indian hair oil market as well as to exploit significant growth opportunities in the expanding market for light hair oil. We have identified the following sources of strength that are relevant for our business.

Leading brands

Almond Drops is our leading product brand and currently comprises approximately 92% of our net sales. Almond Drops is a premium light hair oil containing almond oil and Vitamin E, which contribute to the product's reputation for leaving users with healthier hair. Unlike most hair oils which are packaged in plastic PET bottles, Almond Drops is packaged in glass bottles, which preserves the product for a longer period of time even in high temperatures generally experienced throughout India. In addition, we believe Brahmi Amla, our key product in the traditional hair oil segment, has developed a loyal customer base since it began production in 1953. The strong positioning of these brands has contributed to sustained increases in both the price and volume of these products and we expect this trend to continue as the hair oil market continues to grow, and in particular as the light hair oil market continues to capture market share from the coconut hair oil segment.

Wide distribution reach

We have established a strong distribution network in India and currently have 4,300 distribution stockpoints for direct distribution and 8,900 wholesalers for indirect distribution of our products. Based on the Nielsen Retail Audit Report dated December 31, 2009, it is estimated that our products are sold in more than 1.49 million retail outlets across India, which is approximately 27.0% of the total hair oil outlets in India. Our distribution outlets are strategically spread across India in order to allow us to compete on a national scale. We have been increasing and will continue to increase the size of our stockpoints and sales team, particularly in the rural areas where we expect growth to be more significant. Our distribution network is supported by a comprehensive management information system ("MIS") whereby sales reports are generated by our on-the-ground sales force. We believe our wide distribution reach will allow us to achieve optimal product penetration going forward and increase our revenues and profit margin.

Strong product heritage

The products that we sell in the hair oil market have a strong brand heritage, some dating back more than 50 years. We believe we have a portfolio of strong-brands which are well-recognised in the Indian market. For example, BSL began manufacturing one of our most popular products, Brahmi Amla, in 1953. Almond Drops, which BSL began producing in 1990, is our most successful product and currently captures more than 49.5% of the market in the light hair oil segment in terms of both volume and value, according to the Nielsen Retail Audit Report. In addition, we believe the "Bajaj" name will help us to grow our sales in the rural parts of India, an area critical to our future growth strategy. We believe the strength of the brands we produce, along with the brand recognition and trust engendered to the "Bajaj" name, will position us well for anticipated future growth in the hair oil market, as well as other FMCG segments that we may decide to enter.

Strong financial position

We have a strong financial position. Our profit after tax for the period ended December 31, 2009 was Rs.565.0 million. We are a debt free Company. We believe our strong financial position and operational results will provide us with the necessary working capital and access to banking and credit facilities, if required, to implement our growth strategy. Our ability to raise additional funds through first time borrowing should allow us to pursue inorganic growth opportunities and allow us to expand and enhance our existing product offerings and improve our future financial performance.

Relationship with the Bajaj Group

The Bajaj Group was founded in 1926 by Shri Jamnalal Bajaj. Today, the Bajaj Group is one India's leading conglomerates operating companies in a variety of industries such as sugar, consumer goods, power generation and infrastructure development. Over the past 84 years, the Bajaj Group has grown with India, enduring periods of uncertainty,

hardship and progress. As a result, we believe the Bajaj name and the products of the Bajaj Group, including our own, engender a sense of pride in the Indian people which is linked to their growth and the development of the nation. We believe that our association with the Bajaj Group and the Bajaj name and the trust associated with them are a key strength of our business.

Business Strategies

We intend to grow our business by implementing the following key strategies:

Grow our hair oil business

Our primary focus is to increase our share of the hair oil market. We intend to achieve this by differentiating our light hair oil products from those of our competitors, as well as by taking market share from producers in the coconut oil market. Coconut oils make up approximately 60% of the total hair oil market by volume, while light hair oils comprise only 13% by volume. If we are able to effectively communicate the advantages of switching to lighter hair oils such as ours, we believe this provides us with a significant growth opportunity. We will continue to pursue a strategy of converting coconut oil users into consumers of our light hair oil products through sampling, targeted advertising campaigns and product innovation.

Increase our focus on rural markets

We believe that our focus on rural markets for our products will allow us to benefit from this growing sector where, as a result of difficulties with distribution, penetration of branded FMCGs has been slow to develop. The market for hair oils in rural India is growing due to the rural populations increase in disposable income which is related to farmers shifting to cash crops, rural employment generation schemes, general economic growth as well as a general monetary trickle-down effect from increased urbanization. For example, the proportion of rural sales of Almond Drops has grown from 29.4% in 2006 to 35.9% in 2009. A key component to our growth in the rural market will be shifting rural consumers to branded and packaged products from unbranded products. We intend to work towards the goal by providing rural consumers with an appropriate value proposition including price, positioning, and packaging.

Enter new product lines and segments

In the past, we have been able to introduce and establish new products in new or existing segments, such as Bajaj Amla Shikakai hair oil. Going forward, we intend to leverage our existing strengths, such as the use of almond extracts, the Almond Drops brand name and a strong distribution network, to create new products in other areas of the FMCG space such as soaps, shampoos, creams and other hair care products. Almond Drops enjoys strong brand equity in the premium light hair oil segment and we will continue to seek opportunities to extend this brand equity to other premium personal care products. We intend to continuously evaluate changing tastes and preferences of Indian consumers with increasingly sophisticated needs, with the goal of creating a pipeline of new products.

The rapidly growing cooling hair oil market, in particular, represents an opportunity for us to penetrate as it offers relatively high margins. Cooling hair oil is applied to provide respite from intense heat. Growth in the cooling oil market is especially prevalent in the rural areas of India, a geographic market we are particularly keen on focusing our marketing efforts. Competition in the cooling oil market is less intense than in other FMCG markets in India. We believe the "Bajaj" name and our current portfolio of brands command strong recall and we intend to leverage this brand recall into developing our own cooling oil product. The process of launching a new cooling oil brand will be supported by our strong research and development team, which we intend to expand with the completion of our new facility in Paonta Sahib. In addition, our wide distribution reach should help us to successfully launch and support any new brand in the cooling oil market.

Pursue inorganic growth opportunities

We will continuously seek out inorganic growth opportunities in the FMCG and hair oil markets as one of the avenues for our future growth. If and when appropriate opportunities arise, we will consider acquiring suitable targets and entering into strategic relationships as part of our growth strategy in India. We will specifically target companies where we feel

significant synergies would arise through a strategic combination. We believe our strong nationwide distribution network would enable us to take a product that has historically enjoyed regional success and turn it into household name. Strategic acquisitions will act as a key enabler in growing our business.

Products

Our principal product is Almond Drops, which is in the light hair oil segment. In addition, we also produce other hair oils and oral care products. The tables below set out net sales and percent of market share of the major brands we sell for the periods indicated.

Net Sales (Rs. Millions)

Product	Fiscal year ended March 31, 2009	Nine-month period ended December 31, 2009
Almond Drops	2,256	2,149
Brahmi Amla	113	112
Amla Shikakai	46	43

Percent of Market Share by Value

Product	Calendar Year 2005	Calendar Year 2006	Calendar Year 2007	Calendar Year 2008	Calendar Year 2009
Almond Drops (light hair oil)	30.2%	34.9%	40.9%	45.5%	49.5%
Brahmi Amla (heavy amla)	5.3%	3.9%	3.2%	3.0%	3.4%
Amla Shikakai (heavy amla)	N/A	1.2%	1.8%	1.4%	1.6%

Source: Nielsen Retail Audit Report

Hair Oil

Our hair oil products are widely used throughout India under three principal brand names: 'Almond Drops', the market leading brand for light hair oil; 'Brahmi Amla', a traditional heavy hair oil produced since 1953; and 'Amla Shikakai', a heavy hair oil catering to cost conscious consumers. The overall market share of our hair oil brands in the Indian hair oil market for calendar year 2009 was 7.7%, as compared to 6.7% in 2008, according to Nielsen Retail Audit Report.

Almond Drops Hair Oil

Our key brand, Almond Drops, is the leading brand in the premium light hair oil category in India according to Nielsen Retail Audit Report with a 45.5% market share as of December 31, 2008 and 49.5% as of December 31, 2009. Indian consumers are moving away from the traditional heavy and sticky hair oils towards light hair oils, such as almond oil, due to its non-sticky feel, nourishing characteristics and modern look. We believe that coconut oil consumers' will be receptive to a shift to more modern and less sticky products. So, we have focused the majority of our efforts in marketing the Almond Drops brand. Almond Drops hair oil is one of the least greasy oils on the market. It soaks in quickly and leaves only a slight residue on the hair. We believe Almond Drops hair oil is particularly popular among the younger generation of Indian consumers. We have attempted to capture this in our recently launched advertising campaign where we promote Almond Drops as a brand that is synonymous with "nutrition", "style", "modernity" and "value for money", all four characteristics that are important to the younger generation of Indian consumers. As of December 31, 2009, Almond Drops accounted for more 49.5% of the light hair oil market, and is currently one of the fastest growing brands in the light hair oil market according to Nielsen Retail Audit Report as of December 31, 2009.

Traditionally, Indian consumers have associated heavy and sticky oils with a healthier finish for your hair. In order to overcome this, we emphasize the use of real almond extracts and added Vitamin E. We believe the resulting formula, which contains approximately 300% more Vitamin E than coconut oil, leaves users with a much healthier finish than traditional oils. The added Vitamin E is believed to increase blood flow to the user's scalp helping to nourish hair roots making hair seem strong and healthy. In addition, the non-stickiness of Almond Drops provides users with an ease of styling not found with traditional hair oils.

Almond Drops sells at the premium end of the hair oil market, and is currently among the highest priced hair oils in Indian. For the nine-month period ended December 31, 2009, our gross margins for Almond Drops stood at 65%. Strong brand positioning has allowed us to maintain premium pricing. We believe our customers will continue to pay a premium price for a noticeably higher quality product. Our strategy has been, and we expect it to continue to be, to command high margins for our Almond Drops and to be well positioned at the high end of the light hair oil market.

We package Almond Drops in a unique glass bottle. This glass bottle helps to retain the product's aromas that would otherwise be lost in traditional plastic bottling due to the high temperatures experienced throughout India. In addition, we believe the glass bottling lends credibility to the premium nature of the Almond Drops brand. Almond Drops is available in 300 ml, 200 ml, 100 ml, 75 ml, 50 ml, 20 ml bottles as well as a 3 ml sachet that is particularly popular in rural India.

Almond Drops is produced at our facilities in Parwanoo and Dehradun as well as the soon-to-be completed facility at Paonta Sahib. In addition, Almond Drops is produced at our third-party manufacturer in Parwanoo.

Almond Drops accounted for 92.0% of our net sales and 92.7% of our gross profit in the nine-month period ended December 31, 2009.

Data on the comparative price of different brands (as on December 31, 2009) compared to BCL products and Almond Drops Hair Oil is set out in the table below:

Category	Company	Maximum Retail Price for 100ml (Rs.)	Index to Coconut Oil Brand Price (%)
Amla Hair Oil (Amla Oil)	Competitor 4	34	162
Amla Hair Oil (mustard oil blend)	Competitor 4	26	124
Amla Hair Oil	Competitor 2	27	129
Brahmi Amla	Bajaj	32	152
Amla Shikakai	Bajaj	23	110
Almond Drops	Bajaj	38	181
Light Hair Oil	Competitor 1	33	157
Light Hair Oil	Competitor 2	35	167
Light Hair Oil	Competitor 3	30	143
Light Hair Oil	Competitor 4	32	152
Coconut Hair Oil	Competitor 2	21	100
Value added Coconut Hair Oil	Competitor 2	34	161
Value added Coconut Hair Oil	Competitor 2	29	138
Cooling Hair Oil	Competitor 5	44	210
Cooling Hair Oil	Competitor 6	45	214

Price trends are indicative of our ability to command price in the market based on our premium positioning. Data on indicative price trends for 100ml of Almond Drops Hair Oil is set out in the table below:

In Rs.	March 2003	March 2005	December 2005	July 2006	May 2008	July 2008
Almond Drops	28	29	30	32	35	38

Brahmi Amla Hair Oil

Brahmi Amla was first produced by BSL in 1953, and we believe it is one of the most well known and trusted brands of hair oil in India. This traditional herbal oil combines the calming effects of Brahmi with the healthy characteristics of Amla, a fruit with a high concentration of Vitamin C. Brahmi has traditionally been used in Ayurveda for its calming qualities as well as a natural herbal memory enhancer. Brahmi Amla has a naturally sweet fragrance. Traditionally it has been believed that the active ingredients of this hair oil stimulate hair growth by strengthening the hair roots and slowing hair loss.

Brahmi Amla serves a niche market and is one of the well-known Amla brands. We package Brahmi Amla in plastic bottling that comes in 400 ml, 300 ml, 200 ml, 100 ml and 50 ml sizes as well as the 3 ml sachet. Brahmi Amla is distributed through the same network as Almond Drops and can be found at more than 309,000 retail outlets across India.

Brahmi Amla is produced exclusively at one of our contracted third-party manufacturer's facilities in Parwanoo. Brahmi Amla accounted for 4.8% of our net sales and 4.9% of our gross profit in the nine-month period ended December 31, 2009.

Amla Shikakai Hair Oil

The Amla Shikakai brand was launched in 2006 to provide a high quality hair oil to cost conscious consumers. With this launch, we sought to leverage the brand strength of the existing 'Amla' hair oil product. This new product immediately established itself in the low price hair oil segment by offering Indian consumers, many of whom were using unbranded products, a branded product with high quality ingredients at a price they could afford.

Shikakai means "fruit for hair" and has been traditionally used by Indians as shampoos. Shikakai is made from acacia concinna, a shrub that is native to the plains of Central and Southern India. This plant is traditionally believed to reduce dandruff. With our Amla Shikakai hair oil, we seek to build on that reputation by not only reducing dandruff but also leaving users with hair that is soft and smooth. The natural qualities of Amla strengthen hair and help it to maintain a healthy black shine.

Amla Shikakai is available at more than 186,000 retail outlets across India and is sold in convenient bottle sizes of 200 ml, 100 ml and 50ml.

This brand is produced at our facility in Parwanoo. Amla Shikakai accounted for 1.9% of our net sales and 1.4% of our gross profit in the nine-month period ended December 31, 2009.

Other Products

In addition to the hair oils discussed above, we also produce a fragrant hair oil under the brand name "Jasmine" as well as an oral care product under the brand name "Black Tooth Powder". Jasmine hair oil is a unique brand that contains a long-lasting fragrance of jasmine, a culturally significant flower in India. Black Tooth Powder is a tooth cleaning product that is generally consumed by cost conscious consumers who live in rural areas and who have not begun using toothpaste for their oral care needs.

Jasmine hair oil and Black Tooth Powder are produced at our contracted third-party facilities in Parwanoo and Udaipur, respectively.

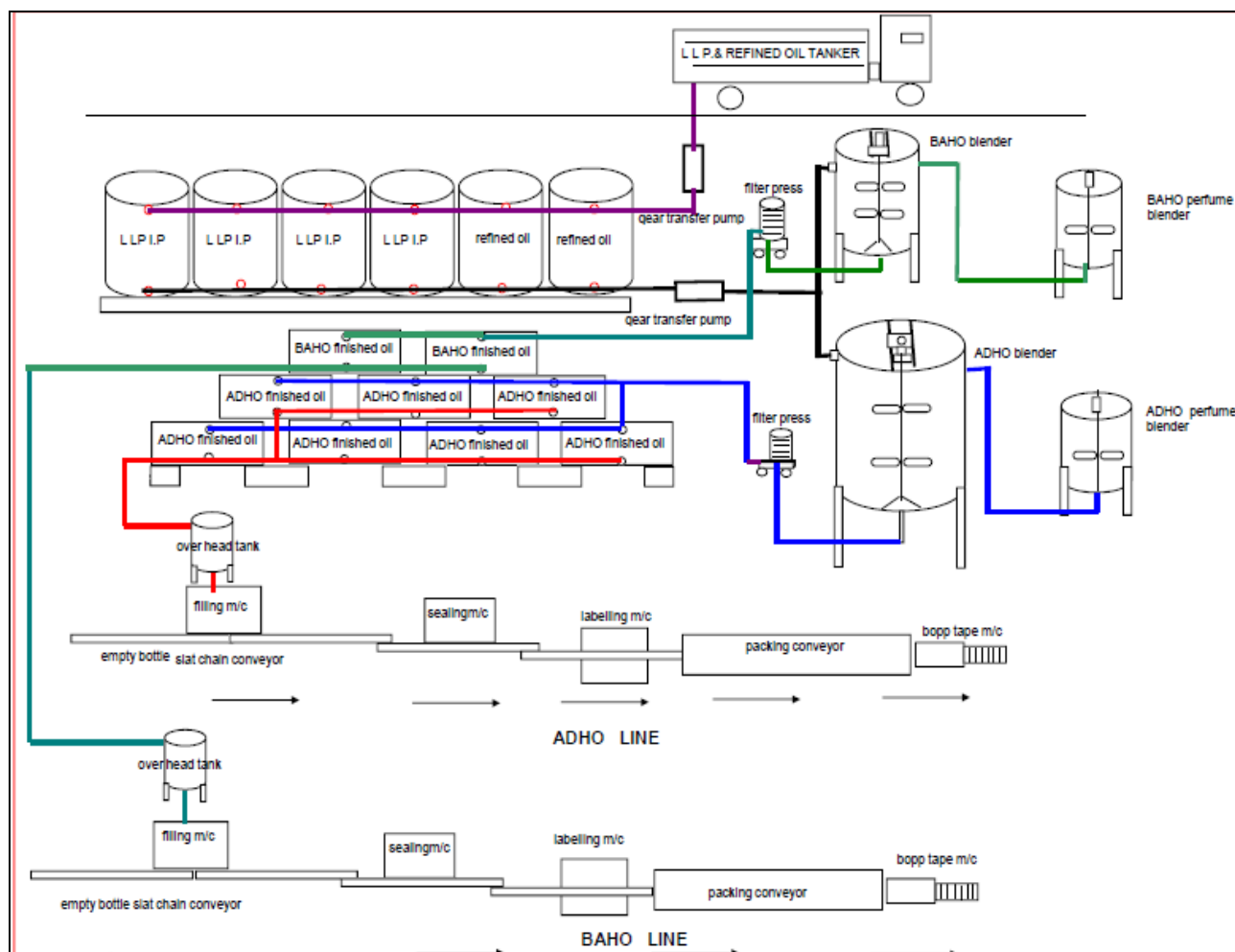
Production Process

Hair Oil

Hair oil is made from a combination of LLP, vegetable oil (refined mustard oil or ground nut oil), perfumes and, in the case of Almond Drops, sweet almond oil and Vitamin E supplements. The technology for formulating these oils is developed in-house and is exclusive to us. We receive raw materials, principally LLP and vegetable oil, in tankers from our domestic suppliers which we store in mild steel tanks. From the mild steel tanks, the vegetable oil and LLP are transferred to blenders in a fixed proportion. Simultaneously, a compound of perfumes is prepared in a separate blender. After blending the perfume compound, it is mixed with LLP and vegetable oil for final blending. After stirring, final blended oil is passed through the filter press for filtration. The filter press helps to remove the impurities contained in the mixture, if any. Filtered oil is then stored in finished oil tanks. From the finished oil tanks, the product is transferred to overhead tanks for bottling. Thereafter, the bottles are filled through an automatic filling machine and are then sealed and labelled and are ready for final inspection. After final inspection, bottles are packed in corrugated boxes for delivery.

Our hair oil manufacturing process is shown in the manufacturing flow chart below:

MANUFACTURING FLOW CHART



Note: “BAHO” refers to Bajaj Amla Shikakai Hair Oil. “ADHO” refers to Almond Drops Hair Oil.

Manufacturing Facilities

Company Operated

We operate two production facilities located at (i) Parwanoo, Himachal Pradesh and (ii) Dehradun, Uttarakhand.

All of our manufacturing facilities are located in tax free zones. As such, we are exempt from paying excise duties for a period of 10 (ten) years from fiscal year ended March 31, 2009 and income tax for a period of 5 (five) years from fiscal year ended March 31, 2009. After the income tax free period, we will be taxed at a concessional rate for the following 5 (five) years. For more information on the tax benefits afforded to our facilities, see the section titled ***Statement of General Tax Benefits*** beginning on page 32 of this DRHP.

We adhere to a strict system of quality control over our production operations. Our production processes are subject to extensive government regulation, see the section titled ***Regulations and Policies in India*** beginning on page 61 of this DRHP. We are also obliged by our Trademark License Agreement with BCCL to adhere to their quality control standards,

which are, in a number of respects, more stringent than the comparable government regulations. Our quality control procedures encompass standards for procuring and storing raw materials, water treatment and sewage, processing and inventory storage. We have dedicated plant quality assurance teams that help to ensure that we maintain the desired quality levels for both input materials and finished products. These teams are responsible for sampling and testing our products, performing regular inspections and audits to test compliance with our standards. These teams are assisted by our continued investment in new and innovative technologies.

The following chart sets out actual production and estimated capacity utilisation for our facilities over the relevant time periods:

Location	Fiscal year ended March 31, 2009	Nine-month period ended December 31, 2009
Parwanoo (leased)		
-Production (millions of litres)	5.4	5.6
-Capacity Utilisation	23.0%	32.1%
Dehradun		
-Production (millions of litres)	N/A	1.2
-Capacity Utilisation	N/A	10.1%
TOTAL PRODUCTION	5.4	6.9

Parwanoo Facility

The manufacturing facility at Parwanoo, Himachal Pradesh was completed in May 2008 and operations began in June 2008. The facility produces our Almond Drops and Amla Shikakai products. The facility has a built-up area of approximately 20,000 square feet, and employs twenty six (26) permanent employees who operate the machinery and six supervisory and our quality control staff members. In addition, we hire temporary employees to work on the production line based on production requirements. We lease the land and building from local landowners. The current lease is for a period of 2 (two) years from April 15, 2008 and may be renewed upon mutual consent of the parties. All of the machinery at the facility is owned by us and power for the facility is sourced from the Himachal Pradesh State Electricity Board at rates set by the local government. We are contractually required to pay for a minimum amount of electricity at this facility, which is currently set at 150 KW. The Parwanoo facility has two production halls with five Almond Drops bottling lines consisting of filling, sealing, capping and labelling machines to fill 135 bottles per minute in 200 ml, 100 ml, 75 ml, 50 ml sized bottles. There is also a dedicated pouch filling machine that produces 350 of the 3 ml sachets per minute. There is also one filling line for the Amla Shikakai hair oil. In addition, this facility allows us to store 20,000 cases of finished product on-site, or three days worth of production.

In the nine-month period ended December 31, 2009, this facility produced 69% of our total hair oil production.

Dehradun Facility

The manufacturing facility at Dehradun, Uttarakhand was built in May 2009 at a cost of Rs.23.9 million and operations began there in May 2009. This facility produces Almond Drops hair oil. The facility has a built-up area of approximately 15,000 square feet. We employ only temporary workers at this facility to operate the machinery as well as 5 (five) supervisory and quality control staff members. We own the land, building and machinery at this facility. Power is sourced from the Uttarakhand Power Corporation Ltd at rates set by the local government. We are contractually required to pay for a minimum amount of electricity at this facility, which is currently set at 75 KW. The Dehradun facility has one production hall with four Almond Drop lines, allowing us to fill 135 bottles of hair oil per minute. The lines are interchangeable and can fill all bottle sizes, except for the 3 ml sachets which have a dedicated pouch filling station that produces 350 sachets per minute. We are able to store 50,000 cases of finished product, or 12 days of production.

In the nine-month period ended December 31, 2009, this facility produced 16% of our total Almond Drops hair oil production.

Paonta Sahib Facility

Our newest and most advanced manufacturing facility is under construction at Paonta Sahib, Himachal Pradesh, and is expected to be completed and commercial production likely to commence in the first quarter of calendar year 2010. We own the land, building and machinery at Paonta Sahib. This facility is expected to have six bottling lines. We expect the new machines to be purchased for this facility to run at higher operating speeds, allowing one of the six lines to fill up to 240 bottles per minute. In addition, the storage facilities at Paonta Sahib are expected to allow us to store 100,000 cases of finished product, which is equivalent to 11 days of production.

Third-Party Operated

In addition to the company operated facilities, we also contract some of our production capabilities to third-party manufacturers in Parwanoo and Udaipur. Our third-party manufacturers produce branded products according to our specifications, while we oversee quality control at both of these facilities. The agreements provide for us to purchase the product from the manufacturers, on a principal-to-principal basis, in such quantities and at such prices as shall be determined. The product is manufactured with the approved raw material composition and specification and approved packing material sourced from our approved suppliers. The agreements place the responsibility for raw material procurement on the third-party manufacturer. We purchase the finished goods at prices that are periodically revised by the parties based on fluctuations in the prices for raw materials and packaging. Our third-party manufacturer agreements are terminable upon advance written notice in accordance with the terms of each agreement. The agreements are on a non-exclusive basis and we are entitled to manufacture and buy products or any similar goods from other parties, and to sell the products to any person in any territory in any manner and at any price.

Our third-party manufacturer in Parwanoo is located in a tax-free zone. As such, they are exempt from paying excise duties for a period of 10 (ten) years from fiscal year ended March 31, 2003.

The following chart sets out actual production and estimated capacity utilisation for our third-party manufacturers' facilities over the relevant time periods:

Location	Fiscal year ended March 31, 2009	Nine-month period ended December 31, 2009
Parwanoo		
-Production (millions of litres)	2.8	1.2
-Capacity Utilisation	30.0%	17.6%
Udaipur		
-Production (millions of litres)	0.6	0.0
-Capacity Utilisation	9.0%	N/A
TOTAL PRODUCTION	3.5	1.2

Parwanoo Third-Party Facility

The third-party manufacturing facility at Parwanoo, Himachal Pradesh began operations in April 2008. The facility produces our Almond Drops, Brahmi Amla and Jasmine hair oil products. The facility has a built-up area of approximately 6,500 square feet, and employs 32 people. Power is sourced from the Himachal State Electricity Board at rates set by the local government and paid for by the third-party manufacturer. This facility has one production hall with four bottling lines, two for Almond Drops and one each for Brahmi Amla and Jasmine hair oil. The Almond Drops and Brahmi Amla

bottling lines allow our third-party manufacturer to produce 80 and 120 bottles of hair oil per minute, respectively. The lines are interchangeable and can produce all bottle sizes, except for the 3 ml sachets which have a dedicated pouch filling station that produces 350 sachets per minute.

In the nine-month period ended December 31, 2009, this facility produced 15% of our total hair oil production.

Udaipur Third-Party Facility

The third-party manufacturing facility at Udaipur, Rajasthan was completed in 1988 and began its operations began with us in May 2008. The facility produces our Black Tooth Powder oral care product. The facility has a built-up area of approximately 20,000 square feet, and employs 17 people. Power is sourced from Ajmer Vidhyut Vitran Nigam Ltd at rates set by the local government and paid for by the third-party manufacturer. This facility has two production halls with two manufacturing lines, producing 25 bottles of tooth powder per minute.

Properties

The details of the premises owned by our Company or from where we conduct our business and operations are encapsulated below:

Sr. No.	Nature and location of premises
1.	Registered Office: 2nd Floor, Building No. 2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai – 400 093
2.	Corporate Office: Old Station Road, Udaipur – 313 001.
2.	Factory: Khasara No 434, Opp ESI Hospital, Sector-1, Parwanoo, Tehsil Kasauli, Dist-Solan, Himachal Pradesh
3.	Factory: Industrial Khasara No. 122/13, Selaquin Ind. Area, Dehradun, Uttarakhand
4.	Factory: Village Batamandi, Tehsil Paonta Sahib, District Sirmore, Himachal Pradesh
5.	Residential Flat: Flat No: 401-402 A Wing, 4th Floor Poseidon, Opp. Wild Park Off Yari Road, Versova, Mumbai.

For risks in relation to the properties please see the section titled “***Risk Factors***” beginning on page ix of this DRHP.

Environmental Matters

We are subject to various national, state and municipal environmental laws and regulations in India, in respect of land use. Our operations are also subject to inspections by government officials with regard to various environmental issues. Except as disclosed in this DRHP, we are in compliance in all material respects with applicable environmental laws and regulations in India. Compliance with such environmental laws and regulations has not had, and in our opinion, is not

expected to have, a material adverse effect upon our operations, expenditures, earnings or competitive position. We are not aware of any governmental proceeding or investigations in relation to applicable environmental laws and regulations to which we are or might become a party and which may have a material adverse effect on our properties and operations.

Raw Materials

Our principal raw materials comprise of petroleum-based liquid light paraffin ("LLP"), vegetable oil (refined mustard oil and ground nut oil), other active ingredients and perfumes. We also procure and use all packaging material such as glass and PET bottles, plastic caps, labels, corrugated boxes, and sachets in the packing process. All of our raw materials are procured from the domestic market and are purchased in Indian Rupees. We source our LLP requirements primarily from local processors who import their crude oil requirements from South Korea and the United States. We experienced significant volatility in our LLP costs in the fiscal year ended March 31, 2009 due to wide fluctuations in global crude oil prices. With the recent stabilization of crude oil prices, we have seen our main raw material costs stabilize. We believe that by entering into futures contracts for our LLP requirements, we have somewhat mitigated the risk of volatile commodity prices as well as adverse currency fluctuations. LLP supply contracts are typically three to nine months in duration while vegetable and mustard oils, Vitamin E and almond extract are all purchased on a monthly basis at spot prices. Over the years we have ensured that there is improvement in the yield and quality of our products through alteration and substitution of raw materials. In the past we have altered our raw material usages and substituted our inputs thereby improving the product yield and quality. With growing volatility in the price of our raw materials our management continuously strives to ensure efficient raw material management which will in turn lead to higher profitability and sustainable growth.

Raw materials comprised 47.0% of our total costs for the nine-month period ended December 31, 2009 and 54% of our total costs for the year ended March 31, 2009.

We purchase the glass bottles required for our Almond Drops products from one of India's largest and glass producers based in Haryana. Other packaging material such as PET bottles, plastic caps, labels, corrugated boxes and sachets are purchased on a monthly basis at spot prices. As a cost saving strategy, we procure these packaging materials from vendors in non-excise tax areas, such as Dehradun and Baddi.

Marketing and Sales

The FMCG industry is a brand-centric industry and we believe that our ability to build and sustain the equity of our brands is one of our key competitive advantages. During calendar year 2009 the FMCG industry in India continued to grow at an impressive rate of more than 18%, according to the Nielsen Retail Audit Report. As a direct result of our marketing efforts, the Almond Drops brand occupies one of the highest position in terms of brand awareness in the light hair oil market.

We continuously make investments in advertising and sales promotions. Our primary method of advertising is television, but we also advertise in the printed press as well, both newspapers and magazines. To a lesser extent, we also use other media outlets such as radio, outdoor displays and the Internet to communicate with our consumers. The primary aim of our promotion campaigns is to build brand awareness and achieve "Top of Mind" recall for our brands in the minds of Indian consumers. During the nine-month period ended December 31, 2009, our advertising and promotion expenditures were Rs.303.7 million, or 17.9% of our total expenses. We coordinate advertising campaigns with in-store promotional and other marketing activities. We have recently launched a pan-India advertising campaign for our Almond Drops brand with Ms. Lara Dutta to promote Almond Drops as a brand synonymous with "style", "nutrition", "modernity" and "value for money". We also conduct several on the ground activities such as van promotions, window displays, retail schemes and stockist incentives.

One of the keys to any successful FMCG brand in India is its sales force. Our in-house sales team consists of 237 direct sales personnel as of December 31, 2009. Our direct sales force sells our products across India and is compensated primarily by a fixed remuneration coupled with cash incentives based on performance. In addition to our in-house direct sales force, our products are also sold through approximately 600 distributor sales personnel. These sales personnel are employees of our distributors and sell our products exclusively. We provide both initial and ongoing training to the distributor sales personnel and have direct control over their sales incentives. We aim to incentivize and subsidize our distributors to reach their targeted return on investment. We accomplish this by working with each individual distributor to

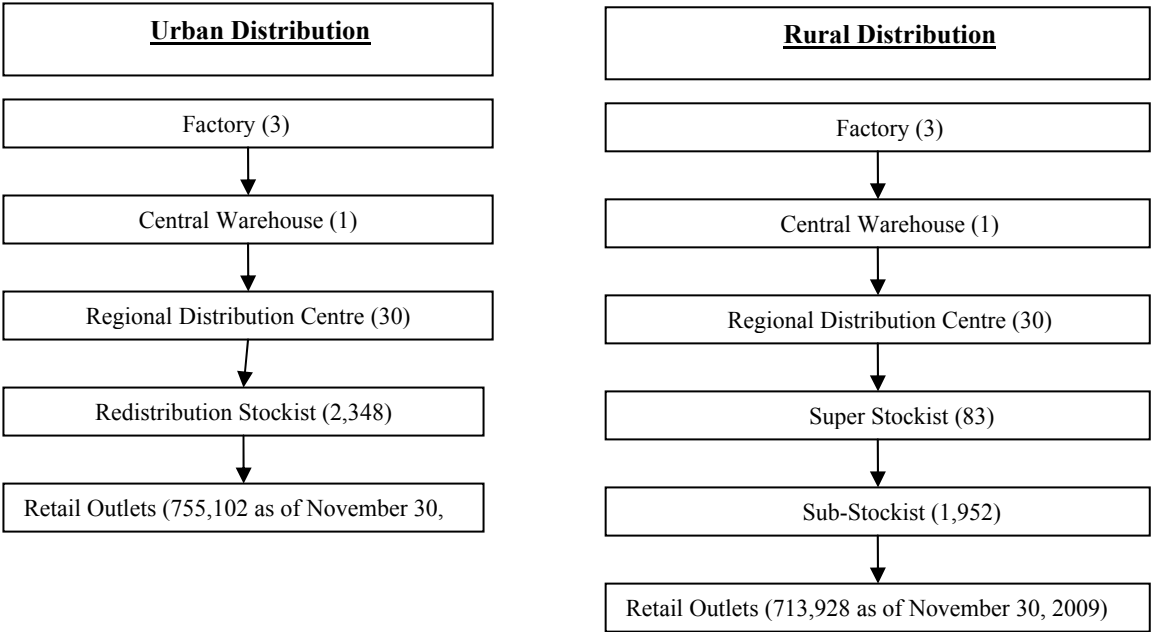
set a return on investment target that is appropriate given their location, size and experience. We have increased our sales force over the last three fiscal years as we expand our sales efforts, particularly in the rural areas of the country, from 551 in the fiscal year ended March 31, 2008 to 843 by December 31, 2009. This sales force includes both those employed by our Company as well as those distributing the brands we sell in retail outlets. We intend to continue to increase the size of our sales force, particularly the distributor sales personnel, during the next two fiscal years until we achieve our desired distribution reach.

Distribution

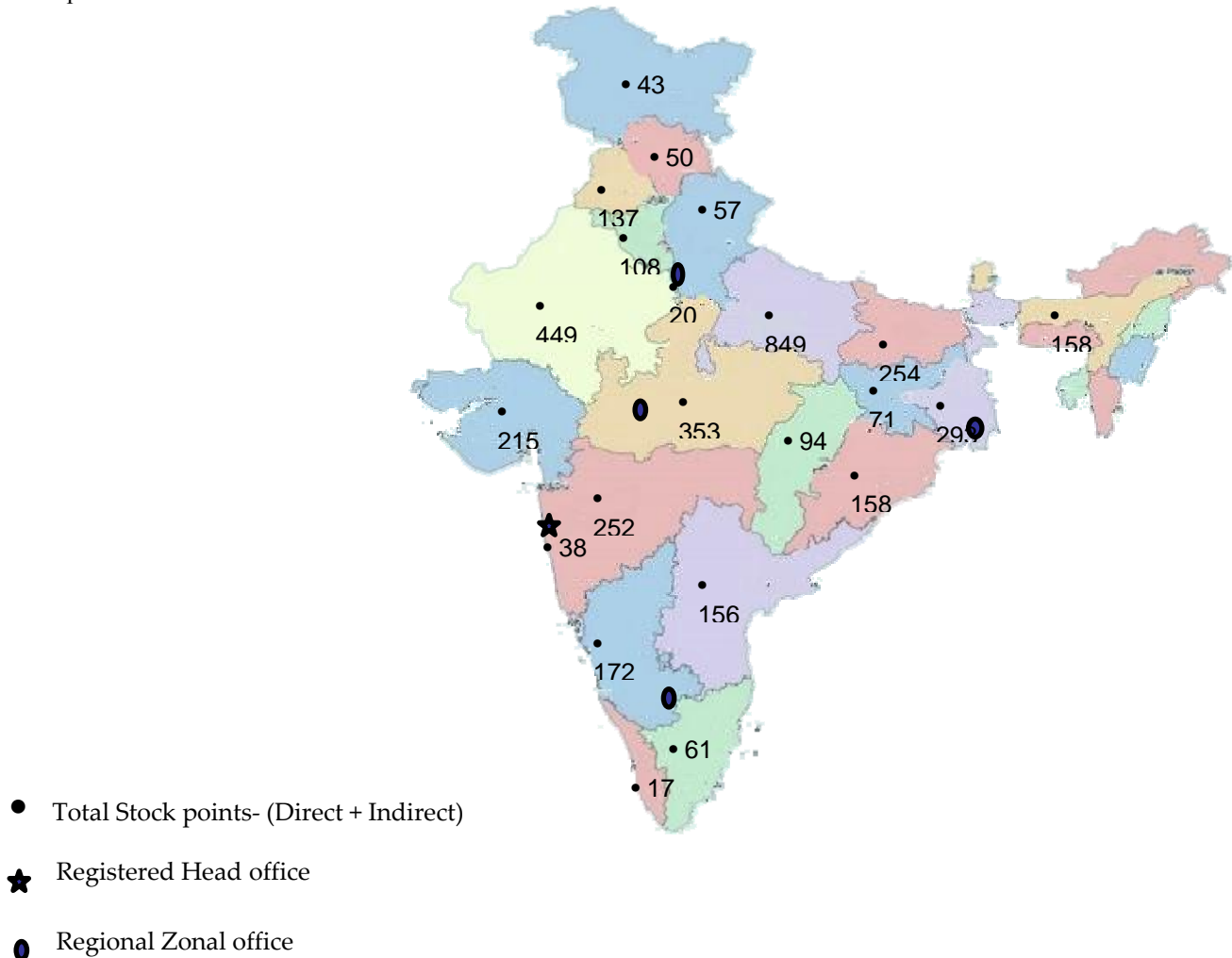
We believe we have been able to establish a strong distribution network in India over the last several years. We use both an urban and rural distribution model. As of December 31, 2009, we have built a wide reaching distribution network extending to more than 1.49 million outlets from more than 4,300 stockists for urban and rural direct distribution and more than 8,900 wholesalers for indirect distribution. Stockists are selected after an extensive due diligence process whereby we evaluate each individual candidate by speaking with their customers, employees and other relevant parties. We are currently in the process of increasing our stockists.

Finished goods manufactured at our Himachal Pradesh manufacturing facility are trucked to our central warehouse facility at Zirakpur, Punjab. From there, full truck loads of our products are sent to various regional distribution centres located across India. Title to the finished products is then passed to our "Redistribution Stockists" (urban distribution) and "Super Stockists" (rural distribution). These stockists are our distributors and they employ the indirect sales personnel that are critical to our sales. Stockists then sell our products directly to retail outlets (urban distribution) or to local sub-stockists for on-selling to retail outlets (rural distribution). Finished goods manufactured at our Dehradun facility are dispatched directly to our regional distribution centres without first being stored at our central warehouse.

The flow charts below illustrate our distribution processes for both our urban and rural distribution as of December 31, 2009:



The map below shows the locations of our stockists in India:



India has in the recent past witnessed the emergence of new supermarket and hypermarket chains. Our products are currently sold by all major national and international supermarket and hypermarket chains such as: BhartiWalmart, Metro Cash and Carry, Reliance Retail, Big Bazaar and Food Bazaar, D-Mart, Haryali, Shoprite and Spencers . While the current share of our revenues through these chains is not significant, it is expected that this may rise in the near future, most notably in the larger cities. In general, the trade margins and discounts expected by these chains are higher than traditional retail outlets. However, new supermarket and hypermarket chains generally provide an opportunity for better merchandising and visibility as well as cost savings through direct sales rather than through intermediaries and rationalization of packaging. We have a dedicated team of key account executives to cater to this new emerging distribution channel. These executives handle the distribution to supermarket and hypermarket chains through a group of dedicated distributors who handle only this form of alternative distribution.

Research and Development

Our research and development team is based at Parwanoo and Dehradun and is currently focused primarily on quality assurance and improving our existing product portfolio. We have employees on the research and development team which comprise specialists in the technologies critical to our various product categories, as well as a team that promotes inter-departmental, cross-functional research on a wide range of technologies. In connection with the implementation of our

growth plans, we intend to open a research and development facility at the new manufacturing plant in Paonta Sahib. We plan to hire new research and development personnel at this facility and expand our focus to include new product development.

As of December 31, 2009, we employed six people in our research and development activities, including specialists in chemical analysis and manufacturing processes.

Competition

The FMCG business is highly competitive. The hair oil market, in particular, consists of well-entrenched brands which have built up their brand equity over a period of decades. Barriers to new entrants are intense and require a significant amount of marketing expenditure to develop any new brand. We believe brand recognition is the primary factor affecting our competitive position. If the reputation of the brands we sell were to be damaged, it could significantly reduce our competitiveness. In addition, we also compete against unbranded products, especially in the rural market which we are targeting for our future growth. We believe we compete primarily on the basis of the following factors:

- maintaining favorable brand recognition;
- developing quality products with innovative performance features and packaging;
- educating consumers on our product benefits;
- anticipating and responding to changing consumer demands in a timely manner,
- including the timing of new product introductions;
- offering attractively priced products;
- maintaining an effective sales force; and
- obtaining sufficient retail floor space, optimal in-store positioning and effective presentation of our products at retail.

The principal competitors for our various brands are contained in the table below:

Product	Principal Competitor	Others
Almond Drops	Keo Karpin (Deys Medical)	Hair & Care (Marico), Clinic All Clear (HUL)
Brahmin Amla	Dabur Amla (Dabur)	Dabur Sarson Anmol (Dabur)
Amla Shikakai	Shanti Badam Hair Oil (Marico)	

Intellectual Property

We do not own any of the brand trademarks that we market our products under. These trademarks were licensed to us from BCCL for a period of 10 years from March 12, 2008 and was subsequently amended by two amendment agreements. Currently under the terms of the Trademark License Agreement, we are granted an exclusive license to use, manufacture, advertise, distribute and sell these trademarks worldwide for a period of 99 years, extendable by another 10 years. Under the terms of the Trademark License Agreement, our Promoter shall not manufacture the products developed, manufactured and marketed by us or any other products similar to those manufactured, developed and marketed by us during the pendency of the Trademark License Agreement. The consideration paid to BCCL for the use of these trademarks is in the form of an annual royalty payment at the rate of 1% of net sales of all goods sold by us. BCCL retains certain quality control rights in respect of their brands and we have agreed to observe all reasonable directions given to us by BCCL as to the color, size, type and other methods of presentation of the trademarks. The Trademark License Agreement is subject to early termination by BCCL in the event that (i) all or substantially all of our assets are seized, (ii) we come under government control, (iii) we undergo a change in management or ownership, or (iv) we are denied licenses necessary to the operation of our business. In the event BCCL decides to sell any of its trademarks, we have a right of first refusal to purchase such trademark. For significant terms and conditions of the Trademark License Agreement please refer to the section titled “*History and Certain Corporate Matters*” beginning on page 67 of this DRHP.

The table below summarizes the current trademark registration status as well as pending applications for the brands we sell:

Licensed Registered Trademarks

Product	Registration Number	Date of Application	Class	Status
Bajaj Amla Hair Oil (label mark)	989679	February 12, 2001	3	Registered & valid till February 12, 2011
Bajaj Amla (label mark)	989680	February 12, 2001	3	Registered & valid till February 12, 2011
Bajaj (Hindi) logo	1583988	July 25, 2007	3	Registered & valid till July 25, 2011
Bajaj (English) logo	1583987	July 25, 2007	3	Registered & valid till July 25, 2011

Licensed Unregistered Trademarks

Product	Registration Number	Date of Application	Class	Status
Bajaj Kala Dant Manjan	1560097	May 21, 2007	3	Pending Registration
Bajaj Almond drops (label mark)	1560098	May 21, 2007	3	Pending Registration
Bajaj Amla Shikakai	1560099	May 21, 2007	3	Pending Registration
New Bajaj Brahmi Amla	1560100	May 21, 2007	3	Pending Registration
Bajaj Red Tooth Powder	1560101	May 21, 2007	3	Pending Registration

Information Technology

Our business demands quick and informed decision making. Therefore, in order to increase responsiveness and efficiency we will continue to emphasize the adoption of upgraded technology.

We have invested in a MIS infrastructure to help us manage our demand and supply planning. Systems have been implemented to ensure that most activities follow standard operating procedure, allowing for our various sales offices and distribution centres to be well connected across 21 states. Our sales team, including both company-employed and distributor-employed sales personnel, are responsible for entering real-time sales data into the system. This data helps generate monthly MIS reports that are reviewed by all levels of our organization, including our chairman. These reports help to ensure that all aspects of our business, including finance, sales, distribution, logistics and human resources are all linked and continuously updated. The MIS software was developed by M/s Brain Power Solutions and is supported by them on day-to-day basis.

Insurance

We maintain insurance for a variety of risks, including, among others, for risks relating to fire, burglary and certain other losses and damage to buildings, plants, machinery (including marine cargo insurance for new purchases), inventory and office equipment and loss or damage of incoming and outgoing materials and finished goods by water, road and railway. In addition, we carry accident and medical insurance for our Indian operations.

Human Resources

We are a professionally managed company that has sought to build for itself a stimulating work culture that empowers people, promotes team building, encourages new ideas and motivates performance. We believe in meritocracy and this policy commences with hiring individuals with the right expertise and experience while ensuring that progress in the organisation is not dependent solely on tenure. In a business where the cost of quality lapses could be significant, we have remained focused on recruiting the right people, providing them with adequate training and encouraging retention through job satisfaction and compensation schemes.

We place significant emphasis on training our personnel, especially our sales staff, to increase their skill levels, ensure consistent application of our procedures and to instill an appreciation of our corporate values. We facilitate in-house training for the company-employed and distributor-employed sales staff both prior to the commencement of their employment as well as ongoing training.

As of December 31, 2009 we had more than 400 employees in India. These employees include senior managers, Deputy General Managers (DGMs), other managers, officers, other staff, permanent factory workers and temporary factory workers. Workers comprise approximately 36% of our employee strength, 83% of which are temporary workers. We believe that our relations with our employees are good. We have not experienced any work stoppages due to labour disputes.

The following table provides a breakdown of permanent employee headcount, divided by function, as of December 31, 2009:

Total No. of Employees	Senior Managers	DGMs	Other Managers	Officers	Other Staff	Permanent Factory	Temporary Factory
433	4	2	59	85	127	26	130

REGULATIONS AND POLICIES IN INDIA

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from the various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the Bidders and are neither designed nor intended to substitute for professional legal advice.

ENVIRONMENTAL AND LABOUR REGULATIONS

Depending upon the nature of the activity undertaken by us, applicable environmental and labour laws and regulations include the following:

- The Environment (Protection) Act, 1986;
- The Water (Prevention and Control of Pollution) Act, 1974;
- The Water (Prevention and Control of Pollution) Cess Act, 1977;
- The Air (Prevention and Control of Pollution) Act, 1981;
- The Hazardous Wastes (Management and Handling) Rules, 1989;
- The Factories Act, 1948;
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Employees' State Insurance Act, 1948;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Industrial Disputes Act, 1947;
- The Payment of Wages Act, 1936;
- The Workmen's Compensation Act, 1923;
- The Minimum Wages Act, 1948;
- The Payment of Bonus Act, 1965;
- The Payment of Gratuity Act, 1972;
- The Industrial Employment (Standing Orders) Act, 1946; and
- The Shop and Establishment Acts

ENVIRONMENTAL LAWS

Our business is subject to environment laws and regulations. The applicability of these laws and regulations varies from operation to operation and is also dependent on the jurisdiction in which we operate. Compliance with relevant environmental laws is the responsibility of the occupier or operator of the facilities. Major environmental laws applicable to our operations include:

The Environment (Protection) Act, 1986 (the "EPA")

The EPA is an umbrella legislation in respect of the various environmental protection laws in India. The EPA vests the Government of India with the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for inter alia, laying down the quality of environment, standards for emission of discharge of environment pollutants from various sources, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to Rs.100, 000 or imprisonment of up to five years, or both.

There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of Government analysts.

The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both.

The Central Pollution Control Board has powers, *inter alia*, to specify and modify standards for streams and wells, while the State Pollution Control Boards have powers, *inter alia*, to inspect any sewage or trade effluents, and to review plans, specifications or other data relating to plants set up for treatment of water, to evolve efficient methods of disposal of sewage and trade effluents on land, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry likely to pollute a stream or a well, to specify standards for treatment of sewage and trade effluents, to specify effluent standards to be complied with by persons while causing discharge of sewage, to obtain information from any industry and to take emergency measures in case of pollution of any stream or well.

A central water laboratory and a state water laboratory have been established under the Water Act.

The Water (Prevention and Control of Pollution) Cess Act, 1977 (the “Water Cess Act”)

The Water Cess Act provides for levy and collection of a cess on water consumed by industries with a view to augment the resources of the Central and State Pollution Control Boards constituted under the Water Act. Under this statute, every person carrying on any industry is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to those persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water Act or any standards laid down under the EPA. For the purpose of recording the water consumption, every industry is required to affix meters as prescribed. Penalties for non-compliance with the obligation to furnish a return and evasion of cess include imprisonment of any person for a period up to six months or a fine of Rs.1,000 or both and penalty for non payment of cess within a specified time includes an amount not exceeding the amount of cess which is in arrears.

The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)

Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the provisions of the Air Act include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. If an area is declared by the State Government to be an air pollution control area, then, no industrial plant may be operated in that area without the prior consent of the State Pollution Control Board.

Under the Air Act, the Central Pollution Control Board has powers, *inter alia*, to specify standards for quality of air, while the State Pollution Control Boards have powers, *inter alia*, to inspect any control equipment, industrial plant or manufacturing process, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry and to obtain information from any industry.

The Hazardous Wastes (Management and Handling) Rules, 1989 (the “Hazardous Wastes Rules”)

The Hazardous Wastes Rules aim to regulate the proper collection, reception, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose such waste without adverse effect on the environment, including through the proper collection, treatment, storage and disposal of such waste. Every occupier and operator of a facility generating hazardous waste must obtain an approval from the Pollution Control Board. The occupier, the transporter and the operator are liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste. The operator and the occupier of a facility are liable for any fine that may be levied by the respective State Pollution Control Boards. Penalty for the contravention of the provisions of the Hazardous Waste Rules includes imprisonment up to five years and imposition of fines as may be specified in the EPA or both.

LABOUR LAWS

The Factories Act, 1948, as amended (the “Factories Act”)

The Factories Act defines a ‘factory’ to be any premise which employs or employed on any day in the previous twelve months, ten or more workers and in which a manufacturing process is being carried on with the aid of power or any premises where there are or were in the previous twelve months, at least twenty workers working even though there is no manufacturing process being carried on with the aid of power. State Governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and licensing of factories.

The Factories Act provides that the ‘occupier’ of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers’ health and safety, cleanliness and safe working conditions.

If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment for a term up to two years or with a fine up to Rs.100,000 or with both, and in case of contravention continuing after conviction, with a fine of up to Rs.1, 000 per day of contravention. In case of a contravention which results in an accident causing death or serious bodily injury, the fine shall not be less than Rs.25, 000 in the case of an accident causing death, and Rs.5,000 in the case of an accident causing serious bodily injury.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (the “EPF Act”)

The EPF Act provides for the institution of compulsory provident fund, pension fund and deposit linked insurance funds for the benefit of employees in factories and other establishments. A liability is placed both on the employer and the employee to make certain contributions to the funds mentioned above.

The Employees State Insurance Act, 1948 (the “ESI Act”)

The ESI Act provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Contract Labour (Regulation and Abolition) Act, 1970, as amended (the “CLRA”)

The CLRA requires establishments that employ or have employed on any day in the previous 12 months, 20 or more workmen as contract labour to be registered and prescribes certain obligations with respect to the welfare and health of contract labour.

The CLRA requires the principal employer of an establishment to which the CLRA applies to make an application to the registering officer in the prescribed manner for registration of the establishment. In the absence of registration, contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued.

To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor including the establishment of canteens, rest rooms, drinking water, washing facilities, first aid facilities, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period.

Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

The Industrial Disputes Act, 1947 (the “ID Act”)

The ID Act was enacted to make provisions for investigation and settlement of industrial disputes, and for certain other purposes. It lays down provisions for constitution of the authorities, powers and duties of authorities, provisions relating to strikes and lock-outs, lay-off and retrenchment, special provisions relating to lay-off, retrenchment and closure in certain establishments, unfair labour practices etc. The ID Act lays down different penalties for contravention of the various provisions of the Act.

The Payment of Wages Act, 1936 (the “Wages Act”)

The Wages Act was enacted to regulate the payment of wages of certain classes of employed persons which include persons employed in any factory. The Wages Act makes provisions for responsibility for payment of wages, fixation of wage periods, time for payment of wages, deductions which may be made from wages, procedures for application in respect of claims for unpaid wages, conditional attachment of the property of employer or other person responsible for payment of wages etc. It further lays down a pecuniary penalty for the first time offenders and habitual offenders.

The Workmen’s Compensation Act, 1923 (the “Compensation Act”)

The Workmen’s Compensation Act, 1923 provides for remedies where personal injury is caused to a workman or his death occurs, by accident during his employment. In such cases the Compensation Act makes employer of the said employee liable to pay compensation to him or in case of his death to his legal representatives. However, no compensation is required to be paid if the injury did not disable the workman for a period exceeding three days or if the workman was at the time of injury under the influence of drugs or alcohol, or if he willfully disobeyed safety rules or disregarded safety guards or other device which he knew to have been provided for securing the safety of workman.

The Minimum Wages Act, 1948

State governments may stipulate the minimum wages applicable to a particular industry. The minimum wages may consist of a basic rate of wages and a special allowance; or a basic rate of wages and the cash value of the concessions in respect of supplies of essential commodities; or an all-inclusive rate allowing for the basic rate, the cost of living allowance and the cash value of the concessions, if any.

Workmen are to be paid for overtime at overtime rates stipulated by the appropriate government. Contravention of the provisions of this legislation may result in imprisonment up to six months or a fine up to Rs.500 or both.

The Payment of Bonus Act, 1965, as amended (the “Bonus Act”)

Pursuant to the Bonus Act, an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus.

Contravention of the provisions of the Bonus Act by a company is punishable by imprisonment for up to six months or a fine of up to Rs.1, 000 or both, against persons in charge of, and responsible to the company for, the conduct of the business of the company at the time of contravention.

The Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”)

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement or resignation, superannuation or death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent on an employee having completed five years of continuous service.

An employee in a factory is said to be in ‘continuous service’ for a certain period notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee. The employee is also deemed to be in continuous service if the employee has worked (in an establishment that works for at least six days in a week) for at least 240 days in a period of 12 months or 120 days in a period of six months immediately preceding the date of reckoning.

The Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders Act”)

The Standing Orders Act requires every industry in which one hundred or more workmen are employed and every industry wherein less than one hundred employees are employed which is notified by the government to submit standing orders, containing the conditions of employment in the industry, to a certifying officer. Such standing orders must include provisions dealing with various matters relating to employment, such as attendance and termination of employment, set out in Schedule I of the Standing Orders Act. Once submitted, the standing orders shall be certified by the certifying officer after hearing representations from the representatives of the workmen or trade union of the industry and the employer. The certified standing orders must be posted in a prominent place in the establishment by the employer. The Standing Orders Act also lays down certain penalties for contravening the provisions of the Standing Orders Act.

Shops and Commercial Establishments Acts (the “SCE Acts”)

The SCE Acts regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of *inter alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work. Each state has passed its own SCE Act to regulate conditions of work in the state. The SCE Act applies to local areas as notified by the government of each state and mandates registration of shops and establishments. The SCE Acts prohibit the employment of children and regulates the employment of young persons and women in shops and establishments. The SCE Acts also contains provisions dealing with payment of wages to employees and leave with pay. There are various regulations that need to be observed to ensure the health and safety of the employees. The SCE Act provides for penalties for the contravention of its various provisions and enhanced penalty in case of previous conviction.

PRODUCT RELATED LEGISLATION

The Standard of Weights and Measures Act, 1976 (the “Weights and Measures Act”)

The Weights and Measures Act aims at the establishment of the standards for weights and measures and regulation of established standards of weights and measures in relation to inter-state trade and commerce in weights, measures and other goods which are sold or distributed or delivered by weights, measures or number. The Weights and Measures Act stipulates that every unit of weight or measure shall be based on the units of the metric system and lays down requirements for the physical representation of standard units. The Weights and Measures Act provides to prescribe specification of measuring instruments used in commercial transaction, industrial production and measurement affecting public health and human safety. The Weights and Measures Act contains penal provisions for violating its provisions.

While the Weights and Measures Act is a central legislation, its enforcement lies with the state governments through the Standards of Weights and Measures (Enforcement) Act, 1985. The Weights and Measures Act also gives powers to inspectors to search, seize and forfeit non-standard weight or measures. The Packaged Commodities Rules, 1977 framed under the Weights and Measures Act contains provisions laying down the norms to be followed, in the interests of consumer safety, when commodities are sold or distributed or delivered or offered or displayed for sale, distribution or delivery, or stored for sale, or for distribution or delivery, in packaged form in the course of interstate trade or commerce.

Drugs and Cosmetic Act, 1940 (the “DCA Act”) and the Drugs and Cosmetic Rules, 1945 (the “DCA Rules”)

The sale, manufacture and distribution of cosmetics is governed by the DCA Act and DCA Rules. Cosmetics has been defined as any article intended to be rubbed, poured, sprinkled or sprayed on, or introduced into, or otherwise applied to, the human body on any part for cleansing, beautifying, promoting attractiveness, or altering the appearance, and includes any article intended for use as a component of a cosmetics.

Chapter IV of the DCA Act lays down provisions relating to the manufacture, sale and distribution of drugs and cosmetics. The DCA Act defines misbranded, spurious and adulterated cosmetics and prohibits the manufacture and sale of cosmetics which are not of standard quality, misbranded or spurious, or contains ingredient which may render it unsafe or harmful, etc. Further, the DCA Act lays down penalty for manufacture, sale, etc. of cosmetics in contravention of Chapter IV of the DCA Act.

The DCA Rules provide that no cosmetic shall be manufactured which contains dyes, colours and pigments other than those specified by the Bureau of Indian Standards and under the DCA Act. It also lays down specific rules pertaining to import of cosmetics, manufacture of cosmetic for sale or for distribution, labelling, packing of cosmetics and approval of institutions for carrying out tests on drugs, cosmetics and raw materials used in their manufacture.

Micro, Small and Medium Enterprises Development Act, 2006 (the “MSMED Act”)

The MSMED Act provides for facilitating the promotion, development and enhancing the competitiveness of micro, small and medium enterprises and for matters connected therewith or incidental thereto. It classifies the enterprises into micro, small and medium. It inter-alia provides for the constitution of the National Micro, Small and Medium Enterprises Board with a much wider and representative composition and wider function, replacement of the two-stage system of optional “registration” of the small scale industry by that of optional filing simplified “memoranda” by micro and small enterprises (“MSEs”), improving access of MSEs to credit, statutory backing for procurement preference policies in favour of the micro, small and medium enterprises (“MSMEs”), simplification and harmonization of inspection procedures and requirement of maintaining registers and furnishing returns, as applicable to the MSMEs under specified labour laws, strengthening of provisions on relating to the problems of delayed payments to MSEs and widening the functions of the relevant dispute resolution mechanism with a view to providing quicker and more effective remedies to the MSEs in cases of disputes and simpler scheme for closure of business by the MSEs.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as ‘Bhaumik Agro Products Private Limited’ on April 25, 2006 under the Companies Act with the RoC, Maharashtra. The name of our Company was changed to ‘Bajaj Corp Private Limited’ pursuant to a special resolution of the shareholders’ of our Company dated July 18, 2007 and consequent to such change of name, a fresh certificate of incorporation dated September 11, 2007 was issued by the RoC, Maharashtra. Pursuant to a special resolution of the shareholders of our Company on September 14, 2007, our Company was converted into a public company, and the name of our Company was further changed to ‘Bajaj Corp Limited’ and consequent to such change of name, a fresh certificate of incorporation dated October 16, 2007 was issued by the RoC, Maharashtra.

We commenced manufacturing and sale of our products in April 2008. Our products have been in existence since 1953 and were sold by different Bajaj group companies. BSL an erstwhile Bajaj group company manufactured and sold our products until December 2000. In January 2001, pursuant to a scheme of demerger, BSL transferred its operating business and assigned the trademarks for all the brands to its subsidiary Deccan Ayurvedashram Pharmacy Limited which subsequently changed its name to BCCL. Subsequently, pursuant to the execution of the Trademark License Agreement between BCCL and us, BCCL assigned the trademarks for the products in our favour. For details of the Trademark License Agreement, refer to the sub-section titled “*Other Agreements entered into by our Company other than in the normal course of business*” given below.

Changes in Registered Office

Pursuant to a resolution passed by our Board of Directors dated June 25, 2007, the registered office of our Company was shifted from Flat No.P/0005, Challenger Tower 1, Thakur Village, Kandivali (E), Mumbai 400101, Maharashtra to 2nd Floor, Building No. 2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (E), Mumbai 400093, Maharashtra. This was done for greater operational facilities.

Key Events and Milestones

Year	Key Events, Milestones and Achievements
2008	BCCL licensed all its brands to our Company <i>vide</i> a brand licensing agreement dated March 12, 2008.
	Our Company set up its first manufacturing plant at Parwanoo in Himachal Pradesh.
	Our Company set up its second manufacturing plant at Dehradun, Uttarakhand.

Our Company has eight shareholders as of the date of filing of this DRHP with SEBI.

For details relating to our financial statements, see the section titled “*Financial Statements*” beginning on page 96 of this DRHP.

Main Objects

The main objects of our Company are set forth in the table below:

Clause	Particulars
IIIA (1)	To carry on the business of manufacturers, exporters, importers, retailers, merchants, producers, buyers, sellers, brokers, buying agents, selling agents, packers, re-packers, commission agents, factors, distributors, stockists, agents, traders and suppliers of and dealers in all classes and kinds of all or any pharmaceutical, medicinal, industrial and other preparations and articles, patent medicines, mineral and other water, cordials, restoratives, foods, drugs, tinctures, Inks, paints, pigments, varnishes, drugs and colour grinders, makers of and dealers in proprietary and sanitary articles, hair oils, scents, snows, perfumes, talcum powders, face powders, baby powders, prickly heat powders, face creams, face foundations, skin powders, tooth powders, tooth paste, toothbrushes, hair dyes, shaving soaps, shaving creams, shaving brushes, blades, razors, eyeliners, eye shadows, mascaras, kajals, nail polish, nail enamel, nail polish removers, nail hardners, lip sticks, lip gloss, blush on, eyelash curlers, hair sprays, shampoos, conditioners, after shave lotions, after shave soaps, medicated soaps, lather soaps, moisturising soaps, moisturising creams, abrasives, cleansing milk creams, hair

	removers, waxes, sprays, hair creams, tissue papers, kerchiefs, cosmetics and toiletries and other preparations of all kinds according to the methods and systems of Allopathy, Homeopathy, Unani, Ayurveda and Biochemistry, chemicals (organic and/or inorganic, fine or heavy, their mixtures and formulation) its intermediates, jute, jute goods, jute cuttings, jute rejections, cotton, yarn wool, silk, handicraft, flax, hemp; rayon, nylon and other fibrous materials and man made fibers, textile fabrics, ready-made garments, food-grains, food products, vegetable products, irons, steel, cement, paper, paper board, news print, straw board, hard board, tea, coffee, electrical goods, sugar, sugar cane, molasses, plant and machinery, vehicles and other automobile spare parts, tractors and other agricultural implements, tyres, tubes, tyre cord sheets, rubber and rubber products, plastic and plastic products, leather products, foot wear, hides, skins, metals and minerals and all other goods made thereof there from electrical, chemicals, photographic, cordials, drugs, tanning, essence and colour grinders, oxygen, hydrogen, nitrogen, carbonic acid, acetylene dissolved or otherwise and any other gases or any compounds or byproducts thereof; engines, electrodes, transformers, gas cylinders, containers, compressors, welding machine and other apparatuses and machinery to be used for or in connection with the consumption of gases directly or indirectly and to carry on business of manufactures, merchants, traders, dealers, producers, export house of any good, commodities and merchandise of any other description whatsoever either by wholesale or retail and to carry on other business or businesses which it may possibly be desirable to carry on in conjunction with or in lieu of or independently of any business of the company.
IIIA (2)	To carry on the business of importers and exporters of all kinds of chemicals, chemical products, deoiled cakes, animal feeds, concentrates and to carry on business as manufacturers, buyers, sellers of and dealers in all kinds of chemicals and chemical products including acids, alkalies, salts, manures, fertilizers, dye ware paint, caustic soda, soda ash, nitric acid, sodium nitrate, sodium nitrite, sodium bicarbonate, ammonia, and all other types of acids, solvents and industrial chemicals and minerals, pigments, methanol and all other organic and inorganic chemicals.
IIIA (3)	To carry on the business of manufacturers and dealers in Anatomical, Orthopaedic and Surgical Appliances, provisions and requisites of all kinds of Surgical apothecaries, Medical Practitioners, Hospital and Invalids.
IIIA (4)	To carry on the business of manufacturers and dealers in pesticides, insecticides, repellents and of all kinds of agriculture chemicals and to carry on the said business in all their branches.
IIIA (5)	To carry on the business of manufacturers and dealers in pesticides, insecticides, repellents and of all kinds of agriculture chemicals and to carry on the said business in all their branches.

The main objects as contained in the Memorandum of Association of our Company enable us to carry on the business that is presently carried out, as well as the businesses we propose to carry out.

For details relating to our business, operations and competitors see the sections titled “***Our Business***”, “***Industry***” and “***Financial Statements***” beginning on pages 45, 37 and 96 of this DRHP respectively.

Amendments to our Memorandum of Association

Since our incorporation, the following changes have been made to our Memorandum of Association.

Date of Shareholders’ approval	Nature of Amendment
July 18, 2007	The Memorandum of Association was amended with respect to the name of our Company being changed to “ <i>Bajaj Corp Private Limited</i> ”.
July 18, 2007	The authorised share capital of our Company was increased pursuant to which Clause V of the Memorandum of Association was replaced with the following:

Date of Shareholders' approval	Nature of Amendment
	<p><i>"The authorized share capital of our Company is Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10 (Rupees Ten only) each."</i></p>
July 18, 2007	<p>Clause IIIA(1) of the Memorandum of Association was amended and replaced with the following:</p> <p><i>"To carry on the business of exporters, importers, retailers, merchants, buyers, sellers, brokers, buying agents, selling agents, packers, re-packers, commission agents, factors, distributors, stockists, agents, traders and suppliers of and dealers in all classes and kinds of all or any pharmaceutical, medicinal, industrial and other preparations and articles, patent medicines, mineral and other water, cordials, restoratives, foods, drugs, tinctures, Inks, paints, pigments, varnishes, drugs and colour grinders, makers of and dealers in proprietary and sanitary articles, hair oils, scents, snows, perfumes and other preparations of all kinds according to the methods and systems of Allopathy, Homeopathy, Unani, Ayurveda and Biochemistry, chemicals (organic and/or inorganic, fine or heavy, their mixtures and formulation) its intermediates, jute, jute goods, jute cuttings, jute rejections, cotton, yarn wool, silk, handicraft, flax, hemp; rayon, nylon and other fibrous materials and man made fibers, textile fabrics, ready-made garments, food-grains, food products, vegetable products, irons, steel, cement, paper, paper board, news print, straw board, hard board, tea, coffee, electrical goods, sugar, sugar cane, molasses, plant and machinery, vehicles and other automobile spare parts, tractors and other agricultural implements, tyres, tubes, tyre cord sheets, rubber and rubber products, plastic and plastic products, leather products, foot wear, hides, skins, metals and minerals and all other goods made thereof there from electrical, chemicals, photographic, cordials, drugs, tanning, essence and colour grinders, oxygen, hydrogen, nitrogen, carbonic acid, acetylene dissolved or otherwise and any other gases or any compounds or byproducts thereof; engines, electrodes, transformers, gas cylinders, containers, compressors, welding machine and other apparatuses and machinery to be used for or in connection with the consumption of gases directly or indirectly and to carry on business of merchants, traders, dealers, export house of any good, commodities and merchandise of any other description whatsoever either by wholesale or retail and to carry on other business or businesses which it may possibly be desirable to carry on in conjunction with or in lieu of or independently of any business of the company."</i></p>
July 18, 2007	<p>Clause IIIA of the Memorandum of Association was amended to insert the following:</p> <p><i>"1. To carry on the business of importers and exporters of all kinds of chemicals, chemical products, deoiled cakes, animal feeds, concentrates and to carry on business as manufacturers, buyers, sellers of and dealers in all kinds of chemicals and chemical products including acids, alkalies, salts, manures, fertilizers, dye ware paint, caustic soda, soda ash, nitric acid, sodium nitrate, sodium nitrite, sodium bicarbonate, ammonia, and all other types of acids, solvents and industrial chemicals and minerals, pigments, methanol and all other organic and inorganic chemicals.</i></p> <p><i>2.To carry on the business of manufacturers and dealers in Anatomical, Orthopaedic and Surgical Appliances, provisions and requisites of all kinds of Surgical apothecaries, Medical Practitioners, Hospital and Invalids.</i></p> <p><i>3. To carry on the business of manufacturers and dealers in pesticides, insecticides, repellents and of all kinds of agriculture chemicals and to carry on the said business in all their branches.</i></p> <p><i>4. To carry on the business of manufacturers and dealers in pesticides, insecticides, repellents and of all kinds of agriculture chemicals and to carry on the said business in all their branches."</i></p> <p>Clause IIIC of the Memorandum of Association was amended to insert the following:</p> <p><i>"To carry on the business of plantation of all types for commercial, domestic, industrial or any other purposes and to cultivate, produce, process, store, cann, import, export, buy, sell, warehouse and to act as agent, broker, stockiest, indenter, consignor, merchant, adatia, farmer, floriculturist, tissueculturist, periculturist, sericulturist, horticulturist, apiculturist, orchardist, grazer, nursery man, seed beeder, timber-grower, forest owner or otherwise to deal in all types of crops, seeds, grains, leaves, grass, timbers, fruits, vegetables, foods, cereals, herbals, flowers, edibles, nonedibles and all such other agricultural products, derivatives or wastes and to erect green houses, artificial chambers or any other premises for the promotion of speedy growth of agricultural products or to undertake bio-technical and artificial transplantations."</i></p>

Date of Shareholders' approval	Nature of Amendment
September 14, 2007	The Memorandum of Association was amended with respect to the name of our Company being changed to " <i>Bajaj Corp Limited</i> ".
May 19, 2008	The authorised share capital of our Company was increased pursuant to which Clause V of the Memorandum of Association was replaced with the following: <i>"The authorized share capital of our Company is Rs. 10,00,00,00 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 (Rupees Ten only) each."</i>
November 3, 2009	The authorised share capital of our Company was increased pursuant to which Clause V of the Memorandum of Association was replaced with the following: <i>"The authorized share capital of our Company is Rs. 20,00,00,000 divided into 20,00,00,000 Equity Shares of Re.1 (Rupee One only) each."</i>
November 3, 2009	Clause IIIC of the Memorandum of Association was amended to insert the following: <i>"1. To promote, develop, generate, distributes, accumulate, transmit, supply, sell electricity and/or power by installing power plant/s, whether based on thermal, hydel, gas, solar, windmill, diesel, furnace oil or any other source and to lay down, establish power stations, cables, transmission lines or towers, sub-stations, terminal and other works for the aforesaid purpose and to acquire, run or manage any company or undertaking engaged in similar business and/or activities.</i> <i>2. To engage in the business of engineering, contracting and construction including the design, manufacture, construction, erection, alteration, repair, and installation of plants, buildings, structures, ways, works, system and mechanical electrical and electronic machineries, equipments, apparatus and devices.</i> <i>3. To explore, prospect, take on lease or on royalty basis or otherwise, acquire mines, mining rights and lands or any interest therein and to quarry, mine, dress, reduce, draw, extract, calcine, smelt, refine, manufacture, process and otherwise dispose of and deal in all types, qualities and escription of ore, metal and mineral substances and to carry on any metallurgical operations.</i> <i>4. To carry on the business of construction of roads, bridges, tunnels, dams, canals, jetties, setting up of other infrastructural facilities and/or running them on lease, rentals, toll, etc. and to engage in repairing and/or maintenance thereof."</i>
November 27, 2009	Clause IIIA(1) of the Memorandum of Association was amended and replaced with the following: <i>"To carry on the business of manufacturers, exporters, importers, retailers, merchants, producers, buyers, sellers, brokers, buying agents, selling agents, packers, re-packers, commission agents, factors, distributors, stockists, agents, traders and suppliers of and dealers in all classes and kinds of all or any pharmaceutical, medicinal, industrial and other preparations and articles, patent medicines, mineral and other water, cordials, restoratives, foods, drugs, tinctures, Inks, paints, pigments, varnishes, drugs and colour grinders, makers of and dealers in proprietary and sanitary articles, hair oils, scents, snows, perfumes, talcum powders, face powders, baby powders, prickly heat powders, face creams, face foundations, skin powders, tooth powders, tooth paste, toothbrushes, hair dyes, shaving soaps, shaving creams, shaving brushes, blades, razors, eyeliners, eye shadows, mascaras, kajals, nail polish, nail enamel, nail polish removers, nail hardners, lip sticks, lip gloss, blush on, eyelash curlers, hair sprays, shampoos, conditioners, after shave lotions, after shave soaps, medicated soaps, lather soaps, moisturising soaps, moisturising creams, abrasives, cleansing milk creams, hair removers, waxes, sprays, hair creams, tissue papers, kerchiefs, cosmetics and toiletries and other preparations of all kinds according to the methods and systems of Allopathy, Homeopathy, Unani, Ayurveda and Biochemistry, chemicals (organic and/or inorganic, fine or heavy, their mixtures and formulation) its intermediates, jute, jute goods, jute cuttings, jute rejections, cotton, yarn wool, silk, handicraft, flax, hemp; rayon, nylon and other fibrous materials and man made fibers, textile fabrics, ready-made garments, food-grains, food products, vegetable products, irons, steel, cement, paper, paper board, news print, straw board, hard board, tea, coffee, electrical goods, sugar, sugar cane, molasses, plant and machinery, vehicles and other automobile spare parts, tractors and other agricultural implements, tyres, tubes, tyre cord sheets, rubber and rubber products, plastic and</i>

Date of Shareholders' approval	Nature of Amendment
	<i>plastic products, leather products, foot wear, hides, skins, metals and minerals and all other goods made thereof there from electrical, chemicals, photographic, cordials, drugs, tanning, essence and colour grinders, oxygen, hydrogen, nitrogen, carbonic acid, acetylene dissolved or otherwise and any other gases or any compounds or byproducts thereof; engines, electrodes, transformers, gas cylinders, containers, compressors, welding machine and other apparatuses and machinery to be used for or in connection with the consumption of gases directly or indirectly and to carry on business of manufactures, merchants, traders, dealers, producers, export house of any good, commodities and merchandise of any other description whatsoever either by wholesale or retail and to carry on other business or businesses which it may possibly be desirable to carry on in conjunction with or in lieu of or independently of any business of the company."</i>
February 22, 2010	The authorised share capital of our Company was re-classified pursuant to which Clause V of the Memorandum of Association was replaced with the following: <i>"(a)The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.5/- (Rupees Five only) each."</i>

Holding Company

BCCL is our holding company. For details relating to BCCL, see the section titled ***"Our Promoter and Group Companies"*** beginning on page 84 of this DRHP.

Subsidiaries and Joint Ventures

Our Company does not have any subsidiaries or Joint Ventures as on date of this DRHP.

Other Agreements entered into by our Company other than in the normal course of business

Memorandum of Understanding

Our Company has entered into a Memorandum of Understanding dated October 14, 2009 ("**MOU**") with Bajaj Infrastructure Development Company Limited holding 51%, Bajaj Hindustan Limited holding 5% and Teracon Construction (India) Private Limited holding 4% to form a consortium in the nature of a Special Purpose Vehicle ("**SPV**") to participate in the tender for redevelopment of property at Nityanand Nagar Vibhag Four Cooperative Housing Society Limited to be executed as the agent of the society for the proposed development retaining all rights, ownership and possession of the properties with the society. As per the terms of the MOU, our Company has undertaken to subscribe to at least 40% of the paid up capital of the SPV. Further, the role and responsibility of our Company in the SPV, as recorded in the MOU will be that of financial commitment and participation in the management of the SPV jointly and severally.

Other Key Agreements

Trademark License Agreement

Our Company has entered into a brand licensing agreement dated March 12, 2008 with our Promoter BCCL, which was amended on January 22, 2010 and further amended by a novation agreement dated February 24, 2010, for the exclusive use of all the brand names under which we market our products ("**Trademark License Agreement**").

The main terms of the Trademark License Agreement are as follows:

Term: The Trademark License Agreement is valid for a period of 99 years from March 12, 2008, i.e. valid until March 12, 2107 and further extendable for a period of 10 (ten) years thereof.

Grant of License: An exclusive and worldwide global license in respect of the products and brands is granted to us by our Promoter, BCCL in connection with the manufacture, advertisement, distribution and sale of the Goods. Our Company may use the licenses trademarks along with any other trademark or logo, tradenames and trading styles.

Territory: Shall mean and include all geographic locations and jurisdictions across the whole world.

Goods: Shall mean all those products and brands as enumerated in the Trademark Licensing Agreement for which trademarks are registered and/ or applied for and also includes other fast moving consumer goods.

Royalty Arrangement: Our Company will pay our promoter BCCL a royalty of 1 (one) % of our annual net sales turnover in respect of the Goods (as defined above), commencing on 1st day of every financial year. The payment shall be made by our Company in Indian rupees no later than 60 days from the end of financial year.

Reports: Our Company shall prepare and submit written reports to our Promoter, BCCL within 45 days after the close of each financial quarter during the Term of the Trademark License Agreement, beginning with the financial quarter in which the date of which the date of the first commercial sale of the product occurs. Our Company will maintain clear accurate and complete records for a period of at least five years or time as prescribed under applicable laws whichever is higher for each reporting period in which net sales occur showing the manufacturing, sales, use and other disposition of Goods in the Territory in reasonable detail to enable the estimation of royalties payable. Our Company further agrees to permit its books and records to be examined by an independent account firm from time to time to the extent necessary. Such examination is to be made at the expense of our Promoter, BCCL except in the case as per the results of the audit the licensee has underpaid BCCL by 15% or more wherein the audit fees shall be paid by the licensee.

The aforementioned clauses Royalty Arrangement and Reports will remain unaltered even if the products are manufactured by third parties and or by a sub licensor.

Non Compete: In view of the exclusive license being granted to our Company, our Promoter, BCCL shall not manufacture the products developed, manufactured and marketed by us or any other products similar to those manufactured, developed and marketed by our Company during the pendency of the Trademark License Agreement.

Termination: In the event of any material breach of the terms of the Trademark License Agreement by the parties, the said Trademark Licensing Agreement can be terminated by either our Company or by our Promoter, BCCL upon providing a notice of 90 (ninety) days to the other party. Our Promoter, BCCL also has the right to terminate the Trademark Licensing Agreement after providing 30 (thirty) days written notice to our Company, in the event of substantial or complete seizure of our assets, when the management of our Company undergoes change or comes directly or indirectly under governmental control or when our Company is denied certain authorizations required to carry on our business in a particular country.

Permitted use of Trademark: No other symbols, marks or other wording, shapes and designs of the packing and copyrights of labels whether registered or unregistered, except the tradename or the corporate name shall appear on the Goods without the prior consent of our Promoter, BCCL.

Contract Manufacturers: Our Company acknowledges that our Promoter, BCCL may participate in deciding the contract manufacturers.

Restriction on advertisements and Reservations: Our Company shall not represent to any person that it is the owner/proprietor of the Goods and agree and undertake to ensure that all material. Advertisements (whether audio or video or both), goods, stationary, pamphlets and any other reference to the Goods shall at all times clearly and expressly carry the phrase “ under license from Bajaj Consumer Care Limited” or such other message/ instructions as maybe specifically prescribed by BCCL from time to time during the Term of the Trademark License Agreement..

Quality Control: In terms of the Trademark Licensing Agreement, our Company agrees that our Promoter BCCL has the right to control the standards and quality of the Goods used by us in accordance with the Trademark Licensing Agreement. We have further agreed, that all Goods will be manufactured by us in accordance with such minimum quality standards and specifications as our Promoter BCCL may prescribe from time to time. The following are the main quality control provisions in accordance with the Trademark License Agreement:

- To the extent possible our Company will follow all directions, formulas, standards and specifications from time to time as prescribed by our Promoter, BCCL. Further we will not sell Goods which in the opinion of our Promoter are not in the prescribed specification. Such decision of our Promoter BCCL will be final and binding on our Company. This obligation of our Company will apply mutatis mutandis with any other contract manufacturer or service provider.
- Our Company will require the prior consent of our Promoter BCCL for the use and affixation of the licensed Goods, including the nature and type of Goods, products, any packaging and labels. All such usage by our Company will be in agreed manner and in conformity with guidelines as prescribed by our Promoter from time to time.
- Our Company will allow authorised representatives of our Promoter BCCL to visit our facilities after being provided 3 (three) business days notice, and we shall extend all necessary co-operation in this regard.

- Our Company will include all appropriate trademarks, artistic works and other legal notices on the Goods and packaging and labels as required under applicable law including safety laws. We shall indemnify and hold our Promoter harmless against any such liability arising therein.
- Our Company will retain, test process the final inspection records on the Goods bearing the licensed trademarks for a period of 5 (five) years or under applicable law, which ever is higher.
- Notwithstanding our Promoter- BCCL's right to test and inspect the goods manufactured by our Company, Our Promoter BCCL has no responsibility to third parties in respect of the Goods manufactured, promoted, distributed or sold by us.
- Our Company will maintain records of all the Goods manufactured, promoted distributed or sold and will provide our Promoter details of any and or all Goods, upon being given notice of 7 (seven) business days in writing.
- Our Company will use the Goods in the Territory accordance with the Trademark Agreement and will not allege, claim any rights title or interest in relation to the licensed trademarks.
- Our Company will observe all reasonable directions given by our Promoter BCCL, in relation to the colour, size, type and other method of presentation in relation to the Goods. The relevant symbol for registered and unregistered trademarks will be used by our Company.
- During the course of trade or otherwise as the case maybe, our Company will always signify to the ultimate consumer in writing that the trademarks are proprietary to our Promoter BCCL; that our Promoter BCCL is the licensor of the Goods; and mention the place of manufacture of the Goods subject to compliance with the labeling required under applicable law.

OUR MANAGEMENT

Our Articles of Association requires us to have not less than three and not more than 12 Directors. Presently we have seven Directors, of which apart from the Chairman who is a non - executive Director two are whole-time Directors and four are independent Directors.

The following table sets forth details regarding our Board of Directors as of the date of filing this DRHP with the SEBI.

Name, Designation, Term, Occupation and DIN	Age (years)	Address	Other Directorships
Mr. Kushagra Bajaj (s/o Mr. Shishir Bajaj) <i>Designation:</i> Non- Executive Chairman <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Industrialist <i>Nationality:</i> Indian <i>DIN:</i> 00017575	33	100 Mount Unique, 62-A Peddar Road, Mumbai-400026	1. Bajaj Hindusthan Limited. 2. Bajaj Hindusthan Sugar & Industries Limited. 3. Bajaj Capital Ventures Private Limited 4. Bajaj Eco-Tec Products Limited 5. Bajaj Trustee Company Private Limited 6. Bajaj Consumer Care Limited
Mr. R.F.Hinger (s/o Late Mr. Fatehlal Hinger) <i>Designation:</i> Vice Chairman and Whole Time Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Service <i>Nationality:</i> Indian <i>DIN:</i> 00974574	69	436, Panchratna Complex, Opp. Galaxy Apartments, Bedla Road, Udaipur-313001	1. Bajaj Consumer Care Limited 2. Bajaj ebiz Private Limited 3. Esugar Clearing Corporation Limited 4. Bajaj Infrastructure Development Company Limited
Mr. Sumit Malhotra (s/o Late Mr. Shamlal Malhotra) <i>Designation:</i> Whole Time Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Service <i>Nationality:</i> Indian <i>DIN:</i> 02183825	48	5A Regency Park Eden Woods, Pokhran Road No 2, Near VasantVihar, Nr Popler Bld, Thane	NA
Mr. Haigreve Khaitan (s/o Mr. Pradip Kumar Khaitan) <i>Designation:</i> Independent Non-Executive Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Professional <i>Nationality:</i> Indian	39	1104, Sterling Sea Face, Dr. Annie Besant Road, Worli, Mumbai 400 018	1. Ceat Limited 2. Dhunseri Tea & Industries Limited 3. Harrisons Malayalam Limited 4. Hindustan Composites Limited 5. Inox Leisure Limited 6. National Engineering Industries Limited 7. Jindal Steel & Power Limited 8. Rama Newsprint & Papers Limited 9. Sterlite Technologies Limited 10. The Madras Aluminium Company Limited 11. The Oudh Sugar Mills Limited

Name, Designation, Term, Occupation and DIN	Age (years)	Address	Other Directorships
<i>DIN:</i> 00005290			12. Xpro India Limited 13. AVTEC Limited 14. Bennett, Coleman & Company Limited 15. BTS Investment Advisors Private Limited 16. Great Eastern Energy Corporation Limited 17. I.G.E (India) Limited 18. Khaitan Consultants Limited 19. Vinar Systems Private Limited
Mr. Gaurav Dalmia (s/o Mr. M.H. Dalmia) <i>Designation:</i> Independent Non-Executive Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Industrialist <i>Nationality:</i> Indian <i>DIN:</i> 00009639	43	20-F, Prithviraj Road, New Delhi, 110 011	1. Debikay Systems Limited 2. Dalmia Agencies Private Limited 3. Artech Infosystems Private Limited 4. First Capital India Limited 5. Parag Parikh Financial Advisory Services Limited 6. Infinity Technology Investments Private Limited 7. Infinity Technology Trustee Private Limited 8. Landmark Landholdings Private Limited 9. Skylark Consultants (India) Private Limited 10. Artech Steel Industries Private Limited 11. India Value Fund Advisors Private Limited 12. Astir Properties Private Limited 13. Ansal Landmark Township Private Limited 14. Vipul SEZ Developers Private Limited 15. Landmark Hi Tech Development Private Limited 16. New Line Buildtech Private Limited 17. Sukhm Infrastructure Private Limited 18. Plus One Realtors Private Limited 19. New Line Developers Private Limited 20. IVF Advisors Private Limited 21. Landmark Realtech Private Limited 22. Landmark Property Development Company Limited 23. Kumar Builders Townships Ventures Private Limited 24. Kumar Urban Development Limited
Mr. Dilip Cherian (s/o Late Mr. C. Cherian) <i>Designation:</i> Independent Non-Executive Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Professional <i>Nationality:</i> Indian <i>DIN:</i> 00322763	53	A-20, Nizamuddin East, New Delhi 110 013	1. Perfect Relations Limited 2. Image Public Relations Private Limited 3. Imprimis Life PR Private Limited 4. Perfect PR Communications Services Private Limited 5. College Hill Perfect Financial Relations Private Limited 6. Accord Public Relations Private Limited 7. Spring Sport and Sustainability Private Limited 8. Webgyor.com Private Limited 9. Mathew Easow Research Securities Limited 10. Muzaffar Ali Communications Arts Private Limited 11. Radio MID Day West (India) Limited 12. The Advertising Standard Council of India 13. NISCO Ventures Private Limited

Name, Designation, Term, Occupation and DIN	Age (years)	Address	Other Directorships
Mr. Aditya Vikram Somani (s/o Mr. Ramesh Somani) <i>Designation:</i> Independent Non-Executive Director <i>Term:</i> Liable to retire by rotation <i>Occupation:</i> Industrialist <i>Nationality:</i> Indian <i>DIN:</i> 00046286	36	131, Laxmi Vilas, Nepeansea Road, Mumbai 400 006.	1. Everest Finvest (India) Private Limited 2. Falak Investments Private Limited 3. Salaam Bombay Foundation 4. White Knight Constructions (I) Private Limited 5. Everest Industries Limited

Details of Directors

Mr Kushagra Bajaj

Non- Executive Chairman

Mr Kushagra Bajaj, aged 33 years, is the non-executive chairman of our Company since September 14, 2007 and is one of the Promoters of our Company. He holds a bachelors degree of science in economics, political philosophy and finance from the Carnegie Mellon University, Pittsburgh, USA and a masters degree in science in marketing and finance from the Northwestern University, Chicago, USA. He has over 10 years of experience in the consumer and sugar industry.

Mr Roshan F. Hinger

Vice-Chairman and Whole Time Director

Mr Roshan F. Hinger, aged 69 years, is the vice chairman and whole time Director of our Company. He holds a bachelors degree of science from the University of Udaipur. He has over 45 years of experience in the FMCG business. He joined our Company on September 14, 2007 and is responsible for leading and directing our Company's strategy and business operations.

Mr Sumit Malhotra

Whole Time Director

Mr Sumit Malhotra, aged 48 years, is the whole time Director of our Company. He holds a bachelors degree in pharmacy with honours from Institute of Technology, Benaras Hindu University, Varanasi and a post graduate diploma in business management from IIM, Ahmedabad. He has over 23 years of experience in the FMCG sector. He joined our Company on April 1, 2008 and is responsible for leading the sales and marketing department of our Company. Prior to joining our Company he was president, sales and marketing of BCCL since 2004.

Mr Haigreave Khaitan

Independent Non-Executive Director

Mr Haigreave Khaitan, aged 39 years, is an independent Director of our Company. He holds a bachelors degree in law from the Calcutta University and is a lawyer by profession. He is a member of the Bar Council of West Bengal, Incorporated Law Society, International Bar Association, London, the Indian Council of Arbitration, the Indian Law Institute, the Bar Association of India and the Entrepreneurs Organization. He has over 15 years experience in legal field. Mr. Khaitan has been recommended by several leading publications; Chambers & Partners and Legal 500 have recommended him for his Mergers and Acquisitions expertise and PLC Which Lawyer has recommended him for his expertise in Mergers and Acquisitions, Restructuring and Insolvency, Real Estate and Project Finance. He joined our Company on February 4, 2010.

Mr Gaurav Dalmia

Independent Non-Executive Director

Mr Gaurav Dalmia, aged 43 years, is an independent Director of our Company with effect from February 4, 2010. He holds a bachelors degree in computer science from Salford University, UK and has completed his masters in business administration with Beta Gamma Sigma honors from Colombia University, USA. He is a member of the Dalmia industrial family which has substantial business interests in India, UK and USA. He has co-founded 'Infinity', India's first angel

investment fund with a corpus of \$35 million. Mr. Dalmia was selected as the Global Leader for Tomorrow for the year 2000 by the World Economic Forum.

Mr. Dilip Cherian

Independent Non-Executive Director

Mr. Dilip Cherian, aged 53 years, is an independent Director of our Company with effect from February 4, 2010. He holds a bachelors degree in Economics from the Presidency College, University of Calcutta and a masters degree in Economics from the Delhi School of Economics, University of Delhi. Mr. Cherian has a long standing career in varied fields including journalism and management consulting. He was also an Economic Consultant in the Bureau of Industrial Costs in the Ministry of Industry, Government of India. Mr. Cherian is also on the board of various government and non-profit making organizations like the Advertising Standards Council of India, Mudra Institute of Communication, Ahmedabad, JIVA Institute, Governing Council of the National Institute of Design, Honorary Director General of the Centre of Image Management Studies and Apex Committee of Shareholders Education and Grievance Redressal of the Ministry of Corporate Affairs.

Mr. Aditya Vikram Somani

Independent Non-Executive Director

Mr. Aditya Vikram Somani, aged 36 years, is an independent Director of our Company with effect from February 4, 2010. He holds a masters degree in commerce from Sydenham College, Mumbai, post graduate diploma in business management from S.P.Jain Institute of Management and Research, Mumbai and masters in business administration from University of Pittsburgh, USA. He is the promoter director of Everest Industries Limited, leading manufacturers of building products and steel pre-engineered buildings. Further, Mr. Somani is associated with various social service organizations working towards the areas of health, education, skill building amongst weaker sections of society.

Borrowing Powers of the Board of Directors of our Company

The Articles of Association of our Company authorize the Board of Directors to borrow.

Pursuant to a resolution passed by our shareholders on November 27, 2009 in accordance with the provisions of Section 293(1)(d) of the Companies Act 1956, our Board has been authorised to borrow money for the purposes of our Company upon such terms and conditions and with or without security as the Board may think fit, provided that the money or monies to be borrowed together with the monies already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business) shall not exceed, at any time, a sum of Rs. 50,000 million.

Remuneration paid to our Directors

Except as stated below none of our Directors have been paid any remuneration by our Company.

Sr. No.	Name of Directors	Date of contract/Appointment Letter/Resolution	Term	Compensation (per annum)
1.	Mr. R.F.Hinger*	Appointed as whole time Director by EGM Resolution dated May 30, 2008	For a period of three years From April 1, 2008 to March 31, 2011	For the last financial year 2008-09 the total remuneration paid is Rs 7,005,844/-
2.	Mr. Sumit Malhotra*	Appointed as whole time Director by EGM Resolution dated May 30, 2008	For a period of five years From April 1, 2008 to March 31, 2013	For the last financial year 2008-09 the total remuneration paid is Rs. 6,003,920/-

As of the date of the DRHP, our Company has not entered into any employment contract with our Directors.

Shareholding of Directors in our Company

Our Articles do not require our Directors to hold any qualification shares. None of our Directors hold any Equity Shares in our Company.

Interest of our Directors

All of our Directors may be deemed to be interested to the extent of remuneration and fees payable to them for services rendered as Directors of our Company such as attending meetings of the Board or a committee thereof and to the extent of other reimbursement of expenses payable to them under our Articles of Association.

Our Directors may also be regarded as interested in our Equity Shares that may be subscribed by or Allotted to them or the companies, firms, trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Issue.

Except as stated in this DRHP and in particular the section titled “**Financial Statements**” beginning on page 96 of this DRHP, our Directors have no interest in any property acquired by us within two years of the date of filing of this DRHP.

Certain of our Directors also hold directorships in our Group Entities which are allowed to engage in the FMCG business. None of our Directors have been appointed on our Board pursuant to any arrangement with our shareholder, customers, suppliers or others.

Except as stated in this DRHP and in particular the section titled “**Financial Statements**” beginning on page 96 of this DRHP, our Directors do not have any other interest in our business.

Changes in our Board of Directors during the last three years

The changes in our Board of Directors in the last three years preceding the filing of this DRHP are as follows:

Name	Date of Joining/Appointment /Re-appointment	Date of Cessation	Reason
Mr. Rajeev Gandhi	April 25, 2006	September 14, 2007	Resignation
Mr. Sunil Kumar Avasthi	April 25, 2006	September 14, 2007	Resignation
Mr. Kushagra Bajaj	September 14, 2007	NA	Appointment as Director and Chairman.
Mr. R. F. Hinger	September 14, 2007	NA	Change in designation from non executive Director to a whole-time Director
Mr. V. C. Nagori	September 14, 2007	April 26, 2008	Resignation.
Mr. Sumit Malhotra	April 1, 2008	NA	Appointment as Whole-time Director.
Mr Divyaroop Bhatnagar	April 1, 2008	April 30, 2009	Resignation.
Mr. P.L.Dadheech	August 29, 2008	February 4, 2010	Resignation.
Mr. Damodar Samdani	August 29, 2008	February 4, 2010	Resignation.
Mr. Haigreve Khaitan	February 4, 2010	NA	Appointment as Independent Director
Mr. Gaurav Dalmia	February 4, 2010	NA	Appointment as Independent Director
Mr. Dilip Cherian	February 4, 2010	NA	Appointment as Independent Director
Mr. Aditya Vikram Somani	February 4, 2010	NA	Appointment as Independent Director

Corporate Governance

The provisions of the Listing Agreement to be entered into with the Stock Exchanges with respect to corporate governance will be applicable to our Company immediately upon the listing of our Equity Shares with the Stock Exchanges. We have complied with the requirements of corporate governance contained in the Listing Agreement, to particularly those relating to composition of Board of Directors, constitution of committees such as Audit Committee, Shareholders’/Investors’ Grievance Committee and Remuneration Committee.

We have a Board constituted in compliance with the Companies Act and Listing Agreement with Stock Exchanges. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. The Board has seven directors, out of which four are Independent Directors.

Committees of the Board of Directors

Our Company has constituted the following committees for compliance with corporate governance requirements:

(a) Audit Committee

The Audit Committee was constituted on August 29, 2008 and reconstituted pursuant to the Board meeting held on February 4, 2010 and comprises of;

Member	Designation
Mr. Gaurav Dalmia (Chairman)	Independent Director
Mr. Aditya Vikram Somani	Independent Director
Mr. Roshan F. Hinger	Whole-time / Executive Director

The scope and function of the Audit Committee is in accordance with Section 292A of the Companies Act and Clause 49 of the Listing Agreement, as amended from time to time, and its terms of reference include the following:

- Overseeing our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approving payments to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with the management, the quarterly and annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments to financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions ; and
 - Qualifications in the draft audit report.
- Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Carrying discussions with internal auditors on any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Carrying discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To monitor the use of proceeds received in the initial public offering.

The Audit Committee is required to meet at least three times in a year, including once before the finalisation of annual accounts and once in every six months. The quorum for the meetings is two directors or one-third of the total number of members, whichever is higher.

(b) Shareholders'/Investors' Grievance Committee

The Shareholders'/ Investors' Grievance Committee was constituted pursuant to the Board meeting held on February 4, 2010 and comprises of;

Member	Designation
Mr. Dilip Cherian (Chairman)	Independent Director
Mr. Sumit Malhotra	Whole-time / Executive Director
Mr. Roshan F. Hinger	Whole-time / Executive Director

The Shareholders'/ Investors' Grievance Committee inter alia performs the role/functions as set out in Clause 49 of the Listing Agreement, as amended from time to time, with the Stock Exchanges and it's terms of reference include:

- (i) Approving share transfer and transmissions, etc.;
- (ii) approving issuance of share certificates as and when required from time to time;
- (iii) investor relations and redressal of shareholders grievances in general and relating to non receipt of dividends, interest, non- receipt of balance sheet etc.;
- (iv) oversee the performance of Registrar and Transfer Agent; and
- (v) such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

(c) Remuneration Committee

The Remuneration Committee was constituted pursuant to the Board meeting held on February 4, 2010 and comprises of;

Member	Designation
Mr. Gaurav Dalmia (Chairman)	Independent Director
Mr. Haigreve Khaitan	Independent Director
Mr. Aditya Vikram Somani	Independent Director

The Remuneration Committee be and is empowered with the role and function as per the provisions as specified under Annexure I D(2) of the Corporate Governance Code under Clause 49 of the Listing Agreement, as amended from time to time, including the appointment and finalizing the remuneration of senior level employees of our Company.

(d) IPO Committee

The IPO Committee was constituted pursuant to the Board meeting held on [●] and comprises of:

Member	Designation
Mr. Kushagra Bajaj (Chairman)	Chairman / Non- Executive Director
Mr. Sumit Malhotra	Whole-time / Executive Director
Mr. Roshan F. Hinger	Whole-time / Executive Director

The terms of reference of IPO Committee include:

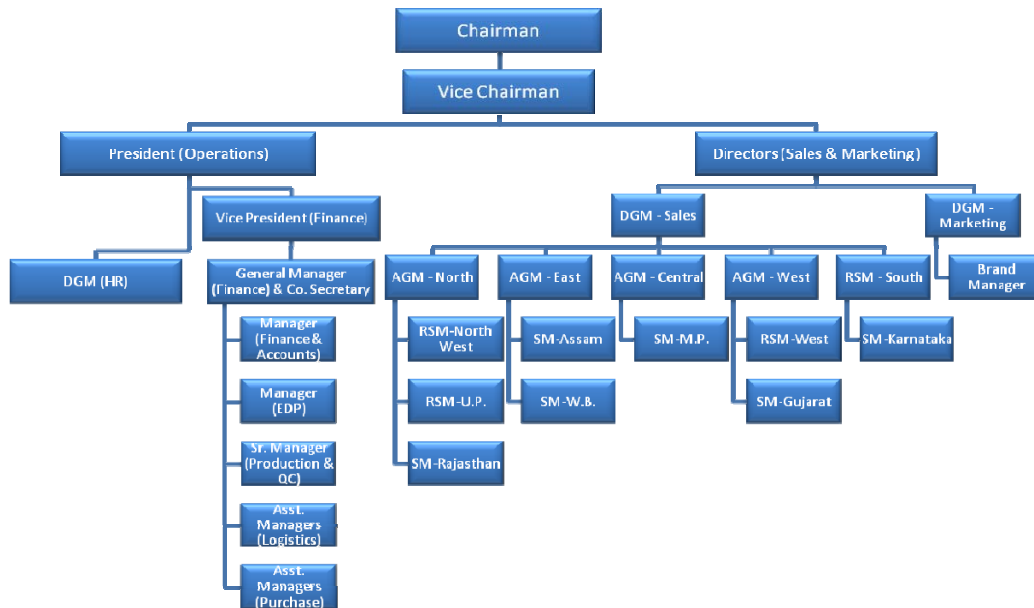
- a) To decide on the actual size of the Issue, including any reservation on a firm or competitive basis, timing, pricing and all the terms and conditions of the issue of the shares, including the price, and to accept any amendments, modifications, variations or alterations thereto;
- b) to appoint and enter into arrangements with the book running lead managers, co-managers to the Issue, underwriters to the Issue, syndicate members to the Issue, stabilizing agent, brokers to the Issue, escrow collection bankers to the Issue, registrars, legal advisors (domestic and international) and any other agencies, intermediaries or persons;
- c) to finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the Red Herring Prospectus, Final Prospectus, agreement with the book running, lead managers, memorandum of understanding with the registrar, syndicate agreement, underwriting agreement, escrow agreement, stabilization agreement and all other documents, deeds, agreements and instruments as may be required or desirable in connection with the Issue;

- d) to issue advertisements in such newspapers as it may deem fit and proper about the future prospects of the Company and the proposed issue conforming to the guidelines issued by SEBI;
- e) to open a separate current account(s) with a scheduled bank(s) to receive applications along with application monies in respect of the Issue or any other account with any name and style as required during or after the process of the forthcoming Initial Public Offering (IPO) of the Company;
- f) the opening of a Bank Account of the Company in the name and style of “[Bajaj Corp Limited - Public Issue Account”] and “[Bajaj Corp Limited - Public Issue Refund Account”] for the handling of refunds for the Issue;
- g) 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, allocation, finalizing the basis of allocation and allotment of the shares as permissible in law, issue of share certificates in accordance with the relevant rules;
- h) to make any applications to the FIPB, RBI and any other authorities, as may be required, for the purpose of issue of shares by the Company to non-resident investors, including NRI’s and FII’s;
- i) to make applications for listing of the equity shares of the Company in one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) and any other documentation to the concerned stock exchange(s);
- j) to finalise the basis of allocation and to allot the shares to the successful allottees;
- k) to settle all questions, difficulties or doubts that may arise in regard to such issues or allotment as it may, in its absolute discretion deem fit;
- l) to do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Issue;
- m) to authorise and approve the incurring of expenditure and payment of fees in connection with the initial public offer of the Company;
- n) to approve and adopt the DRHP and any other offering document for the public issue as required under Section 60 and other relevant provisions of the Companies Act, 1956 and to file the same with the Registrar of Companies (“ROC”) and SEBI, as the case may be, and to make any corrections or alterations therein; and
- o) to do all such acts, deeds and things as may be required to dematerialise the equity shares of the Company and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection.

The IPO Committee has been authorised to issue notice convening the meeting of Shareholders authorising the Issue and to comply with all requirements of the Companies Act with regard to the same. Further, the IPO Committee has been given all the powers and authority to modify, reapply, redo, make necessary changes, approach and do such acts and deeds that are necessary to do including to modify the Articles of Association subject to the approval of the shareholders of our Company, the DRHP, RHP and the Prospectus, all approvals there under and as required under the applicable law and to approach the SEBI, Stock Exchanges and/or any other statutory authority to resubmit any such modified documentation in this regard. The IPO Committee has also been authorised to approve, adopt and file the Prospectus for the Issue as required under sections 60 and 60B of the Companies Act, with the Registrar of Companies, Maharashtra, located at Mumbai and to make any corrections or alterations therein.

Any two members of the IPO Committee would constitute the quorum of the IPO Committee.

Organisation Structure:



Key Managerial Personnel

In addition to our whole time directors following are our key managerial personnel as on the date of filing this DRHP:

Mr. Apoorv Bajaj- aged 29 years, joined our Company on November 5, 2009 as the executive president and is also a Promoter of our Company. He has a bachelors degree in commerce from the University of Mumbai and has passed the intermediate exams conducted by the Institute of Chartered Accountants of India and has a certificate of e-business from LSS (UK).

Mr. V.C.Nagori- aged 50 years, joined our Company on September 14, 2007 and is the vice president-finance of our Company. He is a qualified chartered accountant from the Institute of Chartered Accountants of India. He has approximately 25 years experience in finance, taxation, audit and legal compliance. Prior to joining our Company, Mr. V.C.Nagori was working with BCCL as vice president-finance. He was paid an aggregate remuneration of Rs. 2,364,281/- for the financial year 2008-09.

Mr. D.K.Maloo- aged 48 years, joined our Company on April 1, 2008 and is the general manager-finance and company secretary. He is a qualified chartered accountant from the Institute of Chartered Accountants of India and is also a qualified company secretary from the Institute of Company Secretaries of India. He has approximately 22 years experience in finance, audit, taxation and legal compliance. Prior to joining our Company, Mr. D.K.Maloo was working with BCCL as the general manager-finance. He was paid an aggregate remuneration of Rs. 2,089,704/- for the financial year 2008-09.

Shareholding of the key managerial personnel

None of our key managerial personnel holds any Equity Shares in our Company.

Bonus or profit sharing plan for our key managerial personnel

Our Company does not have any bonus or profit sharing plan for our key managerial personnel.

Payment of benefit to officers of our Company

Except as disclosed in this DRHP and any statutory payments made by our Company in the last two years, our Company has not paid any sum to its employees in connection with superannuation payments and ex-gratia or rewards and has not paid any non-salary amount or benefit to any of its officers.

Except as disclosed in this DRHP, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors or the Promoters of our Company.

Changes in our key managerial personnel during the last three years

The changes in our key managerial personnel in the three years prior to the date of filing of this DRHP are as follows:

Name	Date of Appointment as a Key Managerial Personnel	Date of Cessation	Reason
Mr. V. C. Nagori	April 1, 2008	NA	Appointment
Mr. D.K. Maloo	April 1, 2008	NA	Appointment
Mr. Apoorv Bajaj	November 5, 2009 (Subject to approval of Central Government.)	NA	Appointment
Mr K.N Sharma	April 1, 2008	December 31, 2009	Resignation

Interest of Key Managerial Personnel

None of our key managerial personnel holds any of our Equity Shares. The key managerial personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per the terms of their appointment, incentives payable as per policies of our Company and reimbursement of expenses incurred by them during the ordinary course of business.

None of our key managerial personnel have been paid any amount or benefit (non-salary related) from our Company in fiscal 2009. Except the contracts pursuant to which certain of our key managerial personnel have been seconded to our Company from our Group Entities, there is no arrangement or understanding with major shareholders, customers or suppliers of our Company, pursuant to which any of our key managerial personnel has been appointed as key managerial personnel of our Company.

Mr Apoorv Bajaj is the brother of our Chairman, Mr. Kushagra Bajaj.

OUR PROMOTERS AND GROUP COMPANIES


Our Corporate Promoter

Bajaj Consumer Care Limited

Our Individual Promoters

Mr. Shishir Bajaj;
Mrs. Minakshi Bajaj;
Mr. Kushagra Bajaj; and
Mr. Apoorv Bajaj.

	<p>Mr. Shishir Bajaj</p> <p>Mr. Shishir Bajaj, age 62 years.</p> <p>His voter identification number is MT/04/024/258023, his driving license number is 88034/POR.</p> <p>Address: 100, Mount Unique, 13th Floor, 62- A, Peddar Road, Mumbai- 400026.</p> <p>Mr. Shishir Bajaj completed his MBA from the Stern School of Business, New York University. He is the chairman and managing director of Bajaj Hindusthan Limited and the chairman of BCCL. He is the president of the Mumbai chapter of the World Presidents Organisation and was the former president of the Indian Sugar Mills Association and ex-chairman of the Indian Sugar and General Industry Export Import Corporation Limited.</p>
	<p>Mrs. Minakshi Bajaj</p> <p>Mrs. Minakshi Bajaj, age 60 years.</p> <p>She does not have a driver's license. Her voter identification number is ISD 0395037.</p> <p>Address: 100, Mount Unique, 13th Floor, 62- A, Peddar Road, Mumbai- 400026.</p> <p>Mrs. Minakshi Bajaj has obtained her Bachelor of Arts degree from the Calcutta University and is a director of Bajaj Trustee Company Private Limited and Roop Sugars Private Limited.</p>
	<p>Mr. Kushagra Bajaj</p> <p>Mr. Kushagra Bajaj, age 33 years is the Chairman and Non-Executive Director of our Company.</p> <p>His voter identification number is ISD 1522259, his driving license number is MH0120090130545.</p> <p>Address: 100, Mount Unique, 13th Floor, 62- A, Peddar Road, Mumbai- 400026.</p> <p>For further details, see the section titled “<i>Our Management</i>” beginning on page 74 of this DRHP.</p>

	<p>Mr. Apoorv Bajaj</p> <p>Mr. Apoorv Bajaj, age 29 years.</p> <p>His voter identification number is ISD 1545920, his driving license number is MH019960534.</p> <p>Address: 100, Mount Unique, 13th Floor, 62- A, Peddar Road, Mumbai- 400026.</p> <p>For further details, see the section titled “<i>Our Management</i>” beginning on page 74 of this DRHP.</p>
---	--

We confirm that the permanent account number, bank account number and passport number of our individual Promoters, Mr. Shishir Bajaj, Mrs. Minakshi Bajaj, Mr. Kushagra Bajaj and Mr. Apoorv Bajaj shall be submitted to the Stock Exchanges, at the time of filing the DRHP with them.

Details of our corporate Promoter

Bajaj Consumer Care Limited (“BCCL”)

BCCL was originally incorporated as the Deccan Ayurvedashram Pharmacy Limited on June 19, 1940 under the Indian Companies Act, 1913. It was issued a fresh certificate of incorporation dated March 21, 2001 pursuant to its change of name to BCCL. BCCL’s registered office is situated at 17-1-204-8, Saidabad, Hyderabad 500059, India. The promoter of BCCL is Shishir Bajaj Family Trust.

Principal business of BCCL

BCCL is primarily engaged in the business of chemists and druggists and other related activities.

Board of directors of BCCL as on date of this DRHP

Name	Position
Mr. Shishir Bajaj	Chairman
Mr. Kushagra Bajaj	Vice Chairman
Mr. Roshan F. Hinger	Director
Mr. V.C. Nagori	Director
Mr. D.G. Samdani	Director

Shareholding pattern of BCCL as on date of this DRHP

Sr. No.	Name	No. of shares held	Percentage
1.	Mr. Shishir Bajaj jointly with Mr. Kushagra Bajaj jointly with Mrs. Minakshi Bajaj on behalf of the Shishir Bajaj Family Trust	99483	99.9528
2.	Mr. Shishir Bajaj	28	0.0281
3.	Mrs. Minakshi Bajaj and Mr. Shishir Bajaj	1	0.0010
4.	Mr. Kushagra Bajaj and Mr. Shishir Bajaj	7	0.0070
5.	Mr. Apoorv Bajaj and Mr. Shishir Bajaj	5	0.0050
6.	Mr. Shishir Bajaj jointly with Sheshagiri Rao	1	0.0010
7.	Mr. R.F. Hinger and Mr. Shishir Bajaj	1	0.0010
8.	Mr. V.C. Nagori and Mr. Shishir Bajaj	1	0.0010
9.	Mr. D.K. Maloo and Mr. Shishir Bajaj	1	0.0010
10.	Mr. R.B. Subramanyan and Mr. Shishir Bajaj	1	0.0010
11.	Mr. Pusha Lal Kucheriya	1	0.0010

Financial performance of BCCL

(Rs. in million, except share data)

Particulars	March 31, 2009	March 31, 2008	March 31, 2007
Equity Capital	9.95	9.95	9.95
Reserves and Surplus (excluding revaluation reserves)	776.67	712.95	429.52
Sales/Turnover	168.14	1,850.96	1,598.41
Profit/(loss) after tax	62.93	282.56	201.96
Earnings per share (in Rs.)	632.26	2,838.91	2,029.12
Diluted earnings per share (in Rs.)	632.26	2,838.91	2,029.12
Net asset value per share (in Rs.)	7,903.24	7,262.99	4,415.27

Other information

BCCL is an unlisted company. BCCL is neither a sick company within the meaning of SICA nor is it under winding up.

We confirm that the permanent account number, bank account number, company registration number and the address of the RoC where BCCL is registered shall be submitted to the Stock Exchanges at the time of filing the DRHP with them.

Confirmations

None of our Promoter, Directors of persons in control of our Company was or is a Promoter, Director or person in control of any other company which is debarred from accessing the capital market under any order or direction made by SEBI

Group Companies

In addition to our Promoters named above, the following companies form part of our Group Companies.

Indian Companies:

1. Bajaj Hindustan Limited
2. Bajaj Hindustan Sugar and Industries Limited
3. Bajaj Capital Ventures Private Limited
4. Roop Sugars Private Limited
5. Parvati Chinni Private Limited
6. Krishnavijay Paper and Boards Private Limited
7. Bajaj Eco-Chem Products Private Limited
8. Bajaj Eco-Tec Products Limited
9. Kartikeya properties Private Limited
10. Kashyap properties Private Limited
11. Bajaj Infrastructure Development Company Limited
12. Bajaj Trustee Company Private Limited

Foreign Companies:

1. New Horizon Investments Limited Dubai
2. Golden Shore Investing FZE, Dubai
3. Golden Shore Investing Limited BVI
4. Bajaj Hindusthan (Singapore) Pte.
5. Bajaj International Participacoes Limitada Brazil.

Trusts:

1. Kushagra Trust
2. Kushagra Trust No.2
3. Apoorv Trust
4. Shishir Bajaj Family Trust

Hindu Undivided Family:

1. Shishir Bajaj HUF

Unless otherwise stated, no equity shares of our Group Companies are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

A. Top five group companies

Pursuant to sub-clause (2) of clause (C) of (IX) of Part A of Schedule VIII of the ICDR Regulations, the relevant details of the Group Company listed on the BSE and the NSE is as provided below:

1. Bajaj Hindustan Limited (“BHL”)

Corporate Information

BHL was originally incorporated as The Hindustan Sugar Mills Limited on November 24, 1931 under the Indian Companies Act, 1913. It was issued a fresh certificate of incorporation dated June 27, 1988 pursuant to its change of name to BHL. BHL is primarily engaged in the business of manufacturing and dealing in all kinds of sugar and other related activities.

The equity shares of BHL are listed on the BSE and NSE.

Interest of the Promoters

As on the date of this DRHP, our Promoters and Group Companies have 33.44 % interest in BHL.

Financial Performance

The audited financial results of BHL for the last three years are set forth below:

(Amount in Rs. million, except per share data)

	September 30, 2009	September 30, 2008	September 30, 2007
Equity Capital	176.86	141.41	141.41
Reserves and Surplus (excluding revaluation reserves)	22,570.75	13,309.60	14,201.90
Sales/Turnover	16,557.52	18,794.94	18,412.20
Profit/(loss) after tax	1,546.14	(501.72)	456.50
Earnings per share (in Rs.)	10.30	(3.55)	3.61
Diluted earnings per share (in Rs.)	9.39	(3.55)	3.61
Net asset value per share (in Rs.)	129.69	95.12	101.43

Information on Share Price

The equity shares of BHL are traded on the BSE and NSE. The details of the highest and lowest price on the BSE and the NSE during the preceding six months are as follows:

Period	BSE		NSE	
	High	Low	High	Low
January 2010	242.90	187.75	242.75	187.50
December 2009	222.90	202.50	229.80	202.40
November 2009	228.35	186.40	228.40	186.30
October 2009	241.80	174.90	241.55	174.50
September 2009	193.10	171.00	189.00	171.00
August 2009	201.35	168.60	201.45	161.00

(Source: BSE and NSE websites)

The closing share price of BHL as of February 25, 2010 on the BSE and the NSE were Rs. 151.75 and Rs. 151.25 respectively.

The market capitalization of BHL as of February 25, 2010 was Rs. 29,030 million on the BSE and 28,934 million on the NSE.

BHL received 69 investor complaints in the last three years and all 69 complaints were disposed in that period. As of the date of filing of this DRHP, there were no pending investor complaints.

The company is not under winding up and does not have a negative networth.

In July 2009, BHL issued equity shares by way of a qualified institutions placement wherein 35,450,000 shares were issued for a price aggregating to Rs. 7,231.8 million.

2. Bajaj Hindustan Sugar and Industries Limited (“BHSIL”)

Corporate Information

BHSIL was originally incorporated as The Pratappur Sugar Mills Limited on July 24, 1971 under the Companies Act. It was issued a fresh certificate of incorporation dated July 25, 2006 pursuant to its change of name to BHSIL. BHSIL is primarily engaged in the business of manufacturing and dealing in all kinds of sugar and other related activities.

The equity shares of BHSIL are listed on the BSE.

Interest of the Promoters

As on the date of this DRHP, our Promoters and Group Companies have 75 % interest in BHSIL.

Financial Performance

The audited financial results of BHSIL for the last three years are set forth below:

	<i>(Amount in Rs. million, except per share data)</i>		
	September 30, 2009	September 30, 2008	September 30, 2007
Equity Capital	118.00	118.00	56.00
Reserves and Surplus (excluding revaluation reserves)	3,059.04	2,574.80	442.20
Sales/Turnover	3,603.01	3,230.16	724.86
Profit/(loss) after tax	(89.29)	(757.48)	(251.10)
Earnings per share (in Rs.)	(0.76)	(7.31)	(5.59)
Diluted earnings per share (in Rs.)	(0.76)	(7.31)	(2.49)
Net asset value per share (in Rs.)	26.92	24.19	61.23

Information on Share Price

The equity shares of BHSIL are traded on the BSE. The details of the highest and lowest price on the BSE during the preceding six months are as follows:

Period	BSE	
	High	Low
January 2010	37.65	24.50
December 2009	33.70	30.15
November 2009	35.40	30.25
October 2009	37.10	31.40
September 2009	37.90	32.20
August 2009	39.45	28.00

(Source: BSE website)

The closing share price of BHSIL as of February 25, 2010 on the BSE was Rs. 19.50.

The market capitalization of BHSIL as of February 25, 2010 was Rs. 2,300 million on the BSE.

The company is not under winding up and does not have a negative networth.

BHSIL received 94 investor complaints in the last three years and all 94 complaints were disposed in that period. As of the date of filing of this DRHP, there were no pending investor complaints.

Pursuant to sub-clause (2) of clause (C) of (IX) of Part A of Schedule VIII of the ICDR Regulations, the relevant details of the remaining largest unlisted Group Companies as determined on the basis of their turnovers are as provided below:

3. Bajaj Eco-Tec Products Limited (“BETPL”)

Corporate Information

BETPL was originally incorporated as BHP Agro Products Private Limited on April 25, 2006 under the Companies Act. It was issued a fresh certificate of incorporation dated October 3, 2006 pursuant to its change of name to BETPL. BETPL is primarily engaged in the business of the manufacture and production of all kinds of fiber boards and other related activities.

Interest of the Promoters

BETPL is a wholly owned subsidiary of BHL, our Group Company.

Financial Performance

The audited financial results of BETPL for the last three years are set forth below:

	<i>(Amount in Rs. million, except per share data)</i>		
	March 31, 2009	March 31, 2008*	September 30, 2007
Equity Capital	115.00	90.00	90.00
Reserves and Surplus (excluding revaluation reserves)	1,034.10	809.10	809.10
Sales/Turnover	594.50	-	-
Profit/(loss) after tax	(739.51)	-	-
Earnings per share (in Rs.)	(67.40)	-	-
Diluted earnings per share (in Rs.)	(67.40)	-	-
Net asset value per share (in Rs.)	35.62	99.90	90.90

**The financial year of BETPL was changed from September to March vide board meeting dated December 12, 2007.*

4. Bajaj Capital Ventures Private Limited (“BCVPL”)

Corporate Information

BCVPL was originally incorporated as Anunita Investments Private Limited on May 3, 1994 under the Companies Act. It was issued a fresh certificate of incorporation dated January 22, 2009 pursuant to its change of name to BCVPL. BCVPL is primarily engaged in the business of an investment company and other related activities.

Interest of the Promoters

As on the date of this DRHP, our Promoters and Group Companies have 100 % interest in BCVPL.

Financial Performance

The audited financial results of BCVPL for the last three years are set forth below:

	<i>(Amount in Rs. million, except per share data)</i>		
	March 31, 2009	June 30, 2008	March 31, 2007
Equity Capital	100.00	50.00	0.10
Reserves and Surplus (excluding revaluation reserves)	956.40	0.06	0.06
Sales/Turnover	32.80	27.03	0.41
Profit/(loss) after tax	(47.70)	3.03	(6.53)
Earnings per share (in Rs.)	(74.68)	199.41	(6,534.00)
Diluted earnings per share (in Rs.)	(74.68)	199.41	(6,534.00)
Net asset value per share (in Rs.)	1,005.50	93.78	18,802.43

The financial year of BCVPL was extended from March 31, 2008 to June 30, 2008 vide a board meeting dated March 17, 2008.

5. Bajaj Infrastructure Development Company Limited (“BIDCL”)

Corporate Information

BIDCL was originally incorporated as Brahnavijay Properties Private Limited on June 16, 2006 under the Companies Act. It was issued a fresh certificate of incorporation dated June 27, 2007 pursuant to its change of name to BIDCL. BIDCL is primarily engaged in the business of building and construction of all types of structures and other related activities.

Interest of the Promoters

BIDCL is a wholly owned subsidiary of BCVPL, our Group Company.

Financial Performance

The audited financial results of BIDCL for the last three years are set forth below:

	<i>(Amount in Rs. million, except per share data)</i>		
	March 31, 2009	March 31, 2008	March 31, 2007
Equity Capital	50.00	50.00	0.20
Reserves and Surplus (excluding revaluation reserves)	-	0.64	-
Sales/Turnover	1.39	1.10	-
Profit/(loss) after tax	(5.38)	0.65	(0.01)
Earnings per share (in Rs.)	(1.08)	0.13	(0.65)
Diluted earnings per share (in Rs.)	(1.08)	0.13	(0.65)
Net asset value per share (in Rs.)	9.05	10.12	8.83

B. Companies with negative net worth:

Except as disclosed below, none of our Group Companies have a negative network.

1. Roop Sugars Private Limited (“RSPL”)

RSPL was incorporated under the Companies Act on May 6, 2004. RSPL is involved in the business of manufacturing and producing sugar and other related activities. Our Promoters and Group Companies have 100 % interest in RSPL.

Financial Performance

The audited financial results of RSPL for the last three years are set forth below:

	<i>(Amount in Rs. million, except per share data)</i>		
	March 31, 2009	March 31, 2008	March 31, 2007
Equity Capital	0.10	0.10	0.10
Reserves and Surplus (excluding revaluation reserves)	-	-	-
Sales/Turnover	-	-	-
Profit/(loss) after tax	(0.02)	0.03	(0.03)
Earnings per share (in Rs.)	(2.17)	3.09	(2.83)
Diluted earnings per share (in Rs.)	(2.17)	3.09	(2.83)
Net asset value per share (in Rs.)	(1.62)	(0.03)	2.47

Note:- As on March 31, 2009 RSPL had a P&L debit balance of Rs.0.12mn and Rs.0.09mn as on March 31, 2008.

C. Other Group Companies

1. Parvati Chinni Private Limited (“PCPL”)

PCPL was incorporated under the Companies Act on May 5, 2004. PCPL is involved in the business of manufacturing and producing sugar and other related activities. Our Promoters and Group Companies have 99.90 % interest in PCPL.

2. Krishnavijay Paper and Boards Private Limited (“KPBPL”)

KPBPL was incorporated under the Companies Act on April 21, 2006. KPBPL is involved in the business of manufacturing and processing paper products and other related activities. Our Promoters and Group Companies have 99.90 % interest in KPBPL.

3. Bajaj Eco-Chem Products Private Limited (“BECPL”)

BECPL was incorporated under the Companies Act on June 27, 2008. BECPPL is involved in the business of manufacturing and producing chemicals and chemical compounds and other related activities. BECPPL is a wholly owned subsidiary of BHL, our Group Company.

4. Kartikeya Properties Private Limited (“KP”)

KP was incorporated under the Companies Act on June 14, 2006. KP is involved in the business of building and construction of all types of structures and other related activities. Our Promoters and Group Companies have 100 % interest in KP.

5. Kashyap Properties Private Limited (“KPPL”)

KPPL was incorporated under the Companies Act on June 16, 2006. KPPL is involved in the business of construction and development and other related activities. Our Promoters and Group Companies have 100 % interest in KPPL.

6. Bajaj International Participacoes Limited (“BIPL”)

BIPL was incorporated on August 4, 2006 in Brazil. BIPL was set up to target opportunities in the sugar/alcohol sector to leverage our strengths for the domestic and export markets. BIPL is a wholly owned subsidiary of BHL, our Group Company.

7. Bajaj Trustee Company Private Limited (“BTCPL”)

BTCPL was incorporated under the Companies Act on March 24, 2009. BTCPL is involved in the business of acting as trustees and other related activities. Our Promoters have all the voting rights in BTCPL.

8. New Horizon Investments Limited Dubai (“NHILD”)

NHILD was incorporated on August 13, 2003 in Dubai, U.A.E. NHILD is involved in the business of investing in property and international trading. Our Promoters and Group Companies have 100% interest in NHILD.

9. Golden Shore Investing FZE Dubai (“GSID”)

GSID was incorporated on September 3, 2005 in Dubai, U.A.E. GSID is involved in the business of trading in agricultural products and other related activities. GSID is a wholly owned subsidiary of GSIL, our Group Company.

10. Golden Shore Investing Limited BVI (“GSIL”)

GSIL was incorporated on February 15, 2005 in the British Virgin Islands. GSIL is involved in the business of dealing in commodities internationally and other activities. Our Promoters and Group Companies have 100 % interest in this company.

11. Bajaj Hindustan (Singapore) Pte. (“BHS”)

BHS was incorporated on May 25, 2007 in Singapore. BHS is involved in the business of leveraging foreign business opportunities. BHS is yet to commence its business operations. BHS is a wholly owned subsidiary of BHL, our Group Company.

12. Kushagra Trust

The Kushagra Trust was formed vide deed dated July 3, 1978. Mr. Kushagra Bajaj is the beneficiary of this trust.

13. Kushagra Trust No. 2

The Kushagra Trust No. 2 was formed vide deed dated October 19, 1981 and amended vide a variation trust deed dated March 13, 1995. Mr. Kushagra Bajaj is the beneficiary of this trust.

14. Apoorv Trust

The Apoorv Trust was formed vide deed dated February 4, 1982 and amended vide a variation trust deed dated March 13, 1995. Mr. Apoorv Bajaj is the beneficiary of this trust.

15. Shishir Bajaj Family Trust

The Shishir Bajaj Family Trust was formed vide deed dated September 15, 2009. The Shishir Bajaj family, Kushagra Bajaj family and Apoorv Bajaj family are the beneficiaries of this trust.

16. Shishir Bajaj HUF

Disassociation by our Promoter in the last three years

Except as disclosed below, our Promoters have not disassociated from any company / firm in the last three years.

Promoter	Name of the company / firm from which our Promoter has disassociated	Reasons for disassociation	Date of disassociation
Mr. Shishir Bajaj	Bajaj Sevashram Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Bachhraj and Company Limited	Resolution of Bajaj family dispute	December 20, 2008
	Jamnalal and Sons Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Kamalnayan Investment and Trading Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Shishir Holdings Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Hindusthan Housing Company Limited	Resolution of Bajaj family dispute	December 20, 2008
	Mukand Limited	Resolution of Bajaj family dispute	December 20, 2008
	Bajaj Electricals Limited	Resolution of Bajaj family dispute	December 20, 2008
	Bachhraj Trading Company	Resolution of Bajaj family dispute	December 20, 2008
	Bajaj Trading Company	Resolution of Bajaj family dispute	December 20, 2008
	Anant Trading Company	Resolution of Bajaj family dispute	December 20, 2008
Mrs. Minakshi Bajaj	Bajaj Sevashram Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Shishir Holdings Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Bajaj Electricals Limited	Resolution of Bajaj family dispute	December 20, 2008
	Mukand Limited	Resolution of Bajaj family dispute	December 20, 2008

	Hindustan Housing Company Limited	Resolution of Bajaj family dispute	December 20, 2008
	Bajaj International Private Limited	Resolution of Bajaj family dispute	December 20, 2008
Mr. Kushagra Bajaj	Bajaj Sevashram Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Shishir Holdings Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Bajaj Electricals Limited	Resolution of Bajaj family dispute	December 20, 2008
	Hindustan Housing Company Limited	Resolution of Bajaj family dispute	December 20, 2008
	Kamalnayan Investment and Trading Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Hind Musafir Agency Limited	Resolution of Bajaj family dispute	December 20, 2008
Mr. Apoorv Bajaj	Bajaj Sevashram Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Kamalnayan Investment and Trading Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Shishir Holdings Private Limited	Resolution of Bajaj family dispute	December 20, 2008
	Mukand Limited	Resolution of Bajaj family dispute	December 20, 2008

Interests of our Promoters and Group Companies

None of our Promoter, Directors of persons in control of our Company was or is a Promoter, Director or person in control of any other company which is debarred from accessing the capital market under any order or direction made by SEBI. Promoters are interested in our Company to the extent that they have promoted our Company, their shareholding in our Company and to the extent of their being directors in our Company.

Except as disclosed, our Promoters and Group Companies have no interest in any property acquired or proposed to be acquired by our Company during the last two years from the date of filing of this DRHP.

Except as stated above, none of our Promoters, Group Companies or associates have any business interests in our Company and our Promoters have no interest in our Company other than as promoters.

There are no sales/purchases between our Company and our Group Companies and associate companies when such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of our Company.

Also see the section titled “*Our Management – Interests of our Directors*” beginning on page 75 of this DRHP.

Common pursuits of the Promoters and Group Companies

Except as set forth above and in the section titled “*Financial Statements*” beginning on page 96, we have not entered into any related party transactions that impact the financial performance of our Company.

Payment of benefits to our Promoters

Except as disclosed in the section titled “*Financial Statements*” beginning on page 96 of this DRHP, there has been no payment of benefits to our Promoters during the two years prior to the filing of this DRHP.

Other Confirmations

Our Promoters, directors of our Promoters, directors of our Group Companies and Group Companies have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and, except as disclosed in the section titled “*Outstanding Litigation and Material Developments*” beginning on

page 127 of this DRHP, there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them.

For details relating to legal proceedings involving the Promoter and the Group Companies, see the section titled “***Outstanding Litigation and Material Developments***” beginning on page 127 of this DRHP.

Neither our Promoter nor our Group Companies have become sick companies under the Sick Industrial Companies Act, 1985 and no winding up proceedings have been initiated against them. Further no application has been made, in respect of any of them, to the Registrar of Companies for striking off their names. Additionally, neither our Promoters nor any of the Group Companies have become defunct in the five years preceding the filing of this DRHP.

DIVIDEND POLICY

The declaration and payment of dividend is recommended by the Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by the Board. The Board may also from time to time pay interim dividend. All dividend payments are made in cash to the shareholders of our Company.

The dividends declared by our Company in fiscal 2007, 2008 and 2009 are specified below:

Particulars	Year ended March 31,		
	2007	2008	2009
Amount of Dividend paid	Nil	Nil	2,500,000*
Amount of Interim Dividend paid	Nil	Nil	700,000,000**

* Pursuant to our shareholders' resolution dated September 29, 2009, our Company has declared a dividend of Rs.0.50/- per share on 5,000,000 Equity Shares of face value of Rs. 10/- each being 5% of the total paid up capital of our Company.

**Pursuant to the resolution passed by the Board of Directors on December 19, 2009, our Company has declared an interim dividend of Rs. 7/- per share on 100,000,000 Equity Shares of face value of Re. 1/- each being 700% of the total paid up capital of our Company.

Investors should note that amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or dividend amounts in the future.

SECTION V – FINANCIAL INFORMATION
FINANCIAL STATEMENTS

AUDITORS REPORT ON RESTATED FINANCIAL STATEMENTS

To,
The Board of Directors
Bajaj Corp Limited
221, Solitaire Corporate Park
151, M, Vasanji Road,
Chakala, Andheri (East)
Mumbai- 400 093

Dear Sirs

Re: Proposed initial public offer of equity shares for cash, at an issue price to be arrived at by the book building process

We have examined the financial information of Bajaj Corp Limited ('the Company') annexed hereto with this report for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP'). The financial information has been prepared in accordance with Paragraph B(I) of Part II of Schedule II of the Companies Act, 1956 ("the Act"), the Securities and Exchange Board of India ('SEBI') – Issue of capital and Disclosure Requirements Regulations, 2009 (the 'ICDR Regulations'), the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India ('ICAI') and terms of engagement agreed upon by us with the Company. The information has been prepared by the Company and approved by the Board of Directors.

A. Financial Information as per Audited Financial Statements:

We have examined:

- (i) the attached restated Statements of Assets and Liabilities as at December 31, 2009, March 31, 2009, March 31, 2008, and March 31, 2007 (Annexure1);
- (ii) the attached restated Statements of Profit and Loss for the nine month period ended December 31, 2009, and financial years ended March 31, 2009, March 31, 2008 and March 31, 2007 (Annexure2);
- (iii) the attached restated Statements of Cash Flow for the nine month period ended December 31, 2009, financial years ended March 31, 2009, March 31, 2008 and March 31, 2007 (Annexure3);
- (iv) the significant accounting policies adopted by the Company as at and for the nine month period December 31, 2009 and notes to the Restated Summary Statements (Annexure4)

- collectively referred to as the 'Restated Summary Statements'

The Restated Summary Statements have been extracted from audited financial statements of the Company as at and for the nine month period ended December 31, 2009 and years ended March 31, 2009, March 31, 2008 and March 31, 2007 which have been approved by the Board of Directors. Audits of the financial statements as at and for the year ended March 31, 2007 was conducted by M/s. Hemant Panpalia & Co., Chartered Accountants, being the auditor of the Company for that period, and accordingly reliance has been placed on the financial statements audited and reported upon by them for the said period.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations and terms of engagement agreed by us with the Company we state that the Restated Summary Statements are as set out in Annexure 1 to 4, which are to be read with the significant accounting policies and notes thereon in Annexure 4. There are no extra-ordinary items in any of the financial statements that need to be disclosed separately in the Restated Summary Statements.

B. Other Financial Information as per Audited Financial Statements:

We have also examined the following financial information relating to the Company, which is based on the Restated Summary Statements / audited financial statements and approved by the Board of Directors for the purpose of inclusion herein:

- (i) Restated details of Other Income (Annexure 5);
- (ii) Restated Statement of Accounting Ratios (Annexure 6);
- (iii) Restated Capitalization Statement (Annexure 7);
- (iv) Restated Summary of Sundry Debtors (Annexure 8);
- (v) Statement of Tax Shelter (Annexure 9);
- (vi) Restated summary of Secured and Unsecured Loans (Annexure 10);
- (vii) Restated details of Loans and Advances (Annexure 11);
- (viii) Summary of Investments (Annexure 12);
- (ix) Statement of significant transactions with related parties (Annexure 13); and
- (x) Statement of rates of dividend (Annexure 14)

In respect of the 'other Financial Information' stated above we have relied upon the audited financial statements for the financial year ended March 31, 2007 which were audited and reported by M/s. Hemant Panpalia & Co, Chartered Accountants as stated above.

In our opinion, the financial information of the Company attached to this report, as mentioned in paragraph (B) above, read with significant accounting policies and notes as annexed to this report, and after making such adjustments as were considered appropriate, has been prepared in accordance with Part II (B) of Schedule II of the Act and the ICDR Regulations.

This report should not in any way be construed as a reissuance or redating of the previous audit report by the other firm of Chartered Accountants nor should this be construed as a new opinion on any of the financial statements referred to herein.

We did not perform audit tests for the purposes of expressing an opinion on individual balances or summaries of selected transactions, and accordingly, we express no such opinion thereon.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed public offering of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For R. S. Dani & Company
Chartered Accountants

C.P. Kothari
Partner
Membership No. - 72229
Place: Mumbai
Date: February 25, 2010

ANNEXURE: 1
RESTATED STATEMENT OF ASSETS & LIABILITIES

PARTICULARS	(Rs in millions)			
	As on 31st March			As on 31st Dec 2009
	2007	2008	2009	
A. Fixed Assets				
Gross Block	0.00	27.51	49.97	118.47
Less: Accumulated Depreciation	0.00	0.07	4.31	10.30
Net Fixed Asset	-	27.45	45.66	108.17
Less: Revaluation Reserves	-	0.00	0.00	0.00
Net Fixed Asset after Revaluation Reserves	-	27.45	45.66	108.17
Capital Work in Progress	-	8.51	18.00	19.64
TOTAL (A)	-	35.96	63.66	127.81
B. Investments	-	-	-	50.00
C. Deferred Tax Assets	-	(0.16)	2.15	1.57
D. Current Assets, Loans & Advances				
Inventories	-	-	77.36	98.12
Sundry Debtors	-	-	3.25	23.75
Cash & Bank Balances	0.10	13.18	510.35	328.14
Loans & Advances	-	1.80	89.35	51.57
TOTAL (D)	0.10	14.98	680.31	501.58
E. Liabilities & Provisions				
Secured Loans		-	-	-
Unsecured Loans	0.03	-	-	-
Current Liabilities	0.01	1.79	202.25	172.75
Provisions	-	-	28.08	246.93
TOTAL (E)	0.04	1.79	230.33	419.68
F. Net Worth (A+B+C+D-E)	0.06	48.99	515.79	261.28
G. Represented By				
Equity Share Capital	0.10	50.00	50.00	100.00
Reserves & Surplus	(0.02)	(0.65)	466.34	162.35
Revaluation Reserves	-	-	-	-
Total	0.08	49.35	516.34	262.35
Less: Misc expenditure	0.02	0.36	0.55	1.07
Net Worth	0.06	48.99	515.79	261.28

ANNEXURE: 2
RESTATED STATEMENT OF PROFIT & LOSS ACCOUNT

			(Rs in Millions)	
PARTICULARS	For the year Ended on			For the 9 months ended on 31.12.2009
	31.03.2007	31.03.2008	31.03.2009	
INCOME:				
Sales				
- Manufactured	-	-	1,492.00	1,966.30
- Traded	-	-	952.22	368.20
Total	-	-	2,444.22	2,334.50
Other Income	-	0.01	17.65	47.91
Increase/(Decrease) in Inventories	-	-	58.39	9.56
Total Income	-	0.01	2,520.26	2,391.97
EXPENDITURE:				
Materials				
- Material Consumed	-	-	668.09	677.96
- Purchase of Traded Goods	-	-	478.95	145.38
Manufacturing Expenses	-	-	10.32	8.43
Staff Costs	-	-	112.96	103.90
Administrative & Other Expenses	0.02	0.09	21.23	21.38
Selling & Distribution Expenses	-	-	694.69	746.33
Finance Cost	-	0.06	0.58	0.87
Depreciation & Amortization	-	0.16	4.40	6.22
Total Expenditure	0.02	0.30	1,991.23	1,710.48
Profit Before Tax & Extra Ordinary Items	(0.02)	(0.29)	529.03	681.49
Taxation	0.00	0.35	59.11	116.52
Profit Before Extra Ordinary Items	(0.02)	(0.63)	469.92	564.97
Extra Ordinary Items	-	-	-	-
Profit After Tax & Extra Ordinary Items	(0.02)	(0.63)	469.92	564.97
Balance brought forward from previous year	-	(0.02)	(0.65)	466.34
Net Profit Available for Appropriation	(0.02)	(0.65)	469.27	1,031.31
Appropriation:				
- Proposed Dividend on Equity Shares	-	-	2.50	700.00
- Tax on Dividend	-	-	0.43	118.96
- Transfer to General Reserves	-	-	-	-
- Capitalized during the year for Bonus Shares	-	-	-	50.00
Balance carried forward as restated	(0.02)	(0.65)	466.34	162.35

ANNEXURE: 3
RESTATED STATEMENT OF CASH FLOW

			(Rs in Millions)	
PARTICULARS	For the year Ended on			For the 9 months ended on 31.12.2009
	31.03.2007	31.03.2008	31.03.2009	
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>				
Net Profit before taxation	(0.02)	(0.29)	529.03	681.49
Adjustments for:				
Depreciation	0.00	0.07	4.24	5.99
Misc. Expenditure written off	0.01	0.09	0.16	0.23
Interest Income			(12.00)	(44.72)
Dividend Income			(0.87)	0.00
Loss/(Profit) on sale of Investment			(2.80)	(0.74)
Operating profit before working capital changes	(0.01)	(0.13)	517.76	642.26
Adjustments for:				
(Increase)/decrease in Debtors			(3.25)	(20.50)
(Increase)/decrease in Inventory			(77.36)	(20.76)
(Increase)/decrease in Other Loan & Advances		(0.99)	(87.23)	62.60
Increase/(decrease) in Creditors	0.01	0.01	132.37	(14.51)
Increase/(decrease) in Other liabilities			68.09	(14.99)
Increase/(decrease) in provisions			25.16	102.81
Cash generated from operations	0.00	(1.10)	575.53	736.91
Less: Direct taxes paid/deducted at source			61.74	140.76
NET CASH FROM/(USED) IN OPERATING ACTIVITIES	0.00	(1.10)	513.80	596.15
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>				
(Purchase)/Sale of fixed assets		(35.26)	(31.95)	(70.14)
Interest received			12.00	44.72
Dividend received			0.87	0.00
(Purchase)/ sale of Investment (Net)			2.80	(49.27)
NET CASH FROM/(USED) IN INVESTING ACTIVITIES	0.00	(35.26)	(16.27)	(74.69)
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>				
Issue of Share Capital	0.10	49.90		
Share Issue Expenses		(0.43)	(0.35)	(0.75)
Repayment of Loan		(0.03)		
Payment of Dividend & Dividend Tax				(702.93)

NET CASH FROM /(USED) IN FINANCING ACTIVITIES	0.10	49.44	(0.35)	(703.68)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	0.10	13.08	497.17	(182.21)
OPENING CASH AND CASH EQUIVALENTS	-	0.10	13.18	510.35
CLOSING CASH AND CASH EQUIVALENTS	0.10	13.18	510.35	328.14

ANNEXURE: 4

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE RESTATED STATEMENTS OF ASSETS AND LIABILITIES, PROFITS AND LOSSES AND CASH FLOWS AS AT FOR THE PERIOD ENDED DECEMBER 31, 2009 (RESTATED SUMMARY STATEMENT):

A. SIGNIFICANT ACCOUNTING POLICIES:

(i) **BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

(ii) **FIXED ASSETS**

Fixed assets are reflected in the accounts at historical cost less accumulated depreciation.

(iii) **DEPRECIATION**

Depreciation on fixed assets is provided on written down value method at the rate and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

(iv) **REVENUE RECONGNITION**

Income and Expenditure of all "Material Items" are accounted on accrual basis.

(v) **INVENTORIES**

Inventories are valued at cost. Finished goods and Goods in Process are valued at lower of cost or Market/Net realizable value.

(vi) **INVESTMENTS**

All the investments are current investments and are held at lower of cost and NAV/ Market Value.

(vii) **PRELIMINARY & SHARE ISSUE EXPENSES**

One fifth of the preliminary & share issue expenses have been written off during the year.

(viii) **CONTINGENT LIABILITIES**

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, etc.), pending in appeal/court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts.

However, present obligation as a result of past event with possibility of outflow of resources, when reliably estimable will be recognized in accounts. There is no contingent liability against the company.

(ix) **RETIREMENT BENEFIT**

a) Gratuity: The Company has taken Employee Group Gratuity-Cum-Life Assurance Policy of L.I.C. of India for covering accruing liability and the premium paid/payable on such policy is charged to Profit & Loss Account.

b) Superannuation: Contribution to Superannuation fund is being made to LIC as per scheme of the Company.

c) Provident Fund: Employees own and Employer's Contribution are paid to the Government Provident Fund Authority.

d) Employee Pension Scheme: Contribution to Employee's Pension Scheme 1995 is made to the Government Provident Fund Authority.

(x) **FOREIGN CURRENCY TRANSACTION**

Transactions in foreign currency are recorded at exchange rate prevailing on the date of the transaction. Exchange rate differences resulting from foreign exchange transactions settled during the period are recognized in the Profit and Loss Account.

(xi) **INCOME TAX AND DEFERRED TAXATION**

The liability of company on account of Income Tax is estimated considering the provisions of the Income Tax Act, 1961. Deferred tax is recognised, subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one year and capable of reversal in one or more subsequent year.

B. NOTES ON THE RESTATED ACCOUNTS

- I. There have been no changes in accounting policies during the reported period.
- II. Material **Adjustments** - There has been no material adjustments in restated profit & Loss Account as compared to Audited Accounts.

III. Payment to Auditors

			(Rs in Millions)	
PARTICULARS	For the year Ended on			For the 9 months ended on 31.12.2009
	31.03.2007	31.03.2008	31.03.2009	
(i) For Statutory Audit	0.00	.02	0.01	0.01
(ii) For Tax Audit			0.00	0.00
(iii) For Expenses			0.03	0.05
Total	0.00	.02	0.04	0.06

IV. Statement of raw material consumed: (Rs in Millions)

Rs in Millions)

PARTICULARS	For the year Ended on						For the 9 months ended on 31.12.2009	
	31.03.2007		31.03.2008		31.03.2009			
	Qty (Tons)	Amount	Qty (Tons)	Amount	Qty (Tons)	Amount	Qty (Tons)	Amount
Refined Oil:								
Opening Stock	-	-	-	-	-	-	16.51	0.83
Purchases	-	-	-	-	1,009.77	63.17	1,264.16	64.95
Consumption	-	-	-	-	993.26	62.34	1,254.64	64.28
Closing Stock	-	-	-	-	16.51	0.83	26.03	1.50
Light Liquid Paraffin:								
Opening Stock	-	-	-	-	-	-	33.96	1.38
Purchases	-	-	-	-	3,566.87	251.23	4,560.31	198.66
Consumption	-	-	-	-	3,532.91	249.85	4,516.65	196.84
Closing Stock	-	-	-	-	33.96	1.38	77.62	3.20
Perfumes & Others:								
Opening Stock	-	-	-	-	-	-	7.95	5.88
Purchases	-	-	-	-	103.04	63.49	123.83	71.52
Consumption	-	-	-	-	95.09	57.61	120.02	70.65
Closing Stock	-	-	-	-	7.95	5.88	11.76	6.75
Total:								
Opening Stock	-	-	-	-	-	-	58.42	8.09
Purchases	-	-	-	-	4,679.68	377.89	5,948.30	335.13
Consumption	-	-	-	-	4,621.26	369.80	5,891.31	331.77
Closing Stock	-	-	-	-	58.42	8.09	115.41	11.45

V. **Details of production, stock & turnover:**

(i) **Manufactured Goods:**

17) Manufactured Goods.								
							(Rs in Millions)	
PARTICULARS	For the year Ended on						For the 9 months ended on 31.12.2009	
	31.03.2007		31.03.2008		31.03.2009			
	Qty (Tons)	Amount	Qty (Tons)	Amount	Qty (Tons)	Amount	Qty (Tons)	Amount
Hair Oil (Qty in K. Ltrs.)								
Opening Stock	-	-	-	-	-	-	291.08	36.41
Production	-	-	-	-	5,359.58	-	6,854.69	-
Sale	-	-	-	-	5,068.50	1,492.00	6,660.90	1966.30
Closing Stock	-	-	-	-	291.08	36.41	484.87	48.70

(ii) **Traded Goods:**

n) Traded Goods.								
							(Rs in Millions)	
PARTICULARS	For the year Ended on						For the 9 months ended on 31.12.2009	
	31.03.2007		31.03.2008		31.03.2009			
	Qty	Amount	Qty	Amount	Qty	Amount	Qty	Amount
Hair Oil (Qty in K. Ltrs.)								
Opening Stock	-	-	-	-	-	-	151.41	19.11
Purchases	-	-	-	-	3,471.95	472.13	1,244.09	137.62
Sale	-	-	-	-	3,320.54	937.98	1,239.48	353.34
Closing Stock	-	-	-	-	151.41	19.11	156.02	16.20
Tooth Powder (Qty in MT)								
Opening Stock	-	-	-	-	-	-	11.54	1.36
Purchases	-	-	-	-	89.82	10.82	73.75	7.75
Sale	-	-	-	-	78.28	14.10	76.83	14.85
Closing Stock	-	-	-	-	11.54	1.36	8.46	0.91

VI. **Segment reporting:**

The company's is engaged in cosmetics and its operations fall within a single segment as defined by Accounting Standard (AS) 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India.

VII. There is no contingent liability against the Company.

VIII. **Payment to whole time directors**

			(Rs in Millions)	
PARTICULARS	For the year Ended on			For the 9 months ended on 31.12.2009
	31.03.2007	31.03.2008	31.03.2009	
(i) Salary & Allowances	0.00	0.00	25.16	17.02
(ii) Monetary Value of Perquisites	0.00	0.00	1.61	0.05

ANNEXURE: 5
DETAILS OF OTHER INCOME

			(Rs in Millions)		
PARTICULARS	For the year Ended on			For the 9 months ended on 31.12.2009	
	31.03.2007	31.03.2008	31.03.2009		
Other Income	-	0.01	17.65	47.91	
Net profit before tax, as stated	(0.02)	(0.29)	529.03	681.49	
Percentage	0.00%	-3.11%	3.34%	7.03%	
SOURCES OF INCOME	For the year Ended on			For the 9 months ended on 31.12.2009	Nature
	31.03.2007	31.03.2008	31.03.2009		
Interest received on					
- Inter Corporate Deposits	-	-	5.26	31.41	NR
- Bank Deposits	-	0.01	6.71	13.31	R
- Loan to employees	-	-	0.03	-	NR
- Others	-	-	-	-	NR
Dividend received on trade investments	-	-	0.87	-	NR
Dividend received on non-trade investments	-	-	-	-	NR
Profit/(Loss) on sale of investments	-	-	2.80	0.74	NR
Profit/(Loss) on sale of fixed assets	-	-	-	-	NR
Cash discount received	-	-	1.71	2.13	R
Miscellaneous Income	-	-	0.27	0.32	NR
Total	-	0.01	17.65	47.91	

R: Recurring

NR: Non recurring

ANNEXURE: 6
ACCOUNTING RATIOS

** The above is adjusted for share split and bonus which occurred during the period ended December 31, 2009*

Particulars	for the year ended						for the 9 months ended	
	31-Mar-07		31-Mar-08		31-Mar-09		31-Dec-09	
	Pre Split, Consolidation & Bonus	Post Split, Consolidation & Bonus	Pre Split, Consolidation & Bonus	Post Split, Consolidation & Bonus	Pre Split, Consolidation & Bonus	Post Split, Consolidation & Bonus	Pre Split, Consolidation & Bonus*	Post Split, Consolidation & Bonus
Adjusted basic and diluted earning per share (Rs.)	-1.70	0.00	-6.03	-0.04	93.98	18.80	5.65	22.60
Return on net worth %	-28.66%	-28.66%	-1.30%	-1.30%	91.11%	91.11%	216.23%	216.23%
Net asset value per equity share (Rs.)	5.93	0.00	9.80	1.96	103.16	20.63	2.61	10.45
Adjusted weighted average no. of equity shares outstanding during the year/period	10,000	15,020,000	105,219	15,210,437	5,000,000	25,000,000	100,000,000	25,000,000
Total number of shares outstanding at the end of the year/period	10,000	15,020,000	5,000,000	25,000,000	5,000,000	25,000,000	100,000,000	25,000,000

Notes:

- The ratios have been computed as below:

Adjusted earning per share(Rs.) :	Net Profit after tax attributable to equity shareholders
	Adjusted weighted average number of equity shares outstanding during the year/period

Return on net worth (%) :	Net Profit after Tax
	Net worth excluding revaluation reserve at the end of the year/period

Net asset value per equity share(Rs.) :	Net worth excluding revaluation reserve and miscellaneous expenditure to the extent not written off at the end of the year/period
	Number of equity shares outstanding at the end of the year/period

- Net profit as restated as appearing in the Restated Statement of Profits & Loss has been considered for the purpose of computing the above ratios.
- The Company does not have any potential equity shares in its capital structure and hence diluted EPS is the same as basic EPS.
- The Company on November, 3, 2009 had split its equity shares from Rs. 10 each to equity shares of Re. 1 each and had issued bonus shares in the ratio of 1:1.

5. Post the adoption of financials for the period ended December 31, 2009 by the Board of Directors of the Company there was consolidation of face value of share and bonus issue. On January 22, 2010 the Company consolidated the face value of equity shares from Re 1 each to equity shares of Rs. 2 each. On February 22, 2010, the Company further consolidated the face value of equity shares from Rs. 2 each to equity share of the face value of Rs. 5 each and issued bonus shares in the ratio of 1 equity share of the face value of Rs. 5 each for every 4 equity shares held. As per the requirement of SEBI ICDR regulations the weighted average number of equity shares has been adjusted to reflect the aforesaid change.
6. Earning per share calculations are done in accordance with Accounting Standard 20 "Earning per share" as notified under the Companies (Accounting Standards) Rules, 2006 and SEBI ICDR regulations.

ANNEXURE: 7
CAPITALISATION STATEMENT

	(Rs in Millions)	
Particulars	Pre - Issue (as at 31/12/09)	Post Issue*
Short Term Debts	-	-
Long Term Debts	-	-
Total Debts	-	-
Shareholder's Fund		
Share Capital	100.00	
Reserves & Surplus	162.35	
Less : Misc. Expenditure not written off	(1.07)	
Total Shareholder's Fund	261.28	
Long term debt/equity	-	

* Since December 31, 2009, the share capital of the Company has increased from Rs. 100 million to Rs. 125 million by the issue of bonus share in the ratio of 1 equity share for every 4 equity share held

** Share Capital and reserves and surplus post issue can be calculated only on the conclusion of the book building process

ANNEXURE: 8
SUMMARY OF DEBTORS

	(Rs in Millions)			
Particulars	As on 31st March			As on 31st Dec 2009
	2007	2008	2009	
Debt outstanding for a period exceeding six months				
- considered good	-	-	0.13	0.78
- considered doubtful	-	-	-	-
Other Debts				
- considered good	-	-	3.12	22.97
- considered doubtful	-	-	-	-
Less : Provision for doubtful debts	-	-	-	-
	-	-	3.25	23.75

* The above does not include any debt due from promoter group

ANNEXURE: 9
STATEMENT OF TAX SHELTER

	(Rs in Millions)			
Particulars	For the year Ended on			For the 9 months ended on 31.12.2009
	31.03.2007	31.03.2008	31.03.2009	
Profit before current and deferred taxes, as restated	(0.02)	(0.29)	529.03	681.49
Weighted average tax rate (%)	33.99%	33.99%	33.99%	33.99%
Tax expense at weighted average rate (A)	(0.01)	(0.10)	179.82	231.64
Adjustments				
Permanent Differences				
Deduction u/s 80IC of the Act	-	-	(354.95)	(534.50)
Deduction u/s 80G of the Act	-	-	(0.14)	-
Expenses disallowed	-	0.001	0.54	0.242
Indexation difference on long term capital gain	-	-	-	-
Long-term capital gain charged at lower rate of tax	-	-	-	-
Dividend exempt u/s 10(34) of the Act	-	-	(0.87)	-
Total (B)	0.00	0.00	(355.42)	(534.26)
Temporary Differences				
Difference between book depreciation and tax depreciation	-	(0.46)	(3.77)	(2.87)
Provision for doubtful debts	-	-	-	-
Utilisation of MAT credit	-	-	-	-
Provision for retirement benefits	-	-	5.86	1.177
Loss Carried Forward	0.02	0.75	-	-
Brought Forward Loss	-	-	(0.75)	-
Others	-	-	-	-
Total (C)	0.02	0.29	1.35	(1.69)
Net Adjustment (B+C)	0.02	0.29	(354.07)	(535.95)
Tax expense/(saving) thereon	0.01	0.10	(120.35)	(182.17)
Net impact	-	-	59.47	49.47
Adjustment due to the provisions of Minimum Alternative Tax (MAT)			0.24	66.32
Tax liability under MAT on book profits	-	-	59.71	115.79
Provision for current tax as per the books of accounts (i)	-	-	60.30	115.79
Provision for WealthTax (ii)	-	0.19	0.20	0.15
Provision for Fringe Benefit Tax (iii)	-	-	0.91	-
Provision for Deferred Tax (iv)	-	0.16	(2.30)	0.57
Total tax expenses as per restated statement (i+ii+iii+iv)	-	0.35	59.11	116.51

ANNEXURE: 10**STATEMENT OF SECURED & UNSECURED LOANS**

	(Rs in Millions)			
	As on 31st March			As on 31st Dec 2009
	2007	2008	2009	
Non convertible debentures	-	-	-	-
Foreign currency loan	-	-	-	-
Deferred payment liabilities in relation to buildings	-	-	-	-
Loans from promoter group	-	-	-	-
Total	-	-	-	-

SECURED LOANS					
Type of Facility	Total Sanctioned Amount (Rs. In Million)	Amount Outstanding (Rs. In Million)	Date of Availment	Rate of Interest and Repayment Schedule	Security
Nil	Nil	Nil	Nil	Nil	Nil

UNSECURED LOANS		(Rs in Millions)		
NAMES	As on 31 st March			As on 31 st Dec 2009
	2007	2008	2009	
Rajeev Gandhi (Director)	0.03	-	-	-
	-	-	-	-
Total	0.03	-	-	-

UNSECURED BORROWINGS					
Lender	Amount Outstanding (Rs. In Million)		Date of availment	Term of Loan (in months)	Rate of Interest and Repayment Schedule
Nil	Nil	Nil	Nil	Nil	Nil

ANNEXURE: 11
SUMMARY OF LOANS & ADVANCES

			(Rs in Millions)	
Particulars	As on 31 st March			As on 31 st Dec 2009
	2007	2008	2009	
Unsecured Considered Good:				
Advances recoverable in cash or in kind or for value to be received	-	0.61	9.27	1.29
Advance payments of income-tax	-	(0.19)	0.13	24.94
Security / Other deposits	-	1.37	79.96	22.92
Employee loans	-	-	-	0.61
Others	-	0.02	-	1.81
Less: Provision for doubtful loans and advances	-	-	-	-
Unsecured Considered Doubtful:	-	-	-	-
Total	0.00	1.80	89.35	51.57
The above includes the following loans and advances to the promoter group				
Advances recoverable in cash or in kind or for value to be received	-	-	-	-
Security / Other Deposits (Bajaj Consumer Care Limited)	-	-	(17.90)	-
Total	0.00	0.00	(17.90)	0.00

ANNEXURE: 12
SUMMARY OF INVESTMENTS

			(Rs in Millions)	
Particulars	As on 31st March			As on 31st Dec 2009
	2007	2008	2009	
Subsidiaries/ associates	-	-	-	-
Units of Mutual funds	-	-	-	-
Equity shares	-	-	-	-
Debentures	-	-	-	-
Others (Mutual funds - Unquoted)	-	-	-	50.00
Less: Provision for decline in carrying value of investments	-	-	-	-
Total	-	-	-	50.00
Aggregate book value of quoted investments	-	-	-	-
Aggregate market value of quoted investments	-	-	-	-
Aggregate book value of unquoted investments	-	-	-	50.00

ANNEXURE: 13**SUMMARY OF SIGNIFICANT TRANSACTION WITH RELATED PARTIES (AS - 18)**

S.No.	Category of related parties	Names
1.	Subsidiaries	-
2.	Associates	-
3.	Key management personnel	1. Mr Kushagra Bajaj 2. Mr R F Hinger 3. Mr Divyaroop Bhatnagar (Upto April 30, 2009) 4. Mr Sumit Malhotra
4.	Parties with substantial interest	Bajaj Consumer Care Ltd, Holding Company
5.	Others	-

(Rs in millions)

Nature of the transaction	Subsidiaries	Associates	Key management personnel	Parties with substantial interest	Others	Total
Transactions during the year/ period ended [stub periods and last three years]						
Equity Shares issued	-	-	-	50.00	-	50.00
Dividend Paid	-	-	-	702.50	-	702.50
Loan taken & repaid	-	-	-	348.30	-	348.30
Loan given & received back	-	-	-	777.20	-	777.20
Interest received on loan given	-	-	-	7.30	-	7.30
Interest paid on loan taken	-	-	-	0.00	-	0.00
Remuneration	-	-	43.83	-	-	43.83
Purchases made	-	-	-	5.45	-	5.45
Royalty Paid (net of TDS)	-	-	-	21.39	-	21.39
Transfer of Current Liabilities	-	-	-	94.67	-	94.67
Transfer of Current Assets	-	-	-	34.44	-	34.44
Payment received for Current liabilities/assets (net)	-	-	-	56.74		56.74
Amounts incurred by subsidiary on behalf of the Company.			-	0.03		0.03
Balances as at December 31, 2009						
Debtors	-	-	-	-	-	-
Cost and estimated earnings in excess of billings	-	-	-	-	-	-
Investments	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Security deposits	-	-	-	-	-	-
Provision for pension benefits	-	-	-	-	-	-

Proposed dividend	-	-	-	-	-	-
Guarantees given	-	-	-	-	-	-

(Rs in millions)

Nature of the transaction	Parties with substantial interest			
Transactions during the year/ period ended	31st March			31st Dec. 2009
	2007	2008	2009	
Equity Shares issued	-	50.00	-	-
Proposed dividend		-	2.50	700.00
Dividend Paid	-	-	-	702.50
Loan taken & repaid	-	-	341.50	6.80
Loan given & received back	-	-	192.20	585.00
Interest received on loan given	-	-	-	7.30
Interest paid on loan taken	-	-	-	0.00
Purchases made	-	-	4.88	0.57
Royalty Paid (net of TDS)	-	-	-	21.39
Transfer of Current Liabilities	-	-	94.66	0.01
Transfer of Current Assets	-	-	34.44	-
Payment received for Current liabilities/ assets (net)	-	-	56.74	-
Amounts incurred by subsidiary on behalf of the Company.	-	-	-	0.03
Balances:				
Debtors	-	-	-	-
Cost and estimated earnings in excess of billings	-	-	-	-
Investments	-	-	-	-
Other liabilities	-	-	18.41	-
Security deposits	-	-	-	-
Provision for pension benefits	-	-	-	-
Proposed dividend	-	-	2.50	-
Guarantees given	-	-	-	-

Nature of the transaction	Key management personnel			
Transactions during the year/ period ended	31st March			31st Dec 2009
	2007	2008	2009	
Remuneration	-	-	26.77	17.07

ANNEXURE: 14**DETAILS OF RATES OF DIVIDEND PAID BY THE COMPANY**

Class of shares	Face value	For the year Ended on			For the 9 months ended on 31.12.2009*
		31.03.2007	31.03.2008	31.03.2009	
Equity shares	Re 1/- each (Rs 10/- each upto Nov 09)				
- Interim		-	-	-	700%
- Final		-	-	5%	

* The Company on Nov 3, 2009 had split its shares from Rs. 10 each to Equity Shares of Re. 1 each. Further, on Nov 3, 2009 the company issued bonus Equity Shares in the ratio of 1:1.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition is based on our restated audited financial statements as of and for the fiscal 2008 and 2009 and the nine months period ending December 31, 2009. This discussion contains forward-looking statements and reflects our current views our Company with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth under "Risk Factors" and elsewhere in this DRHP. This discussion should be read together with our Indian GAAP financial statements and related notes. We prepare our consolidated financial statements in accordance with Indian GAAP, which differs in some respects from IFRS and U.S. GAAP. See the section titled "**Risk Factors — Certain Factors Relating to India — Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors'** assessment of our financial condition." beginning on page xxii of this DRHP.*

As our fiscal year ends on March 31 of each year, all references to a particular fiscal year are to the 12 months ended March 31 of that year.

Basis of Presentation

We began our operations in April 2008 by selling products previously sold by BCCL. Our restated financial statements as of March 31, 2008, March 31, 2009 and December 31, 2009 and for the fiscal year ended March 31, 2009 and the nine month period ended December 31, 2009 are set out in the section titled "**Financial Statements**" beginning on page 96 of this DRHP. Because we have a limited operating history and only have one full fiscal year of operating results, we cannot provide a period-to-period discussion of our results of operations. Additionally, because the manner in which we operate our business differs from BCCL, we believe that comparing our results to those of BCCL would be misleading. See the section titled "**Risk Factors -- We have limited operating and financial history, therefore investors may not be able to evaluate our current and future business prospects accurately.**" beginning on page ix of this DRHP. As such, we have not included a period-to-period comparison in this section.

Overview

Bajaj Corp Ltd is one of India's leading producers of hair oils. We are part of the Shishir Bajaj Group of companies (the "Bajaj Group"). Through its subsidiaries, the Bajaj Group operates businesses in the consumer goods, sugar, power generation and infrastructure development industries throughout India. The "Bajaj" name is a well-recognized Indian brand that consumers associate with quality products at competitive prices. The Bajaj Group has grown into one of India's leading business conglomerate

The legacy of Bajaj Corp extends back to 1953 when Mr. Kamal Nayan Bajaj established Bajaj Sevashram ("BSL") to market and sell hair oils and other beauty products. In 2001, in view of the impending Bajaj family settlement, the business was demerged to Bajaj Consumer Care Limited ("BCCL"). BSL assigned the trademarks for all of the brands we currently sell to BCCL. Subsequently, BCCL licensed these brands to us, pursuant to the Trademark License Agreement. The exclusive agreement is valid for a term of 99 years from March 12, 2008 and is extendable for an additional ten years. We began operating as Bajaj Corp Ltd in April 2008. The Trademark License Agreement granted us the exclusive right to use, manufacture, advertise, distribute and sell the products associated with these brands. We have since become India's third largest producer of hair oils and the largest producer of light hair oils, capturing an estimated 49.5% of the light hair oil market in calendar year 2009, according to Nielsen Retail Audit Report. We believe that our name recognition, product quality and marketing experience have enabled us to create one of the stronger consumer brands in India. Our key product is Bajaj Almond Drops, a premium brand that is currently the market leader in the light hair oil segment. Almond Drops accounted for approximately 92% of our net sales in the nine-month period ended December 31, 2009. In addition, we market our hair oil under the brand names Brahmi Amla, Amla Shikakai and Jasmine Hair Oil. We also produce oral care products under the brand name Bajaj Black Tooth Powder.

We manufacture our products at two company-operated facilities in Parwanoo and Dehradun. We also expect to open a third company-operated facility in the first quarter of calendar year 2010 at Paonta Sahib. By completing this 3,500 square meter facility in Paonta Sahib, we expect our production capacity for light hair oil to increase from 39 million litres per annum to 74 million litres per annum. In addition, we also engage third-party manufacturers at Parwanoo, Himachal Pradesh for hair oils and Udaipur, Rajasthan to produce our oral care products. These third-party facilities have a combined installed capacity of 9 million litres per annum. As of December 31, 2009, the combined production capacity for all company and third-party operated production facilities was 83 million litres per annum.

We market our products through our in-house sales team as well as sales personnel employed through our distributors. These sales personnel are responsible for making our brands available throughout India. We manage a distribution network that includes 4,300 distributors, or "stockists", that sell to more than 1.49 million retail outlets located throughout India.

We believe we are well-positioned to compete in a dynamic marketplace by offering our customers high quality products at affordable prices. We believe that demand for fast moving consumer goods ("FMCG"), particularly hair oil, will continue to increase, most notably in rural areas of India where consumers have generally experienced an increase in disposable incomes due to farmers shifting to cash crops, rural employment generation schemes and general economic growth.

In the nine-month period ended December 31, 2009, we recorded net sales of Rs.2,335 million. Net sales of our products have grown at a CAGR of 22% over the last three fiscal years (including sales data from when our products were sold by BCCL). Our profit after tax for the nine months period ended December 31, 2009 was Rs.565.0 million. Domestic sales accounted for approximately 99% of net sales for the same period.

Factors Affecting Operating Results

Our results of operations have been influenced and will continue to be influenced by the following key factors:

Dependence on Almond Drops

For the year ended March 31, 2009 and the nine month period ended December 31, 2009, Almond Drops hair oil contributed 92.7% and 92.1%, respectively, of our total sales. While we continue to actively market the other brands we sell in an effort to diversify our sales across all the brands, Almond Drops will likely to continue to represent a significant majority of our sales.

Economic Conditions in India

India's economic success has been, and will continue to be, a significant factor in the continued growth of our business. GDP growth in India is expected to remain relatively strong in the long term, though the recent global economic downturn has lowered estimates for India's immediate growth. As this growing middle class continues to see its income level rise, we believe consumers will likely consume higher priced FMCGs, including Almond Drops. We also believe rising incomes will help move consumers of unbranded hair oil products to the branded segment. Our ability to continue growing our revenues will depend on our ability to meet this constantly evolving demand.

Competition and Pricing Pressures

We operate in a competitive market environment. We compete against a number of hair oil manufacturers and marketers, some of which are larger and have substantially greater resources than us, and may therefore have the ability to expend more resources on advertising and marketing. Flexibility to respond to changing business and economic conditions is an important element towards maintaining a competitive position in the industry. We believe that our high brand equity and aggressive marketing campaigns have helped us to maintain a competitive position.

Production Cost and Availability of Raw Materials

Our cost of production principally comprises raw material costs and production related costs. The availability of LLP, our key raw material, is impacted by changes in the international price of crude oil. Our supply contracts for LLP are for a fixed price and are typically for three months in duration. We do not use hedging techniques and any significant change in the price of LLP or disruption in supply may affect the pricing of our products. If we are unable to increase our product prices to significantly offset increased raw material costs, or if volume sales are significantly reduced, it could have a negative impact on our profitability.

Successful Implementation of our Growth Strategy

One of our growth strategies is focused on expansion into the rural markets of India. We intend to expand the presence of our products in smaller cities and rural areas by increasing the number of distribution stock points and alternative distribution channels. A key component of our growth in the rural market will be shifting rural consumers to branded and packaged products from unbranded products. We intend to work towards the goal by providing rural consumers with an appropriate value proposition including price, positioning and packaging. There is a risk that our products will not meet the same level of demand in less populated portions of the country that they have enjoyed in the larger cities. Our revenue growth is also dependent on demand for our products in these underserved areas.

Significant Accounting Policies

Our significant accounting policies are set out below. For a further discussion of our significant accounting policies, please see section titled "***Financial Statements***" beginning on page 96 of this DRHP.

Fixed Assets: Fixed assets are reflected in the accounts at historical cost less accumulated depreciation.

Depreciation: Depreciation on fixed assets is provided on written down value method at the rate and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

Revenue Recognition: Income and expenditure of all "Material Items" are accounted on an accrual basis.

Inventories: Inventories are valued at cost. Finished goods and goods in process are valued at lower of cost or market/net realizable value.

Investments: All investments are current investments and are held at lower of cost and net asset value/ market value.

Contingent Liabilities: Disputed liabilities and claims against our Company including claims raised by fiscal authorities (e.g. sales tax, income tax, etc.), pending in appeal/court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts. However, present obligation as a result of past event with a possibility of outflow of resources, when reliably estimable is recognized in accounts.

Retirement Benefit: (i) Gratuity: We have taken Employee Group Gratuity-Cum-Life Assurance Policy of L.I.C. of India for covering accruing liability and the premium paid/payable on such policy is charged to the Profit & Loss Account. (ii) Superannuation: Contribution to Superannuation fund is being made to LIC as per our scheme. (iii) Provident Fund: Employees own and Employer's Contribution are paid to the Government Provident Fund Authority. (iv) Employee Pension Scheme: Contribution to Employee's Pension Scheme 1995 is made to the Government Provident Fund Authority.

Foreign Currency Transaction: Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange rate differences resulting from foreign exchange transactions settled during the period are recognized in the Profit & Loss Account.

Income Tax and Deferred Taxation: Our liability on account of Income Tax is estimated considering the provisions of the Income Tax Act, 1961. Deferred tax is recognised, subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one year and capable of reversal in one or more subsequent year.

RESULTS OF OPERATIONS

The following table sets out our income statement, the components of which are expressed as a percentage of Gross sales from our operations for the periods indicated.

	Fiscal year ended March 31, 2009		Nine month period ended December 31, 2009	
Income Statement	Rs. Millions	% of Total Income	Rs. Millions	% of Total Income
INCOME				
Sales				
-Manufactured	1,492.0	59.2%	1,966.3	82.2%
-Traded	952.2	37.8%	368.2	15.4%
Total	2,444.2	97.0%	2,334.5	97.6%
Other Income	17.7	0.7%	47.9	2.0%
Increase/ (Decrease) in Inventories	58.4	2.3%	9.6	0.4%
Total Income	2,520.3	100.0%	2,392.0	100.0%
EXPENDITURE				
Materials				
-Raw Materials Consumed	668.1	26.5%	678.0	28.3%
-Purchase of Traded Goods	479.0	19.4%	145.4	6.1%
Manufacturing Expenses	10.3	0.4%	8.4	0.4%
Staff Costs	113.0	4.5%	103.9	4.3%
Administrative and Other Expenses	21.2	0.8%	21.4	0.9%
Selling and Distribution Expenses	694.7	27.6%	746.3	31.2%
Finance Cost	0.6	0.0%	0.9	0.0%
Depreciation and Amortization	4.4	0.2%	6.2	0.3%
Total Expenditure	1,991.2	79.0%	1,710.5	71.5%
Profit Before Tax and Extraordinary Items	529.0	21.0%	681.5	28.5%
Tax	59.1	2.4%	116.5	4.9%
PROFIT AFTER TAX	469.9	18.7%	565.0	23.6%

Total Income: Our total income consists of sales from manufacturing and trading activities and other income.

Sales: Gross sales consist of sales of our own manufactured products as well as sales of traded products which we purchase from our third party manufacturers. Sales revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

Other Income: Other income includes interest on fixed deposits with banks, interest on inter corporate deposits, profits from the sale of investments, cash discount received and other miscellaneous income.

Increase/ (Decrease) in Inventories: (Increase)/Decrease in finished goods/work in progress includes the differences between opening and closing stock values related to materials consumed plus manufacturing expenses

Materials: Materials include the cost of materials consumed and cost of traded products. Cost of materials consumed primarily consists of expenses incurred in relation to purchase of raw and packaging materials for our

operations. The cost of traded products primarily consists of expenses incurred in purchasing finished products from our third party manufacturers.

Manufacturing Expenses: Manufacturing expenses include power and fuel expenses, consumables and spare parts consumed, supervision charges paid to third-party contractors for managing the manufacturing process and other miscellaneous manufacturing expenses

Staff Costs: Our staff costs comprise salaries, allowances and bonus payments to our employees and labour including for our corporate and senior management personnel, contribution towards superannuation fund, provident fund, employee state insurance and other funds, gratuity and staff welfare expenses.

Administrative and Other Expenses: Administration and other expenses consist of rent, postage and telephone, rates and taxes, repairs and maintenance, legal and professional fees, insurance, printing and stationery and sundry office expenses.

Selling and Distribution Costs: Selling and distribution costs comprise primarily of sales tax, advertisement and media expenses, schemes to customers, freight and octroi, cash discount, travelling and conveyance, annual target discounts, royalty and C&F service charges.

Finance Cost: The finance charges incurred by us include interest charges payable by us on term loans and other deposits/borrowings, loan processing fees, bank charges and other financial charges such as cash collection charges.

Depreciation and Amortization: Depreciation costs are the depreciation charges on our capital expenditures. Our capital expenditures include expenditures on purchase of land and buildings, construction of factory building, electric installation, plant and machinery, office equipment, vehicle, furniture and fixtures and computer hardware and software.

Tax: We provide for both current taxes, comprising of income tax, wealth tax and fringe benefit tax, and deferred taxes. Tax on income for the current period is determined on the basis of estimated taxable income and tax credit, if any, and computed in accordance with the provisions of applicable law. Deferred tax arises mainly due to the timing differences between accounting income and the estimated taxable income for the period.

Nine Month Period Ended December 31, 2009

Total Income: Our total income, which consists of sales from manufacturing, sales from trading activities and other income, was Rs.2,392 million in the nine month period ended December 31, 2009.

Sales: Our sales were Rs.2,334.5 million in the nine month period ended December 31, 2009, which constituted 97.6% of our total income. Sales from manufacturing activities were Rs.1,966.3 million or 82.2% of our total income and sales from trading activities were Rs.368.2 million or 15.4% of our total income. Sales from manufacturing activities consisted primarily of Bajaj Almond Drops Hair Oil sales of Rs.1,920.3 million and Bajaj Amla Shikakai Hair Oil sales of Rs.46.0 million. Sales from trading of Rs.368.2 million primarily consisted of Bajaj Almond Drops Hair Oil sales of Rs.222.2 million, Bajaj Brahmi Amla Hair Oil sales of Rs.115.1 million, Bajaj Jasmine Hair Oil sales of Rs.16.1 million and Bajaj Black Toothpowder sales of Rs.14.9 million.

Other Income: Other income was Rs.47.9 million in the nine month period ended December 31, 2009. Other income mainly comprises consisted of interest received on inter-corporate deposits of Rs.31.4 million, interest received on bank deposits of Rs.13.3 million, profit on the sale of investments of Rs.0.7 million and a cash discount received of Rs.2.1 million.

Total Expenditures: Our total expenditures were Rs.1,710.5 million, or 71.5% of total income, in the nine month period ended December 31, 2009. The increase in expenditures was primarily due to increases in expenditures for raw materials arising from increased sales, and related higher selling and distribution expenses.

Materials: Materials consumed was Rs.678.0 million, or 28.3% of total income, in the nine month period ended December 31, 2009, which consisted primarily of packing material of Rs.346.2 million, LLP of Rs.196.8 million, vegetable oil of Rs.64.3 million and other raw material of Rs.70.7 million. Purchase of traded goods

was Rs.145.4 million in the nine month period ended December 31, 2009, which primarily consisted of hair oil purchases of Rs.137.6 million and tooth powder purchases of Rs.7.8 million.

Manufacturing Expenses: Manufacturing expenses were Rs.8.4 million, or 0.4% of total income, in the nine month period ended December 31, 2009, which primarily consisted of supervision charges paid to third party contractors for managing the manufacturing process of Rs.6.1 million.

Staff Costs: Staff costs were Rs.103.9 million, or 4.3% of total income, in the nine month period ended December 31, 2009, consisting of salaries and wages of Rs.86.6 million, our contribution to employee benefit funds of Rs.15.0 million and staff and welfare expenses of Rs.2.3 million.

Administrative and Other Expenses: Administrative and other expenses were Rs.21.4 million, or 0.9% of total income, in the nine month period ended December 31, 2009, which primarily consisted of rent of Rs.4.7 million, postage and telephone of Rs.3.0 million, legal and professional expenses of Rs.2.8 million, office expenses of Rs.2.1 million and security expenses of Rs.1.6 million.

Selling and Distribution Expenses: Selling and distribution expenses were Rs.746.3 million, or 31.2% of total income, in the nine month period ended December 31, 2009, which primarily consisted of sales tax expense of Rs.249.6 million, advertising expenses of Rs.172.4 million, volume-based sales incentives of Rs.105.3 million and freight and octroi of Rs.91.7 million.

Finance Cost: Finance costs were Rs.0.9 million in the nine month period ended December 31, 2009, resulting from interest of Rs.0.5 million paid on short-term loan and bank charges of Rs.0.4 million.

Depreciation and Amortization: Depreciation and amortization was Rs.6.2 million, or 0.3% of total income, in the nine month period ended December 31, 2009, primarily as a result of depreciation of Rs.6.0 million.

Profit Before Tax and Extraordinary items: As a result of the above, profit before tax and extraordinary items were Rs.681.5 million, or 28.5% of total income, in the nine month period ended December 31, 2009.

Tax: Tax was Rs.116.5 million, or 4.9% of total income, in the nine month period ended December 31, 2009. Our effective tax rate during the period was 17.1%.

Profit After Tax and Extraordinary items: Profit after tax and extraordinary items for the nine month period ended December 31, 2009 was Rs.565 million, or 23.6% of total income.

Fiscal Year Ended March 31, 2009

Total Income: Our total income, which consists of sales from manufacturing, sales from trading activities and other income, was Rs.2,520.3 million in the fiscal year ended March 31, 2009.

Sales: Our sales were Rs.2,444.2 million, or 97% of total income, in the fiscal year ended March 31, 2009. Sales from manufacturing activities were Rs.1,492.0 million or 59.2% of our total income and sales from trading activities were Rs.952.2 million or 37.8% of our total income. Sales from manufacturing activities consisted primarily of Bajaj Almond Drops Hair Oil sales of Rs.1446.1 million and Bajaj Amla Shikakai Hair Oil sales of Rs.45.9 million. Sales from trading of Rs.952.2 million primarily consisted of Bajaj Almond Drops Hair Oil sales of Rs.810.1 million, Bajaj Brahmi Amla Hair Oil sales of Rs.112.8 million, Bajaj Jasmine Hair Oil sales of Rs.15.1 million and Bajaj Black Toothpowder sales of Rs.14.1 million.

Other Income: Other income was Rs.17.7 million, or 0.7% of total income, in the fiscal year ended March 31, 2009. Other income consisted of interest received on inter-corporate deposits of Rs.5.3 million, interest received on bank deposits of Rs.6.7 million, dividend received on trade investments of Rs.0.9 million, profit on the sale of investments of Rs.2.8 million, cash discounts received of Rs.1.7 million and miscellaneous income of Rs.0.3 million resulting from proceeds received from an insurance claim.

Materials: Materials consumed was Rs.668.1 million, or 26.5% of total income, in the fiscal year ended March 31, 2009, which consisted primarily of packing material of Rs.298.3 million, LLP of Rs.249.9 million, vegetable oil of Rs.62.3 million and other raw materials of Rs.57.6 million. Purchase of traded goods was Rs.478.9 million.

in the fiscal year ended March 31, 2009, which primarily consisted of hair oil purchases of Rs.469.1 million and tooth powder purchases of Rs.9.8 million.

Manufacturing Expenses: Manufacturing expenses were Rs.10.3 million, or 0.4% of total income, in the fiscal year ended March 31, 2009, which primarily consisted of supervision charges of Rs.5.8 and power charges of Rs.1.5 million.

Staff Costs: Staff costs were Rs.113.0 million, or 4.5% of total income, in the fiscal year ended March 31, 2009, consisting of salaries and wages of Rs.99.4 million our company's contribution to employee benefit funds of Rs.10.7 million and staff and welfare expenses of Rs.2.8 million.

Administrative and Other Expenses: Administrative and other expenses were Rs.21.2 million, or 0.8% of total income, in the fiscal year ended March 31, 2009, which primarily consisted of rent of Rs.4.9 million, postage and telephone of Rs.3.4 million, legal and professional expenses of Rs.1.8 million, office expenses of Rs.1.8 million and security expenses of Rs.1.1 million.

Selling and Distribution Expenses: Selling and distribution expenses were Rs.694.7 million, or 27.6% of total income, in the fiscal year ended March 31, 2009, which primarily consisted of sales tax expense of Rs.257.4 million, advertisement expenses of Rs.122.9 million, volume-based sales incentives of Rs.95.6 million and freight and octroi of Rs.95.5 million.

Finance Cost: Finance costs was Rs.0.6 million in the fiscal year ended March 31, 2009, resulting from interest of Rs.0.3 million paid on deposits from stockists and bank charges of Rs.0.3 million debited by Banks.

Depreciation and Amortization: Depreciation and amortization was Rs.4.4 million, or 0.2% of total income, in the fiscal year ended March 31, 2009, primarily as a result of depreciation of Rs.4.2 million.

Profit Before Tax and Extraordinary items: As a result of the above, profit before tax and extraordinary items were Rs.529.0 million, or 21% of total income, in the fiscal year ended March 31, 2009.

Tax: Tax was Rs.59.1 million, or 2.4% of total income, in the fiscal year ended March 31, 2009. Our effective tax rate during the period was 11.2%.

Profit After Tax and Extraordinary item: Profit after tax and extraordinary items for the fiscal year ended March 31, 2009 was Rs.469.9 million, or 18.7% of total income.

Related Party Transactions

Our principal related parties are holding company and key management personnel. Other than equity commitments, dividend distribution and loan transactions with our holding Company, we do not have any obligation to provide financial support or meet any obligations of these related parties. For further information, see the section titled "**Financial Statements-Annexure 13**" beginning on page 113 of this DRHP.

Liquidity and Capital Resources

We finance our working capital requirements primarily through funds generated from operations. Our principal sources of liquidity are cash, bank balances and the cash flow that we generate from our operations. We had combined cash and bank balances of Rs.510.4 million and Rs.328.1 million as March 31, 2009 and December 31, 2009, respectively. The following is a summary of our combined cash flow data for the periods indicated:

	March 31, 2009	December 31, 2009
	(In Rs. Millions)	
Net cash from/(used in) operating activities	513.8	596.2
Net cash from/(used in) investing activities	(16.3)	(74.7)
Net cash from/(used in) financing activities	(0.3)	(703.7)
Net increase/(decrease) in cash and cash equivalents	497.2	(182.2)

Cash Flow from Operating activities. Net cash from operating activities primarily consists of net profit before taxation adjusted for certain non-cash items (including depreciation), loss/ (profit) on sale of investments, interest income, dividend income, miscellaneous expenditures written off and the effect of changes in working capital and other activities.

Net cash from operating activities in the fiscal year ended March 31, 2009 was Rs.513.8 million and consisted of net profit before taxation of Rs.529.0 million and adjustments for non-cash and non-operating items of Rs.11.3 million. The difference between our net profit before taxation and net cash from operating activities primarily resulted from an increase in other loans and advances of Rs.87.2 million and an increase in inventories of Rs.77.4 million, which offset an increase in creditors of Rs.132.4 million and increase in other liabilities and provisions of Rs.68.1 million and Rs.25.2 million, respectively.

Net cash from operating activities in the nine month period ended December 31, 2009 was Rs.596.2 million and consisted of net profit before taxation of Rs.681.5 million and adjustments for non-cash and non-operating items of Rs.39.2. The difference between our net profit before taxation and net cash used in operating activities primarily resulted from an increase in inventories of Rs.20.8 million, increase in debtors of Rs.20.5 million, decrease in our other loans and advances by Rs.62.6 million, which offset decreases in other liabilities and creditors of Rs.15.0 million and Rs.14.5 million, respectively and increase in provisions by Rs.102.8 million.

Cash Flow from Investing activities. Net cash used in investing activities was Rs.16.3 million in the fiscal year ended March 31, 2009, primarily as a result of the purchase of fixed assets of Rs.31.95 million which were mainly related to plant and machinery, land and building of our Parwanoo and Dehradun factories. Cash used in purchasing fixed assets was offset to some extent by interest received of Rs.12 million. Net cash used in investing activities was Rs.74.7 million in the nine month period ended December 31, 2009 primarily as a result of the purchase of fixed assets of Rs.70.1 million related to our Dehradun and Paonta Sahib factories and purchase of investments of Rs.49.3 million, which was partially offset by interest received for bank deposits and inter corporate deposits of Rs.44.7 million.

Cash Flow from Financing activities. Net cash used in financing activities was Rs.0.4 million in the fiscal year ended March 31, 2009 as a result of the payment of registration fees and payment of stamp duty for increasing the authorised capital of our Company. Net cash used in financing activities was Rs.703.7 million in the nine month period ended December 31, 2009 primarily as a result of payment of dividend and dividend tax.

Financial condition

The following table sets forth our net assets as of March 31, 2008 and 2009 and December 31, 2009:

(In Rs. Million)

	As of March 31, 2008	As of March 31, 2009	As of December 31, 2009
Total Assets	50.8	746.1	681.0
Total Liabilities	1.8	230.3	419.7
Net Assets	49.0	515.8	261.3

As of March 31, 2008, we had net assets of Rs.49.0 million. Net assets increased by Rs.466.8 million in the fiscal year 2008-2009 due to the commencement of operating activities during the year. Net assets decreased during the nine months period ended December 31, 2009 primarily due to the payment of dividends of Rs.700 million and a provision of Rs.119.0 million for dividend tax.

Assets

The following table sets forth the principal components of our assets as of March 31, 2008 and 2009 and December 31, 2009:

(In Rs. Million)

	As of March 31, 2008	As of March 31, 2009	As of December 31, 2009
Net Block (including capital work in progress)	36.0	63.7	127.8
Inventories	-	77.4	98.1
Cash and Bank Balances	13.2	510.4	328.1

As of March 31, 2008 we had a net block of fixed assets (including capital work in progress) of Rs.36.0 million. During the fiscal year ended March 31, 2009 and the nine months period ended December 31, 2009 our

Company added Rs.27.7 million and Rs.64.1 million respectively to the net block. Because we commenced operations in April 2008, we had nil inventories as of March 31, 2008. As of March 31, 2009 our Company had inventories of Rs.77.4 million which increased to Rs.98.1 million as of December 31, 2009. Our cash and bank balance increased by Rs.497.2 million during the fiscal year ended 2009 due primarily to increased operating activities.

Liabilities and Provisions

The following table sets forth the principal components of our liabilities position as of March 31, 2008 and 2009 and December 31, 2009:

	<i>(In Rs. Million)</i>		
	As of March 31, 2008	As of March 31, 2009	As of December 31, 2009
Current liabilities	1.8	202.3	172.8
Provisions	-	28.1	246.9

Our current liabilities mainly comprise creditors, advances from customers, deposits and statutory liabilities. Provisions mainly comprise provisions for dividends and dividend tax and other provisions. We started our operation during the fiscal year 2009 which resulted in significant increase in the current liabilities and provisions as compared to the previous year. The increase in provisions as of December 31, 2009 was due primarily to a provision for dividend tax of Rs.119.0 million.

Capital Expenditures

Historical Expenditures

The table below sets out our significant capital expenditures for the fiscal year ended March 31, 2009 and the nine month period ended December 31, 2009.

	<i>(In Rs. Million)</i>	
	Fiscal Year Ended March 31, 2009	Nine Month Period Ended December 31 2009
Description		
Plant and Machinery	15.4	21.1
Building construction at Dehradun	10.4	6.3
Motor Car	2.8	1.5
Computers and software	1.6	1.0
Land at Paonta Sahib	1.0	29.3
Building construction at Paonta Sahib	0.00	10.4
Others	0.8	0.6
Total	32.0	70.1

Working Capital

Taking into account the net proceeds of the Issue and available banking facilities, we believe that our Company has sufficient working capital for its present requirements.

Contingent liabilities

As of December 31, 2009, we had no contingent liabilities.

Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements.

Sundry Debtors

Our Company has a policy of only selling its products on a cash basis. Thirty day credit facilities are provided only to Modern Trade and Canteen Stores.

Quantitative and Qualitative Disclosures about Market Risk

Risk Management

We consider market risk to be the potential loss arising from adverse changes in market rates and prices of our end-products. We are exposed to a number of market risks arising from our normal business activities. Such market risks principally involve the possibility that changes in commodity prices, interest rates or exchange rates will adversely affect the value of our financial assets and liabilities or future cash flows and earnings. We periodically review our exposure to market risks and determine at the senior management level how to manage and reduce the impact of these risks. We do not enter into derivative or other hedging instruments for speculative purposes.

Commodities Risk

We are exposed to fluctuations in the price and availability of the LLP we require for the production of our hair oil products. The price and availability fluctuates widely with the price of crude oil due to unpredictable factors. We do not have any hedging mechanism linked to LLP futures to mitigate lower selling prices of our end-products. Fluctuations in the price and availability of LLP required for the production of our hair oil products could have a significant effect on our results of operations.

Interest Rate Risk

As we have no long-term debt, we are not exposed to any material interest rate risk.

Analysis of Certain Changes

Significant economic changes

Except as described in the section titled “***Management's Discussion and Analysis of Financial Condition and Results of Operations***” beginning on page 116 of this DRHP, to the best of our Company’s knowledge, there are no significant economic changes that will have a material adverse impact on the operations and finances of our Company.

Known trends or uncertainties

Our business has been impacted and we expect will continue to be impacted by the trends identified above in the section titled “***Management's Discussion and Analysis of Financial Condition and Results of Operations-Factors Affecting our Company's Financial Results***” beginning on page 116 of this DRHP and the uncertainties described in the section titled “***Risk Factors***” beginning on page ix of this DRHP. To our Company’s knowledge, except as we have described in this DRHP, there are no known factors, which we expect to have a material adverse impact on our Company’s revenues or income from continuing operations.

Seasonality of business

Our Company’s business is not affected by any seasonal changes.

Increase in our revenue

In addition to increase in the volume of sales of our products, the introduction of the proposed new products would also contribute to increase in our revenues.

Significant Regulatory Changes

Except as described in the section titled “***Regulations and Policies in India***” beginning on page 61 of this DRHP, there have been no significant regulatory changes that could affect our income from continuing operations.

Future relationship between expenditure and revenues

Except as described in the sections titled “***Risk Factors***”, “***Our Business***”, “***Management's Discussion and Analysis of Financial Condition and Results of Operations***” and “***Selected Statistical Information***” beginning on pages ix, 45, 116 and [●] of this DRHP, respectively, to the best of our knowledge, there is no future

relationship between expenditure and revenues that will have a material adverse impact on our operations and finance.

New products or business segment

Going forward, we intend to leverage our existing strengths, such as the use of almond extracts, the Almond Drops brand name and a strong distribution network, to create new products in other areas of the FMCG space such as soaps, shampoos, creams and other hair care products. These are described under the section titled “***Our Business***” beginning on page 45 of this DRHP. We also propose to utilize part of the proceeds of the Issue towards sales and marketing of our proposed products as described under the section titled “***Objects of the Issue***” beginning on page 25 of this DRHP.

Dependence on few customers

Our Company is not presently dependant on any specific customer or group of customers.

Competitive conditions

Our Company expects competition to increase in the normal course of business due to, among other things, the increase of new participants, as described above in “***Factors Affecting our Company’s Financial Results***” on page 117 and in the section titled “***Risk Factors***” beginning on page ix of this DRHP.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) litigation against our Company, Promoters or Group Companies or against any other company whose outcome could have a material and adverse effect on our results of operations or financial position; (ii) litigation against our Directors involving violation of statutory regulations or alleging criminal offence; (iii) criminal/civil prosecution against our Directors in respect of tax liabilities; (iv) pending proceeding initiated for economic offences against our Company, Promoters, Group Companies and Directors; (v) adverse finding in respect of our Company, Promoters and Group Companies as regards compliance with the securities laws; (vi) past case in which penalty was imposed by the relevant authorities on our Company, Promoters, Group Companies and the Directors; (vii) outstanding litigation or default relating to matters likely to affect the operations and finances of our Company or Promoters, including disputed tax liabilities and prosecution under any enactment in respect of Schedule XIII to the Companies Act; (viii) outstanding litigation, default, non payment of statutory dues, proceeding initiated for economic offences or civil offences (including any past case, if found guilty), any disciplinary action taken by SEBI or any recognized stock exchange against our Company, Promoters, Group Companies and our Directors; and (ix) creditor, including any small scale undertaking, to which a sum exceeding Rs.100,000 is due from our Company which is outstanding for more than 30 days.

A. Proceedings by our Company

NIL

B. Proceedings initiated against our Company

NIL

C. Payment to Small Scale Undertakings

Other than in accordance with the mutually accepted terms in our agreements with our suppliers, wherein the credit period has been determined, there are no small scale undertakings to which a sum exceeding Rs. 100,000 is due for a period of more than 30 days to be paid by us.

D. Proceedings initiated against the directors of our Company

1. Mr. Gaurav Dalmia

Order dated January 28, 2010 of the Wholetime Member, SEBI ordering adjudication proceedings for alleged violation of Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 as a member of promoter group of OCL India Limited in the matter of increase in promoter holding from 62.56% to 75% pursuant to buy back of shares by the Target Company.

E. Civil Proceedings initiated by/against the Individual Promoters

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs. in Millions approx.)	Current Status
SHISHIR BAJAJ					
1.	High Court of Bombay	Commissioner of Income Tax, Nagpur v. Shishir Bajaj	The Commissioner of Income Tax, Nagpur issued a notice being F.No.Judl/R.263(1)/129/84-85 dated February 3, 1986 under section 263 of the Income Tax Act, 1961 alleging erroneous assessment for the year 1981-82. The Commissioner <i>vide</i> his order dated March 20, 1986 upheld the notice and ordered the	0.25	The matter is pending hearing and final disposal.

	ITL No. 5/2000		Assessing officer to redo the Assessment of Shishir Bajaj for the year 1981-82. The Deputy Commissioner passed an assessment order which got rejected by the Commissioner (Appeals) vide an order dated October 23, 1992. The Deputy Commissioner preferred an appeal with the Income Tax Appellate Tribunal (ITAT) against the order of the Commissioner (Appeals). The ITAT rejected the appeal vide order dated November 25, 1994. The Department through the Commissioner filed an appeal in the High Court.		
2.	Office of Assistant Commissioner, Wardha Range, Wardha	Shishir Bajaj	The Assistant Commissioner of Income Tax, Wardha issued a notice dated August 27, 2009 under section 143(2) of the Income Tax Act, 1961 in relation to the assessment for the year 2008-09.	NA	The matter is pending hearing and final disposal.
3.	High Court, Bombay Suit (L) No. 3850 of 2008	Madhav Pittie & Others v. Bachhraj & Co. Pvt. Ltd. & Ors.	Mr. Pittie and others being the minority shareholders of Bachhraj & Co. Pvt. Ltd. have filed a suit against Mr. Rahul Bajaj and others including Mr. Shishir Bajaj challenging the sale of Bajaj Hindustan shares to Mr. Rahul Bajaj effected through the stock exchange and have also claimed damages for severe mental torture and disturbance.	791.29	The matter is pending hearing and final disposal.
4.	High Court, Bombay, Nagpur Bench GTA no. 1/1995	Commissioner of gift tax, Vidarbha, Nagpur v. Shishir Bajaj	The case pertains to gift tax levied on the conversion of shares of Bajaj Tempo Ltd. into stock in trade at book value during the assessment year 1981-82. The Gift Tax Officer raised a demand under section 4(1)(a) of Gift Tax Act, 1958 and passed an assessment order dated March 23, 1987 against Shishir Bajaj. The same was confirmed by the Commissioner of Income Tax. Shishir Bajaj preferred an appeal against the order of the Tax Officer with the Commissioner (Appeals) who allowed the appeal. The Gift Tax Officer filed an appeal with the Income Tax Appellate Tribunal (ITAT) against the order of the Commissioner (Appeals) which got rejected vide order dated May 11, 1994. The department through the Commissioner filed an appeal in the High Court on December 15, 1994 against the order of ITAT. Subsequently the said shares were offered as capital to M/s Kushagra Trading Co.	0.58	The matter is pending hearing and final disposal.
APOORV BAJAJ					
1.	Office of Assistant Commissioner, Wardha Range, Wardha	Apoorv Bajaj	The Assistant Commissioner of Income Tax, Wardha issued a notice dated August 24, 2009 under section 143(2) of the Income Tax Act, 1961 in connection with assessment for the year 2008-09.	NA	The matter is pending hearing and final disposal.
MINAKSHI BAJAJ					

1.	Office of Assistant Commissioner, Wardha Range, Wardha	Minakshi Bajaj	The Assistant Commissioner of Income Tax, Wardha issued a Notice dated August 27, 2009 under section 143(2) of the Income Tax Act, 1961 in connection with assessment for the year 2008-09.	NA	The matter is pending hearing and final disposal.
----	--	----------------	---	----	---

KUSHAGRA BAJAJ

1.	Office of Assistant Commissioner, Wardha Range, Wardha	Kushagra Bajaj	The Assistant Commissioner of Income Tax, Wardha issued a Notice dated August 27, 2009 under section 143(2) of the Income Tax Act, 1961 in connection with assessment for the year 2008-09.	NA	The matter is pending hearing and final disposal.
----	--	----------------	---	----	---

F. Criminal Proceedings initiated by/against the Individual Promoters

S. No.	FIR No.	Date	Police Station	Sections	Directors/ Officers named in the FIR	Complainant/ Brief Contents of FIR	Action
BHL							
1.	12 of 10	12/1/2010	Gola	420/418/ 120B IPC, Section 22 of UP Sugarcane (Supply and Purchase) Act, 1953 Sugarcane Supply and Purchase Rules 1954, 3A of Sugarcane Control Order and 8 and 3/7 of EC Act, and	M/s Shishir Bajaj, Kushagra Nayan Bajaj, Ashok Kumar Gupta, Mehtab Singh	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) Unauthorised deductions from sugarcane dues for the sugarcane purchased up to 6.1.2010. (2) Purchase of sugarcane in violation of the sugarcane purchase order. (3) Causing economic loss to the sugarcane farmers by violating the orders of authorities	Arrest of the persons named in the FIR has been stayed by Allahabad High Court
2.	24 of 10	12/1/2010	Barkhera	418/419/420/423 IPC, section 22 of Sugarcane Act and 3/7 of EC Act	M/s Shishir Bajaj, Jitendra Sahni, Virpal Singh, Kuldip Paliania	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) inciting farmers of areas not reserved by paying them at higher rates (2) Illegal purchase of sugarcane of other mill areas	Arrest of the persons named in the FIR has been stayed by Allahabad High Court
3.	78 of 2010	12.01.2010	Kotwali, Sadar, Khambark here	420/418/120B IPC, UP Sugarcane Supply and Purchase Act, 1953	M/s Shishir Bajaj, Kushagra Bajaj, Ashok Kumar Gupta, Naresh Chand Agarwal, Ompal Singh	On the complaint of the Secretary, Sugarcane Growers Society. The Brie is: (1) Illegal deductions from payments to farmers (2) manual weighbridge not found operational (3) Charging of unloading charges from farmers (4) Disproportionate purchase of sugarcane at various centers	Arrest of the persons named in the FIR has been stayed by Allahabad High Court

4.	30 of 2010	13/1/2010	Palia	420/418120B IPC and Section 22 of UP Sugarcane (Supply and Purchase) Act, 1953 Sugarcane Supply and Purchase Rules 1954, 3A of Sugarcane Control Order and 8 and 3/7 of EC Act,	M/s Shishir Bajaj, Kushagra Nayan Bajaj, Ashok Kumar Gupta, Jogender Singh	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) Fraudulent, dishonest and illegal purchase of sugarcane, cash payment (2) imbalanced purchase of sugarcane at various centers (3) Illegal recovery @ Rs. 10 per cart and Rs. 20 per trolley.	Arrest of the persons named in the FIR has been stayed by Allahabad High Court
5.	16 of 10	13/1/2010	Haldor (Bilal)	417/418/420/120B IPC, 15/16/22 Cane (Supply and Purchase Act and 3/7 EC Act	M/s Akhilesh Kumar Mishra and Kushagra Nayan Bajaj	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) Purchase of sugarcane from out the area reserved for the unit (poaching), (2) no records being made available for the poached sugarcane.	Arrest of the persons named in the FIR has been stayed by Allahabad High Court
6.	27 of 2010	13/1/2010	Kotwali Shahr, Sadar, Bijnor (Bilal)	420/418/264/265 IPC	M/s Jagdish Singh, Akhilesh Mishra and Kushagra Bajaj	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) underweight	Arrest of the persons named in the FIR has been stayed by Allahabad High Court
7.	56 of 10	13/1/2010	Banda, Punora, Shahjahanpur (Mqr)	420/418/120B IPC, 3/7 EC Act and Cl. 3 of Vaccume Pan Processing Licensing Order	M/s Kushagra Bajaj, SC Sangal	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) payment of Rs. 220/225 instead of 260 to farmers (2) Payment of money to farmers in cash.	Arrest of the persons named in the FIR has been stayed by Allahabad High Court
8.	16 of 10	14/1/10	Sarurpur, Meerut (Kinauni Unit)	420/418/264/265/465/467/468/120B IPC, 3/7 EC Act and UP Sugarcane Supply and Purchase Act, 1953.	M/s Shishir Bajaj, DP Sharma, Bijendra Singh, Satendra Singh	On the complaint of the Secretary, Sugarcane Growers Society. Underweight	Arrest of the persons named in the FIR has been stayed by Allahabad High Court
9.	25 of 10	14/1/2010	Thanabhan, Shamli, Mzn	420/468/471/129B IPC and 3/7 EC Act 15/16 of UP Sugarcane (Supply and Purchase Exchange) order and 6(1)(A) and (f) of UP Sugar Purchase Order 1966 and section 5(1)(2)(3)(6) and 22 of UP Sugarcane Purchase and Supply order	M/s Shishir Bajaj, Kushagra Bajaj, Ashok Kumar, Parminder Arya	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) Purchase of sugarcane from persons who are not legal members of sugarcane society (Poaching)	Arrest of the persons named in the FIR has been stayed by Allahabad High Court
BHSIL							
1.	26 of 10	12/1/2010	Rudholi	419/420/120B IPC, 8 of UP Vaccume Pan Sugar Factories License Act,	M/s Kushagra Nayan Bajaj, Purshottam Dadheech, Dr. Swatantra Singh Kothari, Dr. Sanjeev Kumar, Pradeep Parakh, Manish Dongning, Rajendra Kumar Agarwal.	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) Illegal issue of Parchies and thus, purchase of sugarcane from the areas of other sugar mills.	Arrest of the persons named in the FIR has been stayed by Allahabad High Court

2.	33 of 10	13/1/2010	Bankata (Devaria) (Pratappur)	3/7 of EC Act	M/s RN Tripathi, Kughagra Bajaj, Purshottam Dadheech, SS Kothari, Pradeep Kumar Mittal, Pradeep Parakh, Rakesh Bhartiya, KS Vaidyanathan	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) Pnon purchase of sugarcane proportionately,(2) Payment of money to farmermers through non-banking media, (3) Non-payment of commission to society.	Arrest of the persons named in the FIR has been stayed by Allahabad High Court
3.	12 of 2010	14/1/2010	Motiganj, Sadar, Ghonda (Kundarkh i)	120B/419/420/467/468 IPC and 3/7 EC Act	M/s Kushagra Bajaj, Purshottam Dadheech, SS Kothari, Pradeep Kumar Mittal, Pradeep Parakh, KS Vaidyanathan, Sukhbir Singh Malik	On the complaint of the Secretary, Sugarcane Growers Society. The brief is as follows: (1) payment of Rs. 220/225 instead of 260 to farmers (2) Payment of money to farmermers in cash.	Arrest of the persons named in the FIR has been stayed by Allahabad High Court

G. Proceedings initiated by/against Bajaj Consumer Care Limited, our Corporate Promoter

a) Tax Proceedings

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs. in Millions approx.)	Current Status
1.	Income Tax Appellate Tribunal, Hyderabad	Bajaj Consumer Care Limited ('BCCL') v. ACIT, Circle 1(3), Hyderabad ('Respondent')	BCCL has preferred this appeal dated March 2, 2009 against the order passed by the Respondent under section 250 of the Income tax Act, 1961 confirming the action of the Assessing Officer of reducing the amount of investment subsidy received by BCCL from opening WDV of assets and disallowing the depreciation by restricting the claim of depreciation on electrical fitting for the assessment year 2004-05.	0.19	The matter is pending hearing and final disposal.
2.	Commissioner of Income Tax (Appeal-II), Hyderabad	Bajaj Consumer Care Limited ('BCCL') v. ACIT, Circle 3, Hyderabad ('Respondent')	BCCL has preferred this appeal dated January 12, 2009 under section 246A of the Income Tax Act, 1961 against the order dated December 30, 2008 passed by the Respondent under section 143(3) of the Income Tax Act, 1961 making certain disallowances and initiating penalty proceedings under section 271(1)(c) of the Income Tax Act for the assessment year 2006-07.	9.50	The matter is pending hearing and final disposal.
3.	The Commercial Taxes Tribunal, Bihar, Patna	Bajaj Consumer Care Ltd. (BCCL) v. State of Bihar	BCCL has filed a Revision Application with the Forum alongwith a Stay petition for execution of the order dated January 24, 2009 by the Joint Commissioner, Commercial Taxes (Appeals), Patna rejecting the appeal filed by BCCL against the order of the Assessing Officer imposing penalty on BCCL for the late filing of tax audit report for the year 2006-07.	0.1	The matter is pending hearing and final disposal.

4.	Joint Commissioner Commercial Taxes (Appeals)	Bajaj Consumer Care Ltd. (BCCL) v. State of Bihar	The Assessing Officer, Patna issued a Notice of Demand being No. 621 under section 25 and section 39 dated June 30, 2009 and passed an order dated May 25, 2009 imposing a tax liability on BCCL due to Non-Submission of forms 'F' & 'C' on time. BCCL then filed an appeal against this order before the deputy commissioner who upheld the order of the assessing officer. BCCL had filed an appeal against this order before the joint commissioner.	0.23	The matter is pending hearing and final disposal.
5.	The Commercial Taxes Tribunal, Bihar, Patna	Bajaj Consumer Care Ltd. (BCCL) v. State of Bihar	This matter is in relation to a penalty imposed on BCCL for late filing of Tax Audit Report for the year 2005-06. BCCL has filed a Revision Application alongwith a stay petition for execution of the order dated June 28, 2008 issued by the Joint Commissioner, Commercial Taxes (Appeals), Patna.	1.21	The matter is pending hearing and final disposal.
6.	The Commercial Taxes Tribunal, Bihar, Patna	Bajaj Consumer Care Ltd. (BCCL) v. State of Bihar	This matter is in relation to a penalty imposed on BCCL for late filing of Tax Audit Report for the year 2005-06. BCCL has filed a Revision Application alongwith a stay petition for execution of the order dated March 17, 2009 issued by the Joint Commissioner, Commercial Taxes (Appeals), Patna.	0.13	The matter is pending hearing and final disposal.
7.	Appellate Deputy Commissioner, Indore	Bajaj Consumer Care Ltd. (BCCL) v. Assistant Commissioner, Circle-14, Indore	The Assistant Commissioner passed an order dated February 27, 2009 modifying the value addition amount and also the VAT payable on the same imposing a tax liability on BCCL. BCCL filed its appeal against the order.	0.11	The matter is pending hearing and final disposal.
8.	Joint Commissioner Commercial Taxes (Appeals)	Bajaj Consumer Care Ltd. (BCCL) v. State of Uttar Pradesh	The Assessing Officer, Lucknow issued notices of demand being No. 190502 & 190503 and the Deputy Commissioner passed an order dated August 31, 2009 imposing a tax liability on BCCL due to Non-Submission of forms 'F' & 'C' on time. BCCL filed its appeal against the order.	2.5	The matter is pending hearing and final disposal.

b) Civil Proceedings

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs. in Millions approx.)	Current Status
1.	Ahmedabad City Civil Court Suit No. 1065 of 2009	Bajaj Herbal Private Limited ('BHPL') v. Bajaj Consumer Care Limited ('BCCL')	BHPL has filed a suit for injunction and damages in May 2009 against BCCL and prayed that BCCL and its personnel are restrained from interfering with the business of BHPL and that the use of the word 'Bajaj' by BHPL is not an infringement of any registered trademarks. BHPL has also filed a notice of motion.	NA	The matter is pending hearing and final disposal.

			The Forum granted an interim injunction to BHPL.		
2.	High Court, Bombay Suit No. 3265 of 2004	Bajaj Electricals Limited ('BEL') v. Bajaj Consumer Care Limited ('BCCL')	The case pertains to electrical installation for BCCL's factory at Hyderabad in the year 2000. BEL has filed a suit dated October 8, 2004 for the recovery of its dues from BCCL for the goods and services performed by BEL.	1.44	The matter is pending hearing and final disposal.
3.	Court of Chief Judge, City Civil Court, Hyderabad Suit No. 1065 of 2009	Bajaj Consumer Care Limited ('BCCL') v/s Sonali Associates, Nirupama Mohanty, B.K. Prasad, Bihudatta Mohanty and S.N. Das ('Defendants')	This case pertains to a dispute wherein the Defendants have failed to return the goods of the BCCL. BBCL has filed its affidavit on March 29, 2007.	6.47	The matter is pending hearing and final disposal.
4.	Court of Chief Judge, City Civil Court, Hyderabad A.S. No. 363 of 2009	Bajaj Consumer Care Limited ('BCCL') v/s Bali Pharmaceuticals ('Defendant')	BCCL filed a case of recovery being O.S. No. 1989 of 2005 before the court of the XI Senior Civil Judge City Civil Court, Hyderabad against the defendant for ayurvedic medicines supplied by BCCL. The suit was dismissed by the court on April 17, 2009 and the BCCL was ordered to pay the defendant costs of Rs. 6,254. BCCL has filed an appeal dated July 4, 2009.	0.2	The matter is pending hearing and final disposal.

c) Proceedings under Negotiable Instruments Act

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs. in Millions approx.)	Current Status
1.	Additional Criminal Judicial Magistrate at Indore Criminal case no. 1574 of 2003	Bajaj Consumer Care Ltd. (BCCL) v. Arvind Enterprises	This matter pertains to a dishonor of cheque issued in favour of BCCL bearing No. 072005 dated April 18, 2003. The court has declared the Respondent as "FARAR" and issued a permanent warrant.	0.06	The matter is pending hearing and final disposal.
2.	Judicial Magistrate of First Class at Indore Criminal case no. 75 of 2005	Bajaj Consumer Care Ltd. (BCCL) v. Shri Balaji Traders (Mr. Kundan Singh as proprietor)	This matter pertains to a dishonor of cheque issued in favour of BCCL bearing cheque no. 602011 dated November 16, 2004.	0.06	The matter is pending hearing and final disposal.
3.	Additional Chief Metropolitan Magistrate At Hyderabad C.C. no 411 of 2006	Bajaj Consumer Care Ltd. (BCCL) v/s Bakshi Marketing	This matter pertains to a dishonor of cheque issued in favour of BCCL bearing cheque no. 002661 dated February 07, 2005.	0.09	The matter is pending hearing and final disposal.

H. Litigation for Group Companies

a) Bajaj Hindustan Limited ('BHL')

(i) Supreme Court Case:

Bajaj Hindustan Limited ('BHL') v. State of Uttar Pradesh

Sugar mills in the State of Uttar Pradesh are required to procure sugarcane at the SAP which is announced by the State Government of Uttar Pradesh during each crushing season in exercise of the powers conferred upon it by Section 16 of the U.P. Sugarcane (Regulation of Supply and Purchase) Act, 1953.

The SAP fixed by the State Government of Uttar Pradesh for the crushing seasons of 2002-2003 and 2003-2004, which were fixed retrospectively, was challenged by the Western U.P. Sugar Mills Association, *inter alia*, on the ground of arbitrariness and lack of authority of the State Government to fix the SAP retrospectively. The Company is one of the several sugar mills that have been included as a party to this litigation, which is now pending as a civil appeal before the Supreme Court of India (the "Supreme Court"). Since payments to the farmers have been made, it is unlikely that any liability will arise in any manner on any sugar mills including those of the company.

In another matter, the State Government of Uttar Pradesh announced the State Advised Price(SAP) of Rs.125 per quintal for the crushing season of 2006-2007. Pursuant to writ petition No. 33288 of 2007, the company challenged the manner of fixation of SAP, *inter alia*, on the ground that the determination of SAP was without any specified norms, criteria and guidelines and accordingly, arbitrary and invalid. On December 19, 2007, the High Court of Judicature, Allahabad (the "Allahabad High Court"), *inter alia*, quashed the order of the State Government of Uttar Pradesh fixing the SAP for the crushing season 2006-2007 and further directed the State Government of Uttar Pradesh to form an expert committee represented by all the stakeholders, including representatives of cane growers, sugar producing factories and Government employees, within a period of three months and formulate a scientific and transparent cane pricing policy and re-assess the SAP for the crushing season of 2006-2007.

The State Government of Uttar Pradesh filed a petition for special leave to appeal (civil) No. 372-381 of 2008 before the Supreme Court challenging the Allahabad High Court's order. The Supreme Court stayed the operation of the judgment. On February 27, 2008, the Supreme Court pursuant to an interim order directed the payment of dues relating to the sale and purchase of sugarcane for the crushing season of 2006-2007 at the rates of Rs.115 for declined unsuitable variety, Rs.118 for general variety, and Rs.123 for early variety, in each case per quintal.

The State Government of Uttar Pradesh announced SAP for the crushing season 2007-2008 at Rs.125 per quintal. In November 2007, certain sugar factories filed writ petitions before the Allahabad High Court, Lucknow Bench, at Lucknow (the "Lucknow Bench"), challenging the constitutional validity of Section 16 of the U.P. Sugarcane (Regulation of Supply and Purchase) Act, 1953 and sought quashing of the decision of the State Government of Uttar Pradesh fixing the SAP for the 2007-2008 crushing season. On November 15, 2007, an interim order was passed by the Lucknow Bench of the Allahabad High Court directing the sugar factories to pay the price of sugarcane to the cane growers at the rate of Rs.110 per quintal for the crushing season 2007-2008.

The State Government of Uttar Pradesh subsequently filed a petition for special leave to appeal before the Supreme Court. Simultaneously, certain sugar companies filed writ petition No. 3271 of 2008 before a different bench of the Allahabad High Court, which, on January 17, 2008 passed an interim order directing the payment for sugarcane at the rate of SMP of Rs.81.18 per quintal, as fixed by the Central Government for the 2007-2008 crushing season. Subsequently, on January 23, 2008 and February 5, 2008, the company filed writ petition Nos. 5210 of 2008 and 7827 of 2008 before the Allahabad High Court for identical reliefs as prayed for in the writ petition No. 3271 of 2008 in relation to the purchase price for sugarcane. On March 31, 2008, the Allahabad High Court passed an interim order directing the payment of sugarcane price for the 2007-2008 crushing season at the rate of SMP, and on August 18, 2008, passed judgment and final order, reiterating its interim order. This was also challenged before the Supreme Court through a special leave petition. On September 8, 2008, the Supreme Court pursuant to an interim order directed that the SAP for the crushing season of 2007-2008 would be Rs.110 per quintal and listing all the 17 pending matters before it.

All the appeals in relation to SAP are currently pending before the Supreme Court. The company will be liable to make further payment to farmers for the crushing seasons 2006-2007 and 2007-2008 if the Supreme Court decides the matter against it.

Bajaj Hindusthan Limited v. Union of India

The Sugarcane (Control) Order, 1966 (the “Order”), *inter alia*, provides for fixation of the FRP by the Central Government. Clause 3A of the Order, inserted pursuant to Notification No. GSR 185 (E) dated September 24, 1976, further provides for recovery of cost incurred by the owner of a sugar mill in connection with the transportation of sugarcane. This provision places a mandatory statutory limit on the transportation rebate that could be claimed by the owner of a sugar mill. The State Government of Uttar Pradesh had revised the transport rebate in 2002 to a maximum of Rs. 5.83 per quintal pursuant to an interim order passed by the Allahabad High Court. The company filed a civil writ petition No. 7885 of 2008 seeking further revision in transport rebate. The Allahabad High Court admitted the appeal and determined deduction at an amount of Rs.10.58 per quintal as a reasonable transportation rebate by its order dated April 21, 2008.

The State Government of Uttar Pradesh has filed a special leave petition (Civil) No. 1465 of 2008 challenging this decision of the Allahabad High Court, and such proceedings are presently pending before the Supreme Court. However, the prayer for a stay on the orders of the Allahabad High Court has been rejected by the Supreme Court.

Pursuant to orders published in Notification Nos. GSR 528 (E), GSR 529 (E) and GSR 530 (E), each dated July 16, 2009, the Order has been modified as set out below:

- (a) for the fiscal years 2006-2007 and 2007-2008, the transport rebate for certain states, including the state of Uttar Pradesh, has been fixed at the rate of Rs. 0.34 per quintal per kilometer subject to a maximum of Rs. 6.82 per quintal; and
- (b) for the fiscal year 2008-2009, the transport rebate for certain states, including the state of Uttar Pradesh, has been fixed at the rate of Rs. 0.37 per quintal per kilometer subject to a maximum of Rs. 7.36 per quintal.

Upon the issuance of the above notification, the SLP filed by the Government of Uttar Pradesh has become infructuous but pending final disposal.

Proceedings on Pollution Matters

A public interest litigation petition was initiated before the Supreme Court in 1990 against the State Government of Uttar Pradesh. A number of industries, mainly sugar and distillery units, including certain units of the company, situated along the banks of the river Gomti were also made parties to such petition, including BHL. The petitioner alleged failure on the part of the State Government of Uttar Pradesh towards cleaning of the river and installation of adequate sewage treatment plants, despite having funds made available by the Central Government for these purposes. Upon the directions of the Supreme Court, certain pollution control measures were carried out. Similar public interest litigation petitions were filed in respect of the river Ganga in 1985. However, the Supreme Court formulated certain action plans for both the rivers and transferred the cases to the Allahabad High Court, Lucknow Bench, at Lucknow to monitor the measures undertaken by, and issue appropriate directions to, the State Government of Uttar Pradesh. The pollution monitoring is underway and matter is pending.

Bajaj Hindusthan Limited v. M/s Monnet Sugar Ltd.

Pursuant to its Press Note Number 12 dated August 31, 1998 (the “Press Note”) and notification numbered SO 808(E) dated September 11, 1998 (the “Notification”), the Central Government de-licensed the sugar industry. Accordingly, sugar mills established subsequent to the Press Note and the Notification were not required to obtain an industrial license and were only required to file an Industrial Entrepreneurs Memorandum (the “IEM”) with the Secretariat for Industrial Assistance, Ministry of Commerce and Industry, Government of India.

Monnet Sugar Limited (the “Petitioner”) filed a writ petition No. 36685 of 2004 against the Union of India and others (the “Respondents”) in the Allahabad High Court challenging the constitutionality of the Press Note and the Notification whereby the Government deleted the sugar industry from the list of industries requiring compulsory licensing under the provisions of the IDRA. Pursuant to an order dated August 24, 2005, the Allahabad High Court upheld the Petitioner’s contention and quashed both the Press Note and the Notification on the basis that neither the Press Note nor the Notification could be given effect or further effect without sanction of law. As a result, the company, which was included as Respondent No. 6 in the petition, was debarred from establishing sugar units without obtaining any license under the IDRA, the permissions granted for

purchasing and/or acquiring land under the Uttar Pradesh Zamindari Abolition and Land Reforms Act for establishing sugar units was cancelled and the Cane Commissioner was restrained from allocating any reserved area in favour of the company from the current area of the Petitioner.

The company filed a petition for special leave to appeal No. 18580/2005 against the judgment of the Allahabad High Court before the Supreme Court. Consequently, various other sugar-producing companies filed intervention applications in the appeal proceedings before the Supreme Court to be interpleaded as parties to such proceedings. Upon hearing the parties, on September 19, 2005 the Supreme Court stayed such judgment of the Allahabad High Court pending further orders. The Supreme Court also allowed the Cane Commissioner to fix, assign or reserve areas for various sugar mills in the State of Uttar Pradesh. The case is currently pending before the Supreme Court for final adjudication.

Pankaj Kumar Nevatia v/s Pradeep Kumar Nevatia & Bajaj Hindustan Limited ('BHL') and others

This case is in relation to a dispute wherein Bajaj Hindusthan Limited has been made a formal party. The plaintiff requested the Madras High Court to pass an interim injunction restraining the respondents who were various companies from alienating encumbering or transferring any shares and also issuing any dividends, bonus shares rights or benefits to anybody in respect of the shares in respective companies standing in the names of the petitioner or late Pramod Kumar Nevatia or jointly or severally in all the names. SLP being SLP to civil appeal nos. 11685 – 11686 of 2008 has been filed in the Supreme Court of India. The case is currently pending before the Supreme Court

(ii) Tax Proceedings:

Show Cause Notices issued to BHL:

1. A demand cum show cause notice dated October 20, 2004 issued by Deputy Commissioner, Central Excise & Service Tax, Sitapur Division, was received by the Golagokarannath Unit of BHL demanding duty on reprocessing loss of brown sugar during the years 1999-2000 and 2000-2001 amounting to Rs. 0.29 million. BHL had filed its reply vide letter dated November 20, 2004. Thereafter the Deputy Commissioner issued a summons dated October 24, 2009 to which BHL filed additional submission vide letter dated November 16, 2009. The matter is currently pending.
2. A demand cum show cause notice dated October 15, 2009 issued by The Deputy Commissioner Central Excise & Service Tax Division, Sitapur, was received by the Golagokarannath Unit of BHL demanding 10% duty on sale of bagasse sold during the period January 2009 to June 2009 amounting to Rs. 0.02 million. BHL has its reply vide letter dated January 04, 2010 and the matter is currently pending.
3. A show cause notice dated November 14, 2009 issued by Deputy Commissioner, Central Excise & Service Tax, Sitapur Division, was received by the Golagokarannath Unit of BHL for wrongly availing CENVAT credit of Service tax for the year 2007-08 amounting to Rs. 0.008 million. BHL has filed its reply vide letter dated January 04, 2010 and the matter is currently pending.
4. A demand cum show cause notice dated October 13, 2009 issued by Deputy Commissioner, Central Excise & Service Tax, Sitapur Division, was received by the Golagokarannath Unit of BHL demanding 10% duty on sale of bagasse sold during the period July 2008 to December 2008 amounting to Rs. 0.02 million. BHL has filed its reply vide letter dated January 04, 2010 and the matter is currently pending.
5. A show cause notice dated June 24, 2009 issued by Assistant Commissioner, Central Excise & Service Tax, Sitapur Division, was received by the Golagokarannath Unit of BHL for wrongly availing CENVAT credit for iron and steel items under CENVAT Credit Rules 2004 for the period from June 2008 to December 2008 amounting to Rs. 0.22 million. BHL has filed its reply vide letter dated July 31, 2009 and the matter is currently pending.
6. A show cause notice dated March 20, 2007 issued by Assistant Commissioner, Central Excise & Service Tax, Sitapur Division, was received by the Golagokarannath Unit of BHL demanding 10% duty on sale of bagasse sold for the period from April 2006 to September 2006 amounting to Rs. 0.15 million. BHL has filed its reply vide letter dated April 12, 2007 and the matter is currently pending.

7. A show cause notice dated November 19, 2008 issued by Assistant Commissioner, Central Excise & Service Tax, Sitapur Division, was received by the Golagokarannath Unit of BHL demanding 10% duty on sale of bagasse sold for the period from April 2008 to June 2008 amounting to Rs. 0.001million. BHL has filed its reply vide letter dated December 26, 2008 and the matter is currently pending.
8. A show cause notice dated October 13, 2009 issued by Deputy Commissioner Central Excise Division, Sitapur, was received by the Golagokarannath Unit of BHL demanding duty on reprocessing loss of brown sugar during the years 2007-08 amounting to Rs. 0.05 million. BHL has filed its reply vide letter dated November 25, 2008 and the matter is currently pending.
9. A show cause notice dated October 24, 2008 issued by Joint Commissioner, Central Excise, Lucknow was received by the Golagokarannath Unit of BHL demanding 10% duty on sale of bagasse sold for the period October 2007 to March 2008 amounting to Rs.1.75 million. BHL has filed its reply vide letter dated December 16, 2008 and the matter is currently pending.
10. A demand cum show cause notice dated August 22, 2007 issued by Additional Commissioner, Central Excise, Lucknow was received by the Golagokarannath Unit of BHL demanding 10% duty on sale of bagasse sold for the period from October 2006 to March 2007 amounting to Rs.3.58 million. BHL has filed its reply vide letter dated October 03, 2007 alongwith a condonation of delay dated October 09, 2007. The matter is currently pending.
11. A show cause notice dated November 16, 1999 being Notification No. 59/99-CE(NT) issued by Assistant Commissioner, Central Excise, Sitapur was received by the Khamberkhera Unit of BHL demanding duty on loss of 225.80 Qtls. of BISS due to reprocessing due to abolition of special provisions relating to reprocessing BISS/brown sugar amounting to Rs. 0.02 million and for rejection of the application filed by BHL for remission of duty.
12. A show cause notice dated January 6, 2003 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL demanding duty on 1451 bags of brown sugar and 1102 bags of BISS sugar lost due to reprocessing during the season 2001-02 amounting to Rs. 0.21 million and for rejection of the application filed by BHL for remission of duty. BHL has pleaded withdrawal of the demand by its reply dated March 4, 2004 and the matter is pending hearing.
13. A show cause notice dated November 28, 2003 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL demanding duty for reprocessing loss of 2824 Qtls of BISS/white sugar during the season 2002-03 amounting to Rs. 0.24 million and for rejection of the application filed by BHL for remission of duty. BHL has pleaded withdrawal of the demand by its reply dated December 23, 2003 and the matter is pending hearing.
14. A show cause notice dated December 2, 2003 issued by Deputy Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL demanding duty for reprocessing loss of BISS during the season 2002-03 amounting to Rs. 0.05 million and rejection of the application filed by BHL for remission of duty. The matter is pending hearing.
15. A show cause notice dated February 9, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL challenging the eligibility of CENVAT credit of Rs. 0.04 million availed by BHL on HR coils/plates received from M/s Premier Steels, Ghaziabad as 'Inputs'. The matter is pending hearing.
16. A show cause notice dated March 30, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL denying credit availed by BHL on welding electrodes amounting to Rs. 0.22 million. BHL has pleaded withdrawal of the show cause notice and the matter is pending hearing.
17. A show cause notice dated October 13, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL demanding duty on reprocessing loss of 631 Qtls of BISS during the season 2007-08 amounting to Rs. 0.06 million. Matter is pending hearing.

18. A show cause notice dated December 21, 2004 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL involving 8% reversal of duty on sale value of bagasse for the period of January 2004 and March 2004 amounting to Rs. 0.26 million . Matter is pending hearing.
19. A show cause notice dated April 3, 2008 issued by Jointt Commissioner, Central Excise, Lucknow was received by the Golagokarannath Unit of BHL demanding duty on the sale of 423331 Qtls of bagasse (10% reversal of duty) during the period between April 2007 to September 2007 amounting to Rs. 1.98 million. Matter is pending hearing.
20. A show cause notice dated September 15, 2006 issued by Additional Commissioner, Central Excise, Lucknow was received by the Golagokarannath Unit of BHL pertaining to CENVAT credit availed by BHL on common inputs in the manufacture of excisable final products of dutiable as well as excisable products of exempted category and bagasse on the sale of 517934 Qtls of bagasse (10% reversal of duty) during the period between November 2005 to March 2006 amounting to Rs. 3.31 million. Matter is pending hearing.
21. A demand cum show cause notice dated February 3, 2009 issued by Additional Commissioner, Central Excise, Lucknow was received by the Golagokarannath Unit of BHL demanding additional sugar cess at increased rates amounting to RS. 1.87 million on clearance of sugar stock available on January 1, 2008 and March 1, 2008 at the duty paid godown of BHL made applicable to BHL vide Notification dated January 1, 2008 and February 25, 2008 issued by Department of Food & Public Distribution. BHL has pleaded withdrawal of the show cause notice by its reply dated March 4, 2009.
22. A show cause notice dated December 2, 2003 issued by Deputy Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL demanding duty for reprocessing loss of 24940 qtls of BISS during the season 1998-99 amounting to Rs. 0.29 million. BHL has pleaded withdrawal of the show cause notice by its reply dated November 16, 2009.
23. A show cause notice dated April 26, 2004 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL for use of common inputs by BHL on account of which duty credit has been availed in the manufacture of dutiable as well as exempted final products and failure to maintain separate accounts of common inputs used by them in the manufacture of dutiable and exempted goods i.e. 8% reversal of duty on sale value of bagasse for the period April 2003 to May 2003 amounting to Rs. 0.33 million. BHL has pleaded to withdraw the demand by its reply dated May 20, 2004.
24. A show cause notice dated March 9, 2004 issued by Assistant Commissioner, Central Excise, Lucknow was received by the Golagokarannath Unit of BHL for use of common inputs by BHL on account of which duty credit has been availed in the manufacture of dutiable as well as exempted final products and failure to maintain separate accounts of common inputs used by them in the manufacture of dutiable and exempted goods i.e. 8% reversal of duty on sale value of bagasse amounting to Rs. 0.66 million. BHL has pleaded to withdraw the impugned demand by its reply dated April 3, 2004.
25. A show cause notice being DSCN No. 57-DEM/STP/04 dated May 26, 2004 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Golagokarannath Unit of BHL for use of common inputs by BHL on account of which duty credit has been availed in the manufacture of dutiable as well as exempted final products and failure to maintain separate accounts of common inputs used by them in the manufacture of dutiable and exempted goods i.e. 8% reversal of duty on sale value of bagasse for the period June 2003 to December 2003 amounting to Rs. 0.34 million. BHL has filed its reply dated June 21, 2004.
26. A show cause notice dated November 17, 2005 issued by Additional Commissioner, Central Excise, Lucknow was received by the Golagokarannath Unit of BHL, relating to the payment of excise duty on sale of bagasse amounting to RS. 4.42 million. BHL filed a reply dated 12 December 2005 to the show cause notice and the matter is pending hearing and order.
27. A show cause notice dated November 17, 2005 issued by Commissioner, Central Excise, Lucknow was received by the Golagokarannath Unit of BHL pertaining to demand of duty issued by the department against BHL on the sale of bagasse valued at Rs. 44.23 million (10% reversal of duty) during the period between November 2004 to May 2005. BHL has filed its reply on December 17, 2005 and matter is pending hearing.

28. A show cause notice dated October 08, 2008 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL demanding duty on reprocessing loss of brown sugar during the years 2006-07 and reprocessed in the crushing season of 2007-08 amounting to Rs. 0.03 million. BHL has filed their reply vide letter dated November 11, 2008 alongwith an additional submission on November 16, 2008 and the matter is currently pending.
29. A show cause notice dated February 09, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL denying CENVAT credit on input received from M/S Premier Steel, Ghaziabad amounting to Rs. 0.006 million. BHL has filed their reply vide letter dated March 12, 2009 and the matter is currently pending.
30. A show cause notice dated October 13, 2009 issued by Deputy Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL for demand of duty on reprocessing loss of brown sugar during the years 2007-08 and reprocessed in the crushing season of 2008-09 amounting to Rs. 0.04 million. BHL has filed their reply vide letter dated November 25, 2009 and the matter is currently pending.
31. A show cause notice dated July 06, 2009 issued by Assistant Commissioner, Central Excise and Service Tax Division, Sitapur was received by the Paliakalankalan Unit of BHL for CENVAT credit availed by BHL on Insurance auxiliary service under rule 2(1) of CENVAT credit rules, 2004 during the month of June 2008 amounting to Rs. 0.05 million. BHL has filed their reply vide letter dated July 27, 2009 and the matter is currently pending.
32. A show cause notice dated August 03, 2009 issued by Additional Commissioner Central Excise and Service Tax Commissionerate, Lucknow was received by the Paliakalankalan Unit of BHL for CENVAT credit availed by BHL on Insurance auxiliary service under rule 2(1) of CENVAT credit rules, 2004 during the months of July 2008 to December 2008 amounting to Rs. 0.55 million. BHL has filed their reply vide letter dated September 14, 2009 alongwith an additional submission on December 22, 2009 and the matter is currently pending.
33. A demand cum show cause notice dated November 19, 2008 issued by Assistant Commissioner, Central Excise and Service Tax Division, Sitapur was received by the Paliakalankalan Unit of BHL for demand of 10% duty on sale of bagasse sold during the October 2007 amounting to Rs. 0.04 million. BHL has filed their reply vide letter dated December 26, 2008 and the matter is currently pending.
34. A show cause notice dated November 24, 2008 issued by Assistant Commissioner, Central Excise and Service Tax Division, Sitapur was received by the Paliakalankalan Unit of BHL for credit availed on the loss of Molasses amounting to Rs. 0.5 million. BHL has filed their reply vide letter dated December 31, 2008 and additional submissions vide letters dated October 22, 2009 and December 22, 2009. Matter is currently pending.
35. A show cause notice dated July 16, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL pertaining to demand of duty issued by the department against BHL on the sale of 6904 Qtls of bagasse during the period between July 2008 to December 2008 amounting to Rs. 0.01 million. Matter is pending hearing.
36. A show cause notice dated April 3, 2008 issued by Joint Commissioner, Central Excise, Lucknow was received by the Paliakalankalan Unit of BHL demanding duty on sale of bagasse sold during the period April 2007 and September 2007 due to use of cenvetable inputs in the manufacture of bagasse. Amounting to Rs. 0.85 million. BHL has pleaded for withdrawal of the show cause notice and matter is pending hearing.
37. A show cause notice dated February 27, 2007 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL demanding duty i.e.10% of the total value of bagasse sold during the period March 2006 and September 2006 due to use of cenvetable inputs in the manufacture of bagasse amounting to Rs. 0.43 million. BHL has pleaded for withdrawal of the show cause notice and matter is pending hearing.
38. A show cause notice dated March 30, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL denying the credit availed by BHL on iron & steel items taken as inputs of capital goods manufactured in the factory unit between April 2008 and December 2008

amounting to Rs. 0.33 million. BHL has pleaded for withdrawal of the show cause notice and matter is pending hearing.

39. A show cause notice dated May 8, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL denying CENVAT credit availed by BHL on service tax paid for insurance of vehicles and stock of sugar and molasses as input service covered under 'Insurance auxiliary service' during the month of April 2008 and May 2008 amounting to Rs. 0.12 million. The matter is pending hearing.
40. A show cause notice dated March 30, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL denying credit availed by BHL on welding electrodes used as 'inputs' for the period between April 2008 to December 2008 amounting to Rs. 0.15 million. Matter is pending hearing.
41. A show cause notice dated January 22, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL demanding additional sugar cess at increased rates amounting to Rs. 0.37 million on clearance of sugar stock available on January 1, 2008 and March 1, 2008 at the duty paid godown of BHL made applicable to BHL vide Notification dated January 1, 2008 and February 25, 2008 issued by Department of Food & Public Distribution. Matter is pending hearing.
42. A show cause notice dated October 13, 2009 issued by Deputy Commissioner, Central Excise and Service Tax, Sitapur was received by the Paliakalankalan Unit of BHL alleging common inputs in the manufacture of dutiable as well as exempted goods i.e. of bagasse and not maintaining separate accounts of inputs and demanding 10% of the price of bagasse cleared during the period January 2009 to June 2009 amounting to Rs. 0.01 million. BHL has pleaded to withdraw the demand notice. 11,853 and the matter is pending hearing.
43. A show cause notice dated November 19, 2008 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL pertaining to demand of duty i.e. 10% of sale value of bagasse issued by the department against BHL on the sale of 28764 Qtls of bagasse cleared during the period between April 2008 to June 200 amounting to Rs. 0.07 million. BHL has pleaded to withdraw the show cause notice and the matter is pending hearing.
44. A show cause notice dated August 22, 2007 issued by Additional Commissioner, Central Excise, Lucknow was received by the Paliakalankalan Unit of BHL pertaining to CENVAT credit availed by BHL on common inputs in the manufacture of excisable final products of dutiable as well as excisable products of exempted category i.e. on the sale of bagasse during the period October 2006 to March 2007 amounting to Rs. 4.47 million. Matter is pending hearing.
45. A show cause notice dated January 19, 2009 issued by Additional Commissioner, Central Excise, Lucknow was received by the Paliakalankalan Unit of BHL demanding service tax on lease rent received from Ojas & R.K. Alloys under the head "Banking and other financial service" for the period November 2004 and May 2007 amounting to Rs. 2.79 million. BHL replied stating that the same amount was demanded by notice dated October 19, 2007 and also that matter is barred by limitation. Matter is currently pending.
46. A show cause notice dated December 16, 2008 issued by Additional Commissioner, Central Excise, Lucknow was received by the Paliakalankalan Unit of BHL pertaining to CENVAT credit availed by BHL on common inputs in the manufacture of excisable final products of dutiable as well as excisable products of exempted category i.e. Bagasse on the sale of 37158 Qtls of bagasse during the period from October 2007 to March 2008 amounting to Rs. 1.46 million.
47. A show cause notice dated November 29, 2004 issued by Deputy Commissioner, Central Excise and Service Tax, Sitapur was received by the Paliakalankalan Unit of BHL demanding duty on for 19349 qtls. bags of BISS sugar lost due to reprocessing during the season 1998-99,1999-2000,2000-01 and 2001-02 amounting to Rs. 0.18 million. BHL has pleaded to withdraw the show cause notice by its reply dated November 16, 2009.
48. A show cause notice dated April 26, 2004 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalankalan Unit of BHL for use of common inputs by BHL on account of which duty credit has been availed in the manufacture of dutiable as well as exempted final products and failure to

maintain separate accounts of common inputs used by them in the manufacture of dutiable and exempted goods i.e. 8% reversal of duty on sale value of bagasse for the period April 2003 to May 2003 amounting to Rs. 0.30 million. BHL has pleaded to withdraw the demand by its reply dated May 20, 2004.

49. A show cause notice dated December 20 2004 issued by Joint Commissioner, Central Excise, Lucknow was received by the Paliakalankalan Unit of BHL relating to the incorrect credit of CENVAT on inputs and capital goods from December 2003 to March 2004 amounting to Rs. 1.35 million. BHL filed a reply dated 18 January 2005 to the show cause notice and matter is pending for hearing and order.
50. A show cause notice dated April 27, 2005 issued by Joint Commissioner, Central Excise, Lucknow was received by the Paliakalankalan Unit of BHL relating to excise duty payable on the sale of bagasse from April 2000 to March 2003 amounting to Rs. 3.53 million. BHL filed a reply dated 5 May 2005 to the show cause notice and the matter is pending for hearing and order.
51. A show cause notice dated November 17, 2005 issued by Joint Commissioner, Central Excise, Lucknow was received by the Paliakalankalan Unit of BHL relating to excise duty payable on the sale of bagasse from December 2004 to June 2005 amounting to Rs. 2.21 million. BHL filed a reply dated 17 December 2005 to the show cause notice and the matter is pending hearing and order.
52. A show cause notice dated June 28, 2004 being DSCN No.72-DEM/STP/04 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalan Unit of BHL involving 8% reversal of duty on sale value of bagasse amounting to Rs. 0.49 million . Matter is pending hearing.
53. A show cause notice dated May 27, 2004 being DSCN No.58-DEM/STP/04 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Paliakalan Unit of BHL involving 8% reversal of duty on sale value of bagasse amounting to Rs. 0.32 million . The company then wrote a letter dated June 05, 2004 to the Assistant Commissioner, Central Excise asking them to club the matter with DCSCN 40/2004 dated April 26, 2004. Matter is pending hearing.
54. A show cause notice DSCN No.29-Dem/STP/2007 dated September 25, 2007 issued by Deputy Commissioner, Central Excise and Service Tax, Sitapur was received by the Paliakalankalan Unit of BHL demanding duty on reprocessing loss of BISS during the season 2006-07 amounting to Rs. 0.03 million. BHL has filed its reply dated October 23, 2008.
55. A show cause notice dated October 12, 2009 issued by Office of Commissioner of Customs & Central Excise, Lucknow was received by the Maqsoodpur Unit of BHL for CENVAT credit availed by BHL on Insurance auxiliary service under rule 2(1) of CENVAT credit rules, 2004 during the years 2006-07, 2007-08 & 2008-09 amounting to Rs. 1.83 million. BHL has filed their reply vide letter dated December 02, 2009 and the matter is currently pending.
56. A demand cum show cause notice dated October 15, 2009 issued by Office of Commissioner of Customs & Central Excise, Lucknow was received by the Maqsoodpur Unit of BHL for demand of duty on reprocessing loss of brown sugar during the year 2008-2009 amounting to Rs. 0.01 million. BHL has filed their reply vide letter dated November 25, 2009 and the matter is currently pending.
57. A show cause notice dated February 05, 2009 issued by Commissioner, Central Excise, Meerut was received by the Gangnauli Unit of BHL for CENVAT Credit availed by BHL on denial of CENVAT credit on various input services from period of January 2008 to September 2008 amounting to Rs. 15.90 million. BHL has filed their reply vide letter dated March 12, 2009 alongwith additional submission vide letter dated May 19, 2009 and the matter is currently pending.
58. A show cause notice dated July 7, 2008 issued by Commissioner, Central Excise, Meerut was received by the Gangnauli Unit of BHL denying the CENVAT credit of Rs. 0.33 million availed by BHL on “inputs” services i.e. Erection, commissioning and installation services and insurance auxiliary services for setting up the distillery division by BHL. BHL has pleaded withdrawal of the demand notice by its reply dated September 22, 2009.
59. A show cause notice dated July 17, 2008 issued by Commissioner, Central Excise, Meerut was received by the Gangnauli Unit of BHL denying the CENVAT credit of Rs. 1.22 million availed by BHL on “inputs” used in fabrication of capital goods used by BHL in its distillery for manufacturing of dutiable and non-

dutiable goods for the period between May 2006 and June 2007. BHL has pleaded withdrawal of demand by its reply dated September 22, 2009.

60. A show cause notice dated August 6, 2008 issued by Commissioner, Central Excise Division, Saharanpur was received by the Gangnauli Unit of BHL relating to the improper credit of CENVAT on inputs, capital goods and input services for the period of July 2007 to May 2008 amounting to Rs. 0.39 million. Personal hearing has been arranged and the matter is pending adjudication.
61. A show cause notice dated 19 May 2009 issued by Superintendent Customs and Central Excise Division, Saharanpur was received by the Gangnauli Unit of BHL relating to the incorrect credit of CENVAT from the period of May to December 2008 amounting to Rs. 0.15 million. BHL filed a reply dated 1 July 2009 to the show cause notice. A personal hearing was fixed for August 25, 2009 and order is awaited.
62. A show cause notice dated February 13, 2009 issued by Superintendent Customs and Central Excise Division, Saharanpur was received by the Gangnauli Unit of BHL relating to the incorrect credit of CENVAT for the financial year February 2008 to November 2008 amounting to Rs. 0.09 million. BHL filed a reply dated 17 March 2009 to the show cause notice. Personal hearing was held on November 19, 2009 and order is awaited.
63. A show cause notice dated May 8, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Khamberkhara Unit of BHL denying the CENVAT credit of Rs. 0.33 million availed by BHL on the outward transportation of finished goods used as “inputs” for manufacture from the period April 2007 and December 2008. BHL has pleaded for withdrawal of the demand notice by its reply dated June 15, 2006.
64. A show cause notice dated February 4, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Khamberkhara Unit of BHL denying the CENVAT credit of Rs. 0.005 million availed by BHL on HR coils received as “inputs” from M/s Premier Steels, Ghaziabad for the month of April 2006. BHL has pleaded for withdrawal of the demand notice by its reply dated March 12, 2009.
65. A show cause notice dated January 22, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Khamberkhara Unit of BHL demanding Rs. 0.24 million as additional sugar cess at increased rates of Rs. 15 per Qtl on clearance of sugar stock available on January 1, 2008 and Rs. 24 per Qtl on clearance of sugar stock available on March 1, 2008 at the duty paid godown of BHL made applicable to BHL vide Notification dated February 25, 2008 issued by Department of Food & Public Distribution.
66. A show cause notice dated September 25, 2008 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Khamberkhara Unit of BHL pertaining to CENVAT credit availed by BHL on common inputs in the manufacture of excisable final products of dutiable as well as excisable products of exempted category i.e. Electricity sold to UPPCL during the period between August 2007 to November 2007 amounting to Rs. 0.02 million. BHL has pleaded for withdrawal of the demand notice by its reply dated December 2, 2008.
67. A show cause notice dated July 16, 2009 issued by Deputy Commissioner, Central Excise, Sitapur was received by the Khamberkhara Unit of BHL denying credit availed by BHL on welding electrodes used as ‘inputs’ for the period between July 2008 to April 2009 amounting to Rs. 0.08 million. BHL has pleaded for withdrawal of the demand notice by its reply dated August 6, 2009.
68. A show cause notice dated December 30, 2008 issued by Additional Commissioner, Customs, Central Excise and Service Tax, Lucknow was received by the Khamberkhara Unit of BHL pertaining to CENVAT credit availed by BHL on common inputs in the manufacture of excisable final products of dutiable as well as excisable products of exempted category i.e. Electricity sold to UPPCL during the period from December 2007 to March 2008 amounting to Rs. 4.59 million. BHL has pleaded for withdrawal of the demand notice by its reply dated February 2, 2009.
69. A show cause notice dated August 22, 2007 issued by Additional Commissioner, Customs, Central Excise and Service Tax was received by the Khamberkhara Unit of BHL demanding duty on sale of bagasse sold due to use of cenvetable inputs in the manufacture of bagasse amounting to Rs. 1.41 million. BHL has pleaded for withdrawal of the show cause notice by its reply dated October 8, 2007.

70. A show cause notice dated August 3, 2009 issued by Additional Commissioner, Customs, Central Excise and Service Tax was received by the Khambarkhera Unit of BHL denying the CENVAT credit availed by BHL on “inputs” used for manufacturing of Bio-gas plant amounting to Rs. 2.43 million. BHL has pleaded for withdrawal of the show cause notice by its reply dated September 14, 2009 and additional reply dated December 22, 2009.
71. A show cause notice dated November 18, 2008 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Khambarkhera Unit of BHL pertaining to CENVAT credit availed by BHL on common inputs in the manufacture of excisable final products of dutiable as well as excisable products of exempted category i.e. Electricity sold to UPPCL during the period between May 2007 to July 2007 amounting to Rs. 0.32 million. BHL has pleaded for withdrawal of the demand notice by its reply dated December 31, 2008.
72. A show cause notice dated April 22, 2009 issued by Assistant Commissioner, Central Excise, Sitapur was received by the Khambarkhera Unit of BHL pertaining to CENVAT credit availed by BHL on common inputs in the manufacture of excisable final products of dutiable as well as excisable products of exempted category i.e. Electricity sold to UPPCL during the period from April 2008 to October 2008 amounting to Rs.1.25 million .BHL has pleaded for withdrawal of the demand notice by its reply dated May 20, 2009.
73. A show cause notice dated September 5, 2007 issued by Joint Commissioner, Central Excise, Meerut-II was received by the Barkhera Unit of BHL denying CENVAT credit availed by BHL on certain inputs & capital goods used for manufacture of machinery amounting to Rs. 1.32 million.
74. A show cause notice dated September 26, 2007 issued by Joint Commissioner, Central Excise, Meerut-II was received by the Barkhera Unit of BHL denying CENVAT credit availed by BHL on certain inputs & capital goods used for manufacture of machinery for the period between September 2006 to January 2007 amounting to Rs.2.34 million .
75. A show cause notice dated May 26, 2009 issued by Assistant Commissioner, Central Excise, Bareilly was received by the Barkhera Unit of BHL denying CENVAT credit availed by BHL of Rs0.12 million. on electric panels as capital goods. BHL has pleaded withdrawal of show cause notice by its reply dated June 30, 2009 and matter is pending hearing.
76. A show cause notice dated May 8, 2008 issued by Assistant Commissioner, Central Excise, Bareilly was received by the Barkhera Unit of BHL denying CENVAT credit availed by BHL of Rs. 0.34 million on certain ‘inputs’ as capital goods during the period between April 2007 and September 2007. BHL has pleaded withdrawal of show cause notice by its reply dated June 9, 2008 and matter is pending hearing
77. A show cause notice dated April 9, 2008 issued by Assistant Commissioner, Central Excise, Bareilly was received by the Barkhera Unit of BHL denying CENVAT credit availed by BHL of Rs. 0.14 million on certain ‘inputs’ (steel items) as capital goods during the period March, 2007. BHL has pleaded withdrawal of show cause notice by its reply dated April 9, 2008 and matter is pending hearing.
78. A show cause notice dated May 1, 2009 issued by Assistant Commissioner, Central Excise, Bareilly was received by the Barkhera Unit of BHL disallowing the CENVAT credit of Rs.0.2 million availed by BHL on welding electrodes as ‘inputs’ for the period between April 2008 to November 2008. BHL has pleaded for withdrawal of the demand notice and return of CENVAT credit reversed under protest.
79. A show cause notice dated May 7, 2009 issued by Assistant Commissioner, Central Excise, Bareilly was received by the Barkhera Unit of BHL disallowing the CENVAT credit of Rs. 0.01 million as ‘inputs’ on MS flat, which was used in fabrication of evaporator, pan and crystallizer of boiling house and Rs. 0.04 availed by BHL on shaft, head & tail shaft, tool bits as capital goods for the period between April 2008 to October 2008.BHL has pleaded for withdrawal of the demand notice and matter is pending hearing.
80. A show cause notice dated November 7, 2009 issued by Assistant Commissioner, Central Excise, Bareilly was received by the Barkhera Unit of BHL disallowing the CENVAT credit of Rs.0.0.29 million availed by BHL on chequered plate as “inputs” and Rs. 2165 on tool bits as capital goods for the period between October 2007 to March 2008. BHL has pleaded for withdrawal of the demand notice and matter is pending hearing.

81. A show cause notice dated June 2, 2008 issued by Assistant Commissioner, Central Excise, Muzaffarpur was received by the Billai Unit of BHL denying CENVAT credit of Rs. 0.37 million availed by BHL on certain inputs and capital goods during the period between May 2007 and August 2008. BHL has pleaded for withdrawal of the demand by its reply dated July 13, 2008.
82. A show cause notice dated May 7, 2008 issued by Assistant Commissioner, Central Excise, Muzaffarpur was received by the Billai Unit of BHL denying CENVAT credit of Rs.0.46 million availed by BHL on inputs during April 2007 and Rs. 0.01 million on capital goods and Rs.0.42 million on 50% credit taken on capital goods. BHL has pleaded for withdrawal of the demand by its reply dated June 1, 2008.
83. A show cause notice dated November 22, 2006 issued by Assistant Commissioner, Central Excise, Meerut I was received by the Billai Unit of BHL denying CENVAT credit of Rs. 1.49 million availed by BHL on inputs during January 2006 and March 2006 and Rs. 136,236 on capital goods. BHL has pleaded for withdrawal of the demand by its reply dated January 10, 2007.
84. A show cause notice dated October 20, 2009 issued by Assistant Commissioner, Central Excise Division I, Muzaffarnagar was received by the Budhana/Bhaisana Unit of BHL involving 10% reversal of duty on sale value of Mud Press and Bagasse for the period of April 2008 to September 2008 amounting to Rs. 0.1 million BHL has filed reply to show cause notice and case is pending before the adjudicating authority.
85. A show cause notice dated March 30, 2009 issued by Assistant Commissioner, Central Excise, Mangal Pandey Nagar, Meerut I was received by the Budhana/Bhaisana Unit of BHL relating to the wrong credit of CENVAT on various inputs and capital goods for the period from March 2008 to December 2008 amounting to Rs. 1.54 million. BHL has filed reply to show cause notice and case is pending before the adjudicating authority.
86. A show cause notice being SCN No. V(15)Off/Adj-I/160/06/800 dated January 18, 2007 was received by the Budhana/Bhaisana Unit of BHL relating to the wrong credit of CENVAT by BHL on various inputs and capital goods for the period from January 2006 to August 2006 amounting to Rs. 64.62 million BHL has filed reply to show cause notice and personal hearing was held on August 21, 2007.
87. A show cause notice dated June 5, 2009 issued by Assistant Commissioner, Central Excise, Mangal Pandey Nagar, Meerut I was received by the Kinauni Unit of BHL relating to the improper credit of certain 'inputs service' by BHL relating to Service Tax, for the period from October 2006 to September 2007 amounting to Rs.0.29 million. BHL has filed reply to show cause notice and personal hearing was held on November 17, 2009
88. A show cause notice dated April 24, 2009 issued by Commissioner, Central Excise Division, Meerut was received by the Kinauni Unit of BHL relating to the improper credit of CENVAT amounting to Rs. 10.94 million. BHL has filed reply to show cause notice and case is pending adjudication.
89. A show cause notice dated February 12, 2008 issued by Commissioner, Central Excise Division, Meerut was received by the Kinauni Unit of BHL relating to the improper credit of CENVAT towards molasses storage tanks amounting to Rs.5.47 million. BHL has filed reply dated April 1, 2009 to show cause notice and case is pending adjudication.
90. A show cause notice dated February 24, 2009 issued by Commissioner, Customs, Central Excise and Service Tax, Meerut was received by the Kinauni Unit of BHL relating to the incorrect credit of CENVAT on inputs and capital goods amounting to Rs. 10.94 million. BHL filed a reply dated 15 June 2009 to the show cause notice and matter is pending for hearing and order.
91. A show cause notice dated May 7, 2008 issued by Commissioner of Customs and Central Excise, Meerut was received by the Thanbhavan Unit of BHL relating to the incorrect credit of CENVAT from April 2007 to February 2008 amounting to Rs.3.46 million. BHL filed a reply dated June 9, 2008 to the show cause notice. Personal hearing has been held and order is awaited.
92. A show cause notice dated January 18, 2007 issued by Commissioner of Customs and Central Excise, Meerut was received by the Thanbhavan Unit of BHL relating to the incorrect credit of CENVAT from January 2006 to August 2006 amounting to Rs.55.37 million. BHL filed a reply dated 10 April 2007 to the show cause notice. Personal hearing has been held and order is awaited.

93. A show cause notice dated March 27, 2009 issued by Commissioner of Customs and Central Excise, Meerut was received by the Thanabhavan Unit of BHL relating to the incorrect credit of CENVAT on inputs and capital goods from March 2008 to December 2008 amounting to Rs. 1.33 million. BHL filed a reply dated May 4, 2009 to the show cause notice and intimation of personal hearing is awaited.

94. A demand cum show cause notice dated November 10, 2009 was received by the Thanabhawan Unit of BHL demanding 10% duty on sale of bagasse sold amounting to Rs. 0.61 million. BHL has its reply vide letter dated January 11, 2010 and the matter is currently pending.

Tax Cases filed and pending against BHL:

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs. in Millions approx.)	Current Status
GOLAGOKARANNATH UNIT					
1.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. 62/2005	Bajaj Hindustan Limited ('BHL') vs. Commissioner of Central Excise (Appeals), Lucknow.	<p>The Office of Assistant Commissioner Central Excise Division, Sitapur issued a Demand cum Show Cause Notice dated May 27, 2004 being 67-DEM/STP/04 to the BHL for CENVAT Credit availed by BHL on account of duty paid on welding electrodes for the month of June 2003 to July 2003 amounting to Rs. 127,487/-.</p> <p>The Assistant Commissioner, Central Excise Division <i>vide</i> his order dated February 16, 2005 allowed credit of Rs.31,263/- and confirmed demand of Rs. 96,224/- and penalty of Rs. 25,000/- . On appeal against the order of Assistant Commissioner, Central Excise Division, the Commissioner of Central Excise (Appeals) confirmed the demand <i>vide</i> his order dated July 28, 2005 and withdrew the penalty. BHL filed this appeal against the order of Commissioner of Central Excise (Appeals).</p> <p>BHL also filed a stay application against the order of the Commissioner of Central Excise (Appeals) for which CESTAT stayed the execution of the order of Rs.61,578/- but directed to pre-deposit Rs.34,646/-.</p> <p>The Forum ordered a fresh trial of the suit and directed it back to the Adjudicating authority. Based on the order the matter is to be transferred to the Adjudicating authority.</p>	0.09	The Matter is pending.
2.	Commissioner (Appeals) Central Excise, Lucknow Appeal No. 03 of 2010	Bajaj Hindustan Limited ('BHL') vs. Deputy Commissioner, Central Excise, Sitapur Division	<p>The Office of Deputy Commissioner Central Excise, Sitapur Division issued a Show Cause Notice dated October 03, 2008 being 23/Dem/STP/2008 to the BHL for CENVAT Credit availed by BHL on account of duty paid on welding electrodes for the period from November 2007 to March 2008 amounting to Rs. 41,259/-.</p> <p>The Assistant Commissioner, Central Excise Division <i>vide</i> his order dated October 30, 2009 confirmed and ordered a recovery of Rs. 41,259/-. BHL filed this appeal against the order of Assistant Commissioner, Central Excise Division: Sitapur before Commissioner of Central Excise (Appeals).</p> <p>BHL also filed a stay application against the execution for the order of Assistant Commissioner.</p>	0.04	The Matter is pending.

3.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/679/09	The Commissioner, Central Excise, Lucknow vs. Bajaj Hindustan Limited ('BHL')	<p>The Office of Assistant Commissioner Central Excise Division, Sitapur issued a Demand cum Show Cause Notice dated February 25, 2008 being No.3/STP/Dem/2008 to the BHL for CENVAT Credit availed by BHL on account of duty paid on welding electrodes for the month of May 2007 to October 2007 amounting to Rs. 142,997/-.</p> <p>The Assistant Commissioner, Central Excise Division <i>vide</i> his order dated July 21, 2008 confirmed demand of Rs. 142,997/-. On appeal against the order of Assistant Commissioner, Central Excise Division, the Commissioner of Central Excise (Appeals) <i>vide</i> order dated December 19, 2008 allowed BHL for the availment of CENVAT credit on account of duty paid on welding electrodes. The Additional Commissioner (Review) on behalf of the Commissioner, Central Excise, Lucknow filed this appeal against the order of Commissioner of Central Excise (Appeals) based on the Review order issued by the Office of the Commissioner, Central Excise & Service Tax, Lucknow.</p> <p>BHL has filed the objections on this Appeal on September 25, 2009.</p>	0.14	Matter is pending.
4.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/818/09	The Commissioner, Central Excise, Lucknow vs. Bajaj Hindustan Limited ('BHL')	<p>The Office of Assistant Commissioner Central Excise Division, Sitapur issued a Demand cum Show Cause Notice dated July 30, 2007 being 18-Dem/STP/07 to the BHL for CENVAT Credit availed by BHL on account of duty paid on welding electrodes for the month of August 2006 to March 2007 amounting to Rs. 248,275/-.</p> <p>The Assistant Commissioner, Central Excise Division <i>vide</i> his order dated June 13, 2008 confirmed demand of Rs. 248,275/-. On appeal against the order of Assistant Commissioner, Central Excise Division, the Commissioner of Central Excise (Appeals) <i>vide</i> order dated November 11, 2008 allowed BHL for the availment of CENVAT credit on account of duty paid on welding electrodes. The Additional Commissioner (Review) on behalf of the Commissioner, Central Excise, Lucknow filed this appeal against the order of Commissioner of Central Excise (Appeals) based on the Review order issued by the Office of the Commissioner, Central Excise & Service Tax, Lucknow.</p> <p>BHL has filed the objections on this Appeal on September 25, 2009.</p>	0.25	Matter is pending.
5.	Commissioner (Appeals), Central Excise and Service Tax, Lucknow Appeal No. 144 of 2009	Bajaj Hindustan Limited, Golagokarannath-Gokarannath v. Deputy Commissioner, Central Excise, Sitapur	<p>This case pertains to the show cause notice DSCN No.102-DEM/STP/04 dated December 18, 2004 demanding duty on loss of moist sugar due to reprocessing during the season 2003-04 and rejection of the application filed by BHL for remission of duty.</p> <p>The Deputy Commissioner, Central Excise, Sitapur rejected the request of BHL for remission of central excise duty of Rs. 36,465 on loss of 429 Qlts of moist sugar.</p> <p>This is an appeal filed by BHL to set aside the order passed by the Deputy Commissioner, Central Excise, Sitapur on October 28, 2009.</p>	0.03	The Matter is pending.

6.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/3379/05	Bajaj Hindusthan Limited ('BHL') v. Commissioner of Central Excise	<p>This case pertains to the show cause notice DSCN 85-DEM/STP/2004 dated August 27, 2004 disallowing the CENVAT credit of Rs.227,740 availed by BHL on welding electrodes, jointing sheets, stagind sturcture etc. for the period between August 2003 to September 2003.</p> <p>The Assistant Commissioner allowed the credit of Rs.98,355 but confirmed the demand of Rs.129,385 and imposed a penalty of Rs. 45,000 by the order dated February 25, 2002. On appeal the Commissioner (Appeals) Customs and Central Excise, Lucknow confirmed the demand but dropped the penalty by the order dated July 28, 2005.</p> <p>The order of the Commissioner (Appeals) Customs and Central Excise, Lucknow is challenged before CESTAT. CESTAT stayed the recovery of Rs. 64,436 and directed</p>	0.12	The Matter is pending.
7.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Limited ('BHL') v. Commissioner of Central Excise, Lucknow	<p>This case pertains to show cause notice SCN No.19-Dem/STP/08 dated June 23, 2008 in respect of the CENVAT credit taken on steel items as input, which was disallowed by the department.</p> <p>The Assistant Commissioner, Central Excise, Sitapur confirmed the demand <i>vide</i> Order-In-Original No.05/AC/STP/DEM/Cenvat/2009 dated January 30, 2009, which is challenged before the Commissioner (Appeals), Central Excise, Lucknow.</p> <p>Commissioner (Appeals), Central Excise, Lucknow upheld the order of the Assistant Commissioner, Central Excise, Sitapur <i>vide</i> the order dated November 5, 2009, which is being challenged before the CESTAT.</p>	0.48	The Matter is pending.
8.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/1573/05 NB (C)	Bajaj Hindustan Limited ('BHL') v. Commissioner (Appeals) of Central Excise, Lucknow	<p>This case pertains to the show cause notice SCN No.09/STP/97 dated January 23,1998 regarding the demand of duty on storage loss of rectified spirit in months of July and August 1997 and the MODVAT credit taken on the quantity of the input molasses.</p> <p>The demand was confirmed by the Assistant Commissioner, Central Excise, Sitapur by order 167-170/AC(S)/STP/99 dated November 30, 1999 and upheld by the Commissioner (Appeals) Central and Excise, Lucknow vide the Order In Appeal No. 37-CE/2005 dated January 31, 2005.</p> <p>BHL has preferred an appeal for setting aside the impugned order before CESTAT, New Delhi, which has directed BHL to deposit Rs. 40,000 vide the order. BHL has deposited the said amount.</p>	0.05	The Matter is pending.
9.	Additional Commissioner, Central Excise, Kanpur-II (Lucknow)		This case relates to the show cause notice SCN No.62/STP/98 dated July 31, 1998 issued against BHL demanding differential duty on sale of molasses made from kachcha pits due to increase in duty to Rs. 50 per Qtl in the season 1996-97	0.32	Pending hearing

			Reply and reference was made to the Assistant Commissioner, Central Excise, Sitapur however, no communication on the matter was received by BHL from the adjudicatory authority. BHL has preferred a hearing against the show cause notice before the Additional Commissioner, Central Excise, Kanpur-II (Lucknow).		
10.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Limited ('BHL') v. Commissioner, Central Excise, Lucknow	<p>This case pertains to show cause notice 36-DEM/STP/2003 dated December 18, 2003 for the MODVAT credit availed by BHL to the tune of Rs. 53582 and a penalty of Rs. 272,532 was imposed.</p> <p>The Deputy Commissioner, Sitapur confirmed the impugned demand by the Order in Original 20-AC/STP/DEM/2003 dated March 30, 2003, which was confirmed by the Commissioner (Appeals) Central Excise, Lucknow by the Order-In-Appeal dated April 21, 2005 but the penalty was reduced to Rs. 10,000.</p> <p>BHL has appealed against the Order-In-Appeal No. 235-CE/2005 dated April 21, 2005</p>	0.06	The Matter is pending.
11.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi		This case pertains to show cause notice DSCN No 92-STP/DEM/2004 dated 20 October 2004, relating to the incorrect credit of CENVAT on inputs and capital goods from October 2003 to December 2003. BHL filed a reply dated 29 November 2004 to the show cause notice. Additional submissions were made on 6 April 2005. An order was passed dated 27 June 2004 wherein it was held that a demand of Rs 210412 was payable along with a penalty of Rs 50,000. Demand for Rs 16296 was dropped. An appeal and stay application was filed on 19 December 2005.	2.27	The Matter is pending.

PALIAKALANKALAN

1.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/682/09	The Commissioner, Central Excise, Lucknow vs. Bajaj Hindustan Limited ('BHL')	<p>The Office of Assistant Commissioner Central Excise Division, Sitapur issued a Demand cum Show Cause Notice dated February 25, 2008 being No.4/STP/Dem/2008 to the BHL for CENVAT Credit availed by BHL on account of duty paid on welding electrodes for the month of May 2007 to October 2007 amounting to Rs. 482,210/-.</p> <p>The Assistant Commissioner, Central Excise Division vide his order dated July 21, 2008 confirmed demand of Rs. 482,210/-. On appeal against the order of Assistant Commissioner, Central Excise Division, the Commissioner of Central Excise (Appeals) vide order dated December 16, 2008 allowed BHL for the availment of CENVAT credit on account of duty paid on welding electrodes. The Additional Commissioner (Review) on behalf of the Commissioner, Central Excise, Lucknow filed this appeal against the order of Commissioner of Central Excise (Appeals) based on the Review order issued by the Office of the Commissioner, Central Excise & Service Tax, Lucknow. BHL has filed the objections on this Appeal on September 25, 2009.</p>	0.48	Matter is pending.
----	---	---	---	------	--------------------

2.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/325/09	The Commissioner, Central Excise, Lucknow v. Bajaj Hindustan Limited ('BHL')	<p>This case pertains to the demand and show cause notice DSCN No.22-STP/07 dated August 7, 2007 denying the CENVAT credit of Rs.472,066 availed by BHL on welding electrodes used as 'inputs' for the period between April 2008 to December 2008.</p> <p>The Assistant Commissioner, Central Excise, Sitapur confirmed the demand vide Order-In-Original 18/AC/STP/2008 dated June 13, 2008 which was challenged by BHL before Commissioner (Appeals), Central Excise, Lucknow.</p> <p>The Commissioner (Appeals), Central Excise, Lucknow set aside the impugned order vide Order-In-Appeal No. 170/CE/LKO/08 dated November 11, 2008 and allowed the credit of Rs. 472,066 to BHL.</p> <p>The department has challenged the impugned order before the CESTAT pursuant to the review order C. No. IV-308/R/O/2008 passed by the Commissioner, Central Excise and Service Tax, Lucknow directing the department to file an appeal before the CESTAT.</p>	0.47	Matter is pending
3.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Limited ('BHL') v. Commissioner, Central Excise, Lucknow	<p>This case pertains to the demand and show cause notice SCN No.18-Dem/STP/08 dated June 23, 2008 denying the CENVAT credit of Rs. 488,841 availed by BHL on [RS Joist, MS channel, MS angle, MS rod and MS plate used as 'inputs'.</p> <p>The Assistant Commissioner, Central Excise, Sitapur confirmed the demand vide Order-In-Original No. 03/AC/STP/Dem./Cenvat/2009 dated January 28, 2009 which was challenged by BHL before Commissioner (Appeals), Central Excise, Lucknow.</p> <p>The Commissioner (Appeals), Central Excise, Lucknow upheld the impugned order vide Order-In-Appeal No. 168-CE/LKO/2009] dated October 30, 2009 and disallowed the credit of Rs. 488,841 to BHL. BHL has challenged the impugned order before the CESTAT.</p>	0.49	Matter is pending
4.	Commissioner (Appeals), Central Excise, Lucknow	Bajaj Hindustan Limited ('BHL') v. Additional Commissioner, Central Excise, Lucknow	<p>This case pertains to the demand and show cause notice SCN No.24/ADC/LKO/08 dated September 2, 2008 denying the CENVAT credit availed by BHL of service tax paid to sugar commission agents under "Business Auxiliary service" for the period between August 2007 and March 2008.</p> <p>The Additional Commissioner, Central Excise, Lucknow confirmed the demand vide Order-In-Original No. 29/ADC/LKO/2009 dated October 30, 2009 which is challenged by BHL before Commissioner (Appeals), Central Excise, Lucknow.</p>	0.69	Matter is pending

5.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Limited ('BHL') v. Commissioner (Appeals), Central Excise, Lucknow	<p>This case pertains to the demand and show cause notice SCN No.20-Dem/STP/08 dated July 18, 2008 denying the CENVAT credit of Rs. 325,718 availed by BHL on RS Joist, MS channel, MS angle, MS rod and MS plate used as 'inputs'.</p> <p>The Assistant Commissioner, Central Excise, Sitapur confirmed the demand vide Order-In-Original No. 06/AC/STP/DEM/Cenvat/2009 dated February 2, 2009 which was challenged by BHL before Commissioner (Appeals), Central Excise, Lucknow.</p> <p>The Commissioner (Appeals), Central Excise, Lucknow upheld the impugned order vide Order-In-Appeal No. 184-CE/LKO/2009 dated November 5, 2009 and disallowed the credit of Rs. 325,718 to BHL. BHL has challenged the impugned order before the CESTAT.</p>	0.32	Matter is pending
6.	Commissioner (Appeals), Central Excise, Lucknow Appeal No. 2 of 2010	Bajaj Hindustan Limited ('BHL') v. Deputy Commissioner, Central Excise, Sitapur	<p>This case pertains to the demand and show cause notice SCN No.29/Dem/AC/STP/2008 dated October 21, 2008 denying the CENVAT credit of Rs. 83,307 availed by BHL on welding electrodes used as 'inputs' for manufacture of capital goods for the period between December 2007 to March 2008.</p> <p>The Deputy Commissioner, Central Excise, Sitapur confirmed the demand vide Order-In-Original No. 40/DC/STP/DEM/2009 dated October 30, 2009 which is challenged by BHL before Commissioner (Appeals), Central Excise, Lucknow.</p>	0.08	Matter is pending
7.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/3373/2005-3374/2005	Bajaj Hindustan Limited ('BHL') v. Commissioner (Appeals), Central Excise, Lucknow	<p>This case pertains to the demand and show cause notices DSCN No.93-DEM/STP/04 and DSCN No.82-DEM/STP/04 dated October 20, 2004 and August 27, 2004 respectively, denying the CENVAT credit, availed by BHL on welding electrodes used as they are used as consumables used for repair and maintenance of existing plant and machinery for the period between August 2003 to October 2003.</p> <p>The Assistant Commissioner, Central Excise, Sitapur confirmed the demand and imposed penalty of Rs. 22,000 vide Order-In-Original No. 01-02-AC/STP/DEM/2005 dated January 31, 2005 which was challenged by BHL before Commissioner (Appeals), Central Excise, Lucknow.</p> <p>The Commissioner (Appeals), Central Excise, Lucknow upheld the impugned order vide Order-In-Appeal No. 387-388/CE/2005 dated July 25, 2005. BHL has challenged the impugned order and preferred a stay application before the CESTAT.</p>	0.04	Matter is pending
8.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi	The Commissioner (Appeals), Central Excise, Lucknow v. Bajaj Hindustan Limited ('BHL')	<p>This case pertains to the demand and show cause notices DSCN No.23-Dem/Cenvat/07 dated August 10, 2007 denying the CENVAT credit of Rs. 226,111 availed by BHL on welding electrodes for the period between October 2006 and April 2007.</p>	0.22	Matter is pending

	Appeal No. 817/2009		<p>The Assistant Commissioner, Central Excise, Sitapur confirmed the demand vide Order-In-Original No. 19/AC/STP/2008 dated June 13, 2008 which was challenged by BHL before Commissioner (Appeals), Central Excise, Lucknow.</p> <p>The Commissioner (Appeals), Central Excise, Lucknow [upheld the impugned order] vide Order-In-Appeal No. 169/CE/LKO/2008 dated November 11, 2008 allowing the CENVAT credit to BHL. The department has challenged the impugned order and preferred a stay application before the CESTAT pursuant to the review order C. No. IV-307/R/O/2008 passed by the Commissioner, Central Excise and Service Tax, Lucknow directing the department to file an appeal before the CESTAT.</p>		
9.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/583/2008	The Commissioner (Appeals), Central Excise, Lucknow v. Bajaj Hindustan Limited ('BHL') (Paliakalan and Golagokarannath)	<p>This case pertains to cross objections filed by the department regarding the show cause notices DSCN No.10/Joint Cmmr/Lko/04 dated September 2, 2004 and SCN No.V(15)Off/Adj/216/2005 dated February 7, 2006 denying CENVAT credit availed by BHL on plates/angles/channels etc. as 'inputs' used in the manufacture of capital goods.</p> <p>The Joint Commissioner, Central Excise, Lucknow allowed disallowed the demand vide the order-in-original No. 01-02/JC/BNS/LKO/2006 dated March 1, 2006, which was challenged by the department before the Commissioner (Appeals) Central Excise, Lucknow. The Commissioner (Appeals) vide Order In Appeal No.187/CE/LKO/2007 dated December 12, 2007 upheld the impugned order. The department has filed appeal before the CESTAT and BHL has filed cross objections.</p>	1.94	Matter is pending
10.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Limited ('BHL') v. Commissioner (Appeals), Central Excise, Lucknow	<p>This case pertains to show cause notice DSCN No.68-DEM/STP/04 dated 27 May 2004, relating to the incorrect credit of CENVAT on inputs and capital goods, specifically welding electrodes from the period of May to June 2003.</p> <p>BHL filed a reply dated 14 September 2004 to the show cause notice. An order in original (No. 4 AC/STP/DEM/2005) was passed on 22 February 2005 wherein the demand for Rs 66,335, along with interest and a penalty of Rs 20,000. The demand for Rs 14,535 was dropped. Application for a stay and appeal was made on 2 May 2005. An order in appeal was passed on 26 July 2005, wherein the demand was confirmed, however the penalty of Rs 20,000 was dropped. An appeal to CESTAT has been filed by BHL on 28 October 2006.</p>	0.06	Matter is pending
GANGNAULI					
1.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/2008/2009	The Commissioner, Central Excise, Meerut vs. Bajaj Hindustan Limited ('BHL')	The Office of the Commissioner, Customs & Central Excise, Meerut issued a Show Cause Notice dated August 01, 2008 being V (15)Off/Adj-I/ST/89/2008/9676 to the BHL for CENVAT Credit availed by BHL on denial of CENVAT credit on various input services from period of July 2007 to May 2008 amounting to Rs. 9,049,288/-.	9.05	Matter is pending

			The Commissioner, Central Excise Division <i>vide</i> his order dated March 31, 2009 allowed BHL for the availment of CENVAT credit on various input services. The Additional Commissioner (Review) on behalf of the Commissioner, Central Excise, Meerut filed this appeal against the order of Commissioner of Central Excise Division based on the Review order issued by the Office of the Commissioner, Central Excise & Service Tax, Meerut dated June 17, 2009. BHL has filed the objections on this Appeal on December 11, 2009.		
2.	Customs, Excise and Service Tax Appellate Tribunal, New Delhi.	Bajaj Hindustan Limited ('BHL') v. The Commissioner (Appeals), Central Excise, Meerut	<p>This case pertains to show cause notice SCN No.V(15)Off/Adj/12/2008/3072 dated 11 November 2008, relating to the improper credit of CENVAT on inputs for the period of January 2007 to January 2008. Order passed, to which BHL appealed (Appeal No. 89-CE/MRT-I/09 dated 24 February 2009).</p> <p>An Order in Appeal dated 29 October 2009 was passed, wherein the previous order was upheld.</p> <p>An appeal was filed to the Order in Appeal dated 12 January 2010.</p>	0.12	Matter is pending
3.	Office of the Commissioner (Appeals), Customs and Central Excise, Meerut – I.	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner, Central Excise	<p>This case pertains to show cause notice SCN No.V (15) Off /Adj/42/2008/8793 dated 17 July 2008, relating to Denial of credit of service tax against the services used for residential complex in the factory for the period of April 2006 to December 2006. Reply to the show cause notice was dated 26 August 2008. Additional submissions during the personal hearing held on 22 September 2009.</p> <p>Order in original No. 43/ADC/MRT-I/2009 passed on 28 October 2009, wherein the demand was upheld, and a penalty of Rs 1,961,906 was levied. The order has been appealed to by BHL on 23 December 2009.</p>	1.96	Matter is pending
4.	Office of the Commissioner (Appeals), Customs and Central Excise, Meerut – I.	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner, Central Excise	<p>This case pertains to show cause notice SCN No.V(15)Off/Adj/9/2008/1650 dated 10 July 2008, relating to the incorrect credit of CENVAT for the financial year 2005-06 and 2006-07 upto June 2007.</p> <p>Reply to the show cause notice was filed on 5 August 2008, and an order in original (Order no. 13/2009 (Adj 09/08)) was passed on 5 May 2009. BHL submitted a stay application and appeal to this order on 8 July 2009, following which a personal hearing was scheduled.</p>	0.02	Matter is pending
5.	Office of the Commissioner (Appeals), Customs and Central Excise, Meerut – I.	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner, Central Excise	<p>This case pertains to show cause notice SCN No.V(15)Off/Adj/6/2008/1648 dated 10 July 2008, relating to the incorrect credit of CENVAT.</p> <p>Reply to the show cause notice was filed on 5 August 2008, and an order in original (Order no. 12/2009(Adj 09/08)) was passed on 5 May 2009 wherein the CENVAT credit was not allowed, and a penalty was imposed. BHL submitted a stay application and appeal to this order on 8 July 2009, following which a personal hearing was scheduled 9 December 2009.</p>	0.017	Matter is pending

6.	Central Excise and Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Limited ('BHL') v. Commissioner (Appeals), Central Excise, Meerut	<p>This case pertains to show cause notice SCN No.V (15) Off/Adj-I/46/2008/7753 dated 27 June 2008, relating to the incorrect credit of CENVAT for the financial year 2005-06 and 2006-07. BHL filed a reply dated 22 August 2008 to the show cause notice, and additional submissions dated 14 October 2008 and 22 December 2008.</p> <p>An order in original was passed (No. 15/COMM/MRT- I/ 2009) on 31 March 2009, wherein it was stated that a demand of Rs 406,394 was payable, and demand of Rs 16,274,530 was dropped.</p> <p>BHL filed an appeal dated 8 July 2009 to the order in original. A stay (E/stay/2146/09-SM (BR) in appeal number E/2063/09-SM(BR)) dated 31 August 2009 was granted by the Central Excise and Service Tax Appellate Tribunal and the pre-deposit of 406,394 was waived.</p>	0.4	Matter is pending
7.	Office of the Commissioner (Appeals), Customs & Central Excise	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner, Central Excise	<p>This case pertains to show cause notice SCN No.3832 dated 31.08.2007 dated 31 August 2007, relating to the incorrect credit of CENVAT.</p> <p>BHL filed a reply dated 1 October 2007 to the show cause notice. Personal hearing was scheduled for 18/19/10 November 2007. Order was passed on 30 November 2007 disallowing the credit of CENVAT. BHL has filed an appeal to the order in appeal.</p>	0.31	Matter is pending
KHAMBERKHERA					
1.	Commissioner (Appeals), Central Excise, Lucknow	Bajaj Hindustan Limited ('BHL') v. Deputy Commissioner, Central Excise, Sitapur	<p>This case pertains to the demand and show cause notice SCN No.32-Dem/AC/STP/2008 dated October 21, 2008 denying credit availed by BHL on welding electrodes used as 'inputs' for the period between January 2008 to June 2009.</p> <p>The Deputy Commissioner, Central Excise, Sitapur confirmed the demand vide Order-In-Original No. 39/DC/STP/DEM/2009 dated October 30, 2009 which is challenged by BHL by a stay application and appeal on December 31, 2009 before Commissioner (Appeals), Central Excise, Lucknow.</p>	0.14	Matter is pending
2.	Commissioner (Appeals), Central Excise, Lucknow	Bajaj Hindustan Limited ('BHL') v. Additional Commissioner, Central Excise, Lucknow	<p>This case pertains to the show cause notice SCN No.29/Joint/Commr/LKO/2008 dated July 1, 2008 disallowing the CENVAT credit of Rs. [●] availed by BHL on chequered plate as "inputs" for the period between June 2007 to August 2007.</p> <p>The Additional Commissioner, Central Excise, Lucknow confirmed the demand vide Order-In-Original No. 23/ADC/LKO/209 dated September 30, 2009 which is challenged by BHL by a stay application and appeal on December 15, 2009 before Commissioner (Appeals), Central Excise, Lucknow.</p>	2.13	Matter is pending

3.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/677/2009-SM	The Commissioner, Central Excise, Lucknow v. Bajaj Hindustan Limited ('BHL')	<p>This case pertains to the demand and show cause notices DSCN No.2/STP/Dem/2008 dated February 25, 2008 denying the CENVAT credit of Rs. 246,550 availed by BHL on welding electrodes for the period between October 2006 and April 2007.</p> <p>The Assistant Commissioner, Central Excise, Sitapur confirmed the demand vide Order-In-Original No. 31/AC/STP/DEM/2008 dated July 21, 2008 which was challenged by BHL before Commissioner (Appeals), Central Excise, Lucknow.</p> <p>The Commissioner (Appeals), Central Excise, Lucknow confirmed the demand of duty but set aside the demand of interest and penalty vide OIA 205/CE/LKO/2008 dated December 16, 2008 which is further challenged by the department before CESTAT, New Delhi..</p>	0.24	Matter is pending
4.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/681/2009-SM	The Commissioner, Central Excise, Lucknow v. Bajaj Hindustan Limited ('BHL')	<p>This case pertains to the demand and show cause notices DSCN No.07-Dem/STP/08 dated February 29, 2008 denying the CENVAT credit of Rs. 89,684 availed by BHL on welding electrodes</p> <p>The Assistant Commissioner, Central Excise, Sitapur confirmed the demand vide Order-In-Original No.30/AC/stp/DEM/2008 dated July 21, 2008 which was challenged by BHL before Commissioner (Appeals), Central Excise, Lucknow.</p> <p>The Commissioner (Appeals), Central Excise, Lucknow confirmed the demand of duty but set aside the demand of interest and penalty vide OIA 203/CE/LKO/2008 dated December 16, 2008 which is further challenged by the department before CESTAT, New Delhi. .</p>	0.09	Matter is pending
5.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. 375 of 2009	The Commissioner, Central Excise, Lucknow v. Bajaj Hindustan Limited ('BHL')	<p>This case pertains to the demand and show cause notice SCN No.V(30)21-Dem/Cenvat/2007/1805 dated August 07, 2007 denying the CENVAT credit availed by BHL on welding electrodes</p> <p>The Commissioner (Appeals), Central Excise, Lucknow vide order dated November 24, 2008 held the decision in favour of BHL and set aside the order of demand.</p> <p>The Commissioner, Central Excise, Lucknow has preferred an appeal before the Forum.</p>	0.24	Matter is pending
BILLAI					
1.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/2977/2009-SM	Bajaj Hindustan Limited ('BHL') v. Commissioner (Appeals), Customs & Central Excise	This proceeding relates to the following show cause notices / order, denying credit of CESTAT on welding electrodes:	0.34	Matter is pending

			<ul style="list-style-type: none"> ▪ SCN No.7656-57 dated 4 December 2007; ▪ No.V(30)148-Dem/MZN-II/88 dated 30 July 2007; ▪ No.V(15)Off/Adj/05/2007/710-712 dated 16 January 2007; ▪ No. V (30) 17-Dem/MZN-II/2008/744-45 dated 04 February 2008; ▪ No.V(30)148-Dem/MZN-II/07/4398 dated 06 August 2007; and ▪ OIO NO.08-12/JC/Mrt-I/2008 dated 28 November 2008. <p>Replies have been filed for show cause notices:</p> <ul style="list-style-type: none"> ▪ No. 88 dated 30 July 2007; ▪ No. 4398 dated 29 August 2007; ▪ No. 744 dated 27 August 2008; ▪ No. 710 dated 16 March 2007; ▪ No. 7656 dated 5 January 2008; ▪ No. 3429 dated 12 November 2008 <p>Order in original was received for:</p> <ul style="list-style-type: none"> ▪ No.V(15)Off/Adj/05/2007/710-712 dated 16 January 2007; ▪ No.V(30)148-Dem/MZN-II/88 dated 30 July 2007; ▪ No.V(30)148-Dem/MZN-II/07/4398 dated 06 August 2007; ▪ No. V (30) 17-Dem/MZN-II/2008/744-45 dated 04 February 2008; ▪ SCN No.7656-57 dated 4 December 2007; <p>Wherein it was decided that:</p> <ul style="list-style-type: none"> ▪ CENVAT of Rs 5032539 was allowed to be credited (calculated against the above SCNs together) ▪ CENVAT of Rs 344,124 was disallowed (calculated against the above SCNs together) ▪ Recovery of Rs 344,124 was ordered; and ▪ A penalty of Rs 344,124 was ordered. <p>Appeals and stay applications have been filed for the abovementioned applications:</p> <ul style="list-style-type: none"> ▪ Against SCN No. 3429 dated 12 November 2008 ▪ Against SCN Nos. 710-712, 88-89, 4398-99, 7656-57, 744-45. <p>An appeal has been filed in the CESTAT.</p>		
2.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Limited ('BHL') v. Commissioner, Customs and Central Excise, Meerut	<p>This case pertains to the demand and show cause notices SCN No.V(15)Off/Adj/218/2005/813 dated February 7, 2006 denying CENVAT credit of Rs. 16,010,379 availed by BHL on certain inputs for the period between January 2005 and June 2005 and Rs. 558,947 on capital goods for the period February 2005, April-June 2005.</p> <p>The Commissioner, Customs and Central Excise, Meerut confirmed the demand with equal amount of penalty vide Order-In-Original 30-32/Additional Commissioner/M-1/05 dated June 22, 2007 which was challenged by BHL before CESTAT, New Delhi. The CESTAT, New Delhi vide order dated June 27, 2007 has granted an unconditional stay for recovering the impugned duty until the disposal of the appeal by the Forum.</p>	16.57	Matter is pending

3.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi Appeal No. E/1744/08	Bajaj Hindustan Limited ('BHL') v. Commissioner (Appeals), Central Excise, Meerut	<p>This case pertains to the demand and show cause notices SCN No.V(15)Off/Adj/79/2006/7919 dated July 28, 2006 for CENVAT credit of Rs. 3,400,392 availed by BHL on welding electrodes for the period between July 2005 and August 2005, No.V(15)Off/Adj/79/2006/7920 dated July 28, 2006 for CENVAT credit of Rs. 2,361,317 availed by BHL on welding electrodes for the period between September 2005 and December 2005 and No.V(15)Off/Adj/141/2006/12868-70 dated November 22, 2006 denying the CENVAT credit of Rs. 1,496,406 availed by BHL on welding electrodes for the period between January 2006 and March 2006.</p> <p>The Commissioner, Customs and Central Excise, Meerut-I allowed credit of Rs.6,917,503/- on various inputs but disallowed credit of Rs.340,612/- on welding electrodes vide Order-In-Original No.30/AC/stp/DEM/2008 dated July 21, 2008 which was challenged by BHL before Commissioner (Appeals), Central Excise, Meerut-I. The Commissioner (Appeals), Central Excise, Meerut confirmed the demand of duty but set aside the demand of penalty vide OIA No.113/CE/MRT-I/2008 dated May 3, 2008 which is further challenged by BHL before CESTAT, New Delhi. CESTAT has granted stay vide order dated September 17, 2008</p>	0.34	Matter is pending
4.	Commissioner (Appeals), Customs, Excise and Service Tax, Meerut-I	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner, Central Excise, Muzaffarnagar	<p>This case pertains to the demand and show cause notices SCN No.V(30)Demand/131/MZN-II/08/7354 dated October 3, 2008 denying CENVAT credit of Rs. 106,591 availed by BHL on certain inputs during the period between September 2007 and March 2008, Rs. 245,166 (50% credit taken on capital goods) and Rs. 29,217 as input services falling under the category of tour operator service.</p> <p>The Assistant Commissioner, Central Excise, Muzaffarnagar by the Order-In –Original No. 17/AC/MZN-II/09 dated October 30, 2009 allowed the credit of Rs. 275,370 availed by BHL but ordered for the recovery of credit of Rs. 105,604 with interest and imposed additional penalty of Rs. 105,604. BHL has preferred an appeal against the impugned order.</p>	0.38	Matter is pending
5.	Commissioner (Appeals), Central Excise, Muzaffarpur	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner, Central Excise, Muzaffarnagar	<p>This case pertains to the demand and show cause notices SCN No.V(30) Dem/95/Bajaj/MZN-II/09/4542 dated 01.07.2009 dated October 3, 2008 denying CENVAT credit of Rs. 122,021 availed by BHL on we during the period between September 2007 and March 2008, Rs. 245,166 (50% credit taken on capital goods) and Rs. 29,217 as input services falling under the category of tour operator service.</p> <p>The Assistant Commissioner, Central Excise, Muzaffarnagar by the Order-In –Original No. 17/AC/MZN-II/09 dated October 30, 2009 allowed the credit of Rs. 275,370 availed by BHL but ordered for the recovery of credit of Rs. 105,604 with interest and imposed additional penalty of Rs. 105,604. BHL has preferred an appeal against the impugned order.</p>	0.12	Matter is pending
BUDHANA/BHAISANA					

1.	The Assistant Commissioner, Central Excise, Mangal Pandey Nagar, Meerut – I. SCN No. V(15)Off/Adj-1/51/2008/5443 dated 29 April 2008	SCN issued to BHL by the Customs and Central Excise, Mangal Pandey Nagar, Meerut – I.	This case pertains to show cause notice SCN No. V(15)Off/Adj-1/51/2008/5443 dated 29 April 2008, relating to the wrong credit of CENVAT by BHL on various inputs and capital goods for the period from April 2007 to February 2008. Reply to Show Cause Notice has been filed by BHL. The office of the Commissioner, Central Excise, Mangal Pandey Nagar, Meerut – I called for a personal hearing on 25 September 2008, 21 October 2008 and 20 November 2008 in this regard.	7.1	Matter is pending
2.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Limited Bhaisana ('BHL') v. Commissioner Central Excise, Meerut - I	This case pertains to the demand and show cause notice SCN No.V(15)Off/Adj/25/2006/816 dated February 7, 2006 denying CENVAT credit availed by BHL on certain inputs on capital goods. The Commissioner, Customs and Central Excise, Meerut confirmed the demand vide Order dated May 19, 2006 which was challenged by BHL before CESTAT, New Delhi. The CESTAT, New Delhi vide order dated November 08, 2006 has granted an unconditional stay for recovering the impugned duty until the disposal of the appeal by the Forum.	9.35	Matter is pending
3.	Customs, Excise, and Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Limited Bhaisana ('BHL') v. Commissioner Central Excise, Meerut - I	This case pertains to the demand and show cause notices SCN No V(15)Off/Adj/67/2006/3624 dated March 30, 2006 denying CENVAT credit availed by BHL on certain inputs on capital goods The Commissioner, Customs and Central Excise, Meerut confirmed the demand which was challenged by BHL before CESTAT, New Delhi. The CESTAT, New Delhi has granted an unconditional stay for recovering the impugned duty until the disposal of the appeal by the Forum..	20.3	Matter is pending
KINAUNI					
1.	Office of the Commissioner (Appeals), Customs and Central Excise, Meerut – I.	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner, Central Excise	This case pertains to order in original dated 2 June 2009, relating to the claims on account of storage loss that occurred in ethyl alcohol during the months of November 2008 to April 2009.	0.002	Matter is pending
2.	Office of the Commissioner (Appeals), Customs and Central Excise, Meerut – I.	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner, Central Excise	This case pertains to order in original dated 20 January 2009, relating to the claims on account of storage loss that occurred in ethyl alcohol. To this BHL filed an appeal, consequent to which an Order in appeal dated 29 July 2009 was served, wherein the appeal was allowed and the impugned order was set aside.	0.01	Matter is pending
3.	The Commissioner, Central Excise Division, Meerut	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner, Central Excise	SCN No.V(15) 18/ST/D-MRT/2007/1113 and SCN No.V(15)Adj/Div-MRT/03/08/290 dated 24 January 2008. A reply to the SCN 2007/1113 was submitted on 20 April 2007. An order was passed on 6 May 2008, wherein the application of BHL for remission was rejected, and the demand of Rs 107,298 was made payable for the period from February 2006 to January 2007. Appeals were filed against both orders and consequent to the same an order in appeal was passed dated 28 November 2008, wherein the penalties (107,298 and 334,910) were set aside, not the entire order.	0.44	Matter is pending
THANBHAVAN					

1.	Customs, Excise & Service Tax Appellate Tribunal, New Delhi Appeal No. E/749/08	Bajaj Hindustan Limited ('BHL') v. Commissioner (Appeals), Central Excise	This case pertains to show cause notice SCN No.V(30) Dem/MZN - 1/136/06/2174 dated 1 May 2006, relating to the incorrect credit of CENVAT on inputs and capital goods from January 2005 to June 2005. BHL filed a reply dated [7 June 2006] to the show cause notice. On order in original was passed (No. 20.AC/MN/07) dated 20 February 2007, wherein it was held that the CENVAT was wrongly credited and was disallowed. Interest was also payable by BHL. A stay application and appeal was filed pursuant to which, an order in appeal was passed wherein the appeal by BHL was allowed and the impugned order was set aside. To this the Commissioner, Central Excise filed a cross – objection dated 10 June 2008.	0.19	Matter is pending
----	--	---	--	------	-------------------

Trade Tax Cases filed and pending against BHL:

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs. in Millions approx.)	Current Status
1.	High Court of Allahabad Trade Tax Revision No. 200 of 2004	Hindustan Sugar Mills Limited ('HSML') v. Commissioner of Trade Tax Uttar Pradesh, Lucknow ('Opposite Party')	The case pertains to the tax imposed on account of incidental charges in turnover of alcohol sale. HSML filed this revision petition under section 11 of the Uttar Pradesh Trade Tax Act against the order dated May 1, 2004 by the Trade Tax Tribunal, Lucknow in the second appeal being Appeal No. 602/2003 which allowed the appeal of the Opposite Party by setting aside the order dated April 10, 2003 for the assessment year 1985-86. The revision petition was allowed vide order dated September 8, 2009.	0.11	Matter is pending
2.	Court of U.P. Trade Tax Tribunal, Bench-3, Lucknow Second Appeal No. 588/2004	Bajaj Hindustan Limited ('BHL') v. Commissioner of Trade Tax Uttar Pradesh, Lucknow ('Respondent')	BHL was assessed vide order dated February 20, 2003 to a tax of Rs. 4,191,955.41. BHL admitted tax liability of Rs. 37,320.75. BHL filed an appeal against the order which was dismissed vide order dated July 10, 2003. BHL has filed the second appeal before the Tribunal. BHL has also filed a stay application against the notice being No.443 dated July 28, 2004 in which payment of Rs. 97,741 as interest by the assessing authority was demanded. The Tribunal has stayed the interest demand.	41.54	Matter is pending
3.	Deputy Commissioner, Kheri	Bajaj Hindustan Limited ('BHL')	The case pertains to tax imposed on purchase of material from unregistered dealers for the assessment year 1998-99. The matter went to the Trade Tax Tribunal. The Tribunal remanded the matter to Deputy Commissioner for re-assessment. The Deputy Commissioner vide order dated March 31, 2004 waived off Rs.25,688/- and imposed a liability of Rs. 13,663/-. BHSIL has not made the payment of the imposed liability.	0.013	Matter is pending
4.	Court of U.P. Trade Tax Tribunal, Lucknow	Commercial tax department. Kheri v. Bajaj Hindustan Limited ('BHL')	The case pertains to the demand imposed on BHL against the purchase of sand from unregistered dealers. The commercial tax department. Kheri issued show cause and demand notices being SCN No.864 & SCN No. 865 to BHL. The Deputy Commissioner, Kheri confirmed the demand to which BHL	0.08	Matter is pending

			<p>preferred an appeal with the Joint Commissioner. Joint Commissioner passed an order in favour of BHL and dropped the demand.</p> <p>The department filed an appeal with the tribunal against the order of the Joint Commissioner.</p>		
5.	<p>Court of Additional Commissioner (Appeals) Grade-2, Sitapur</p> <p>Appeal No. 289/09</p>	<p>Bajaj Hindustan Limited ('BHL') v. Additional Commissioner (Appeals), Sitapur</p>	<p>This case pertains to entry tax on Ex-UP sale of non-levy sugar for the assessment year 2005-06. The Deputy Commissioner, Commercial Tax, Kheri imposed a tax liability of Rs.33,190,181/- on BHL vide order dated March 31, 2009. BHL challenged the said Order of the Deputy Commissioner (Kheri) before the Additional Commissioner (Appeals), Commercial Tax, Sitapur. The Additional Commissioner (Appeals), Commercial Tax, Sitapur granted a relief of Rs.32,962,582/- and confirmed the demand of Rs.227,599/- which has been challenged by BHL in this appeal.</p>	0.22	Matter is pending
6.	<p>High Court of Allahabad, Lucknow Bench</p> <p>Trade Tax Revision No. 48 of 2004</p>	<p>Bajaj Hindustan Limited ('BHL') v. Trade Tax Tribunal & Ors.</p>	<p>This case pertains to entry tax on non-levy sugar. BHL has filed the revision application dated January 12, 2004 against the order dated January 05, 2003 passed by the Trade Tax Tribunal alongwith a stay application against the operation of the order of the Trade Tax Tribunal, Deputy Commissioner (Appeals) dated February 27, 2002 and Assistant Commissioner (Assessment) dated October 10, 2001.</p> <p>The High Court has granted a stay against the operation of the order of the Trade Tax Tribunal vide its order dated January 27, 2004.</p>	0.43	Matter is pending
7.	<p>High Court of Allahabad, Lucknow Bench</p> <p>Trade Tax Revision No. 49 of 2004</p>	<p>Bajaj Hindustan Limited ('BHL') v. Trade Tax Tribunal & Ors.</p>	<p>This case pertains to entry tax on non-levy sugar. BHL has filed the revision application dated January 12, 2004 against the order dated January 05, 2003 passed by the Trade Tax Tribunal alongwith a stay application against the operation of the order of the Trade Tax Tribunal, Deputy Commissioner (Appeals) dated February 27, 2002 and Assistant Commissioner (Assessment) dated October 10, 2001.</p> <p>The High Court has granted a stay against the operation of the order of the Trade Tax Tribunal vide its order dated January 27, 2004.</p>	0.49	Matter is pending
8.	<p>High Court of Allahabad, Lucknow Bench</p> <p>Trade Tax Revision No. 50 of 2004</p>	<p>Bajaj Hindustan Limited ('BHL') v. Trade Tax Tribunal & Ors.</p>	<p>This case pertains to entry tax on non-levy sugar. BHL has filed the revision application dated January 12, 2004 against the order dated January 05, 2003 passed by the Trade Tax Tribunal alongwith a stay application against the operation of the order of the Trade Tax Tribunal, Deputy Commissioner (Appeals) dated February 27, 2002 and Assistant Commissioner (Assessment) dated October 10, 2001.</p> <p>The High Court has granted a stay against the operation of the order of the Trade Tax Tribunal vide its order dated January 27, 2004.</p>	0.56	Matter is pending
9.	<p>High Court of Allahabad, Lucknow Bench</p>	<p>Bajaj Hindustan Limited ('BHL') v. Trade Tax Tribunal &</p>	<p>This case pertains to entry tax on non-levy sugar. BHL has filed the revision application dated January 12, 2004 against the order dated</p>	0.47	Matter is pending

	Trade Tax Revision No. 51 of 2004	Ors.	January 05, 2003 passed by the Trade Tax Tribunal alongwith a stay application against the operation of the order of the Trade Tax Tribunal, Deputy Commissioner (Appeals) dated February 27, 2002 and Assistant Commissioner (Assessment) dated October 10, 2001. The High Court has granted a stay against the operation of the order of the Trade Tax Tribunal vide its order dated January 27, 2004.		
10.	High Court of Allahabad, Lucknow Bench Trade Tax Revision No. 52 of 2004	Bajaj Hindustan Limited ('BHL') v. Trade Tax Tribunal & Ors.	This case pertains to entry tax on non-levy sugar. BHL has filed the revision application dated January 12, 2004 against the order dated January 05, 2003 passed by the Trade Tax Tribunal alongwith a stay application against the operation of the order of the Trade Tax Tribunal, Deputy Commissioner (Appeals) dated February 27, 2002 and Assistant Commissioner (Assessment) dated October 10, 2001. The High Court has granted a stay against the operation of the order of the Trade Tax Tribunal vide its order dated January 27, 2004.	0.56	Matter is pending
11.	High Court of Allahabad, Lucknow Bench Trade Tax Revision No. 53 of 2004	Bajaj Hindustan Limited ('BHL') v. Trade Tax Tribunal & Ors.	This case pertains to entry tax on non-levy sugar. BHL has filed the revision application dated January 12, 2004 against the order dated January 05, 2003 passed by the Trade Tax Tribunal alongwith a stay application against the operation of the order of the Trade Tax Tribunal, Deputy Commissioner (Appeals) dated February 27, 2002 and Assistant Commissioner (Assessment) dated October 10, 2001. The High Court has granted a stay against the operation of the order of the Trade Tax Tribunal vide its order dated January 27, 2004.	0.64	Matter is pending
12.	Deputy Commissioner (Appeals)	Bajaj Hindustan Limited ('BHL') v. Assistant Commissioner (Sachal Dal), Bijnor	The case pertains to the value added tax (VAT) imposed on inter-unit transfer of molasses which was transferred was caught by Sachal Dal of Commercial tax department. BHL has paid the imposed liability under protest and preferred an appeal against the same.	0.02	Matter is pending
13.	Assistant Commissioner (Sachal Dal), Bijnor	Bajaj Hindustan Limited ('BHL') v. Sachal Dal of Commercial tax department, Bijnor	The case pertains to penalty imposed on the stores material which was transferred from Gangnauli unit to Gola unit of BHL which was caught by Sachal Dal of Commercial tax department on the ground that the book No. on Invoice was not pre-printed and there was cut on the stores challan. BHL deposited the liability under protest and material was released.	0.04	Matter is pending
14.	Deputy Commissioner (Assessment), Punjab VAT Department	Bajaj Hindustan Limited ('BHL') v. Excise and Taxation Department, Ludhiana	The case pertains to the amount of VAT paid on sugar during the period from November 5, 2007 to November 30, 2007. The officials of Excise and Taxation Department, Ludhiana imposed a VAT liability on BHL which was paid by BHL under protest. BHL has also filed a writ in the matter which is pending. BHL has filed the complaint for the refund for the amount of VAT paid.	1.12	Matter is pending
15.	High Court of	Bajaj Hindustan	The case pertains to the administrative charges	4.19	Matter is pending

	Allahabad, Lucknow Bench Writ Petition No. 3895 of 2004	Limited ('BHL') v. State of U.P. and Ors.	on molasses for the period October 1, 2005 to September 30, 2006 paid by BHL under protest. BHL has filed a writ dated February 3, 2008 challenging the administrative charges imposed on BHL on inter transfer of molasses from one unit to the other.		
16.	High Court of Allahabad, Lucknow Bench Writ Petition No. 2175 of 1986	Bajaj Hindustan Limited ('BHL') v. State of U.P. and Ors.	The case pertains to the administrative charges on molasses paid by BHL under protest as a matter of captive consumption. BHL has filed a writ challenging the administrative charges imposed on BHL on captive consumption.	31.57	Matter is pending
17.	Additional Commissioner Grade-2 (Appeal), Sitapur	Bajaj Hindustan Limited ('BHL') v. Deputy Commissioner (Assessment), Kheri	The case pertains to tax liability imposed on BHL against the transfer of stores material carried to Maqsoodpur unit. The Consignment was detained by the Sachal dal of Commercial tax department. The consignment was released on deposit of the imposed liability. BHL filed a complaint against the same with the Deputy Commissioner, Kheri who confirmed the demand vide order dated July 08, 2009. BHL has filed an appeal against the order of the Deputy Commissioner.	0.02	Matter is pending

(iii) Other Proceedings:

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs. in Millions approx.)	Current Status
GANGNAULI					
1.	Deputy Labour Commissioner PWC No. 23/2008	Praveen Kumar ('Plaintiff') v. Bajaj Hindustan Limited Gangnauli ('BHL')	The Plaintiff has filed the suit claiming wages from BHL for the period from December 10, 2006 to May 31, 2007. BHL has filed a written statement stating that the Plaintiff was never an employee of BHL and the matter is of a personal house job done on the property of BHL.	0.23	The matter is pending.
THANABHAWAN					
1.	Labour Court, Saharanpur Case No. 76/2007	Krishnan Pal ('Complainant') v. Bajaj Hindustan Limited Thanabhawan ('BHL')	The Complainant filed the complaint dated April 4, 2007 demanding reappointment of the Complainant as an employee with BHL Rs. 4,000 per month as wages for the period from July 2006 alongwith Rs. 50,000 as compensation and Rs. 15,000 as legal charges. BHL has filed its written statement stating that the Complainant was appointed on a contract from Hanuman Contractors and was not employed as a permanent employee of the BHL.		The matter is pending.
2.	Assistant Labour Commissioner, Muzaffarnagar Case No. 26/2008	Labour Enforcement Officer, Shamli (LEO) & Mr. Kutumber v. Bajaj Hindustan Limited Thanabhawan ('BHL')	The LEO sent a notice dated February 06, 2008 under the Payment of Wages Act to BHL and raised a demand of Rs. 4,500 as penalty. BHL has filed its reply dated September 04, 2008 stating that the worker Mr. Kutumber were appointed on contract and hence the outside the scope of Government Wage Board.	0.045	The matter is pending.
3.	Assistant Labour Commissioner, Muzaffarnagar Case No. 27/2008	Labour Enforcement Officer, Shamli (LEO) & Mr. Pratap Singh v. Bajaj Hindustan Limited Thanabhawan ('BHL')	The LEO sent a notice dated February 14, 2008 under the Payment of Wages Act to BHL and raised a demand of Rs. 4,500 as penalty. BHL has filed its reply dated September 04, 2008 stating that the worker Mr. Pratap Singh were appointed on contract and hence the outside the scope of Government Wage Board.	0.045	The matter is pending.
4.	Assistant Labour Commissioner, Muzaffarnagar Case No. 28/2008	Labour Enforcement Officer, Shamli (LEO) & Mr. Manoj Kumar v. Bajaj Hindustan Limited Thanabhawan ('BHL')	The LEO sent a notice dated February 14, 2008 under the Payment of Wages Act to BHL and raised a demand of Rs. 4,500 as penalty. BHL has filed its reply dated September 04, 2008 stating that the worker Mr. Manoj Kumar were appointed on contract and hence the outside the scope of Government Wage Board.	0.045	The matter is pending.

5.	Assistant Labour Commissioner, Muzaffarnagar Case No. 29/2008	Labour Enforcement Officer, Shamli (LEO) & Mr. Ved Pal Singh Chauhan v. Bajaj Hindustan Limited Thanabhawan ('BHL')	The LEO sent a notice dated February 06, 2008 under the Payment of Wages Act to BHL and raised a demand of Rs. 4,500 as penalty. BHL has filed its reply dated September 04, 2008 stating that the worker Mr. Ved Pal Singh Chauhan were appointed on contract and hence the outside the scope of Government Wage Board.	0.045	The matter is pending.
6.	Assistant Labour Commissioner, Muzaffarnagar Case No. 30/2008	Labour Enforcement Officer, Shamli (LEO) & Mr. Kuldeep Kumar v. Bajaj Hindustan Limited Thanabhawan ('BHL')	The LEO sent a notice dated February 16, 2008 under the Payment of Wages Act to BHL and raised a demand of Rs. 4,500 as penalty. BHL has filed its reply dated September 04, 2008 stating that the worker Mr. Kuldeep Kumar were appointed on contract and hence the outside the scope of Government Wage Board.	0.045	The matter is pending.
7.	Assistant Labour Commissioner, Muzaffarnagar Case No. 31/2008	Labour Enforcement Officer, Shamli (LEO) & Mr. Rajeev Kumar v. Bajaj Hindustan Limited Thanabhawan ('BHL')	The LEO sent a notice dated February 06, 2008 under the Payment of Wages Act to BHL and raised a demand of Rs. 4,500 as penalty. BHL has filed its reply dated September 04, 2008 stating that the worker Mr. Rajeev Kumar were appointed on contract and hence the outside the scope of Government Wage Board.	0.045	The matter is pending.
8.	Assistant Labour Commissioner, Muzaffarnagar Case No. 32/2008	Labour Enforcement Officer, Shamli (LEO) & Mr. Harphool v. Bajaj Hindustan Limited Thanabhawan ('BHL')	The LEO sent a notice dated February 14, 2008 under the Payment of Wages Act to BHL and raised a demand of Rs. 4,500 as penalty. BHL has filed its reply dated September 04, 2008 stating that the worker Mr. Harphool were appointed on contract and hence the outside the scope of Government Wage Board.	0.045	The matter is pending.
9.	Assistant Labour Commissioner, Muzaffarnagar Case No. 33/2008	Labour Enforcement Officer, Shamli (LEO) & Mr. Azad Singh v. Bajaj Hindustan Limited Thanabhawan ('BHL')	The LEO sent a notice dated February 06, 2008 under the Payment of Wages Act to BHL and raised a demand of Rs. 4,500 as penalty. BHL has filed its reply dated September 04, 2008 stating that the worker Mr. Azad Singh were appointed on contract and hence the outside the scope of Government Wage Board.	0.045	The matter is pending.

KINAUNI

1.	Industrial Tribunal, Meerut Adjudication Case No. 03/2007	Lokendra Singh ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	The Complainant was on probation for a period of six months which was further extended for a period of six months after which the Complainant was relieved of his services due to unsatisfactory performance. The Complainant has filed the case against his termination and claims for a reappointment. BHL in their reply stated that the Complainant does not fall under the definition of workman under the Industrial Disputes Act, 1947.	NA	The matter is pending
----	--	--	---	----	-----------------------

2.	, Labour Court, Meerut	Subhash Chandra Chauhan ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	The Complainant was on probation for a period of six months which was further extended for a period of six months after which the Complainant was relieved of his services due to unsatisfactory performance. The Complainant has filed the case against his termination and claimed for a reappointment and payment of backwages from October 18, 2005.	NA	The matter is pending
	Adjudication Case No. 04/2007		BHL in their reply stated that the Complainant does not fall under the definition of workman under the Industrial Disputes Act, 1947.		
3.	Labour Court, Meerut	Subhash Chandra Chauhan ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	The Complainant was appointed as seasonal clerk on probation for a period of six months which was further extended for a period of six months after which the Complainant was relieved of his services due to unsatisfactory performance. There was also an FIR filed against the Complainant for weighing excess sugar cane. The Complainant has filed the case against his termination and claimed for a wages for the sugar year 2004-05.	0.51	The matter is pending
	Misc. Case No. 229/2006		BHL in their reply stated that the Complainant does not fall under the definition of workman under the Industrial Disputes Act, 1947.		
4.	Labour Court, Meerut	Lokendra Singh ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	The Complainant was appointed as seasonal clerk on probation for a period of six months which was further extended for a period of six months after which the Complainant was relieved of his services due to unsatisfactory performance. There was also an FIR filed against the Complainant for weighing excess sugar cane. The Complainant has filed the case against his termination and claimed for a wages for the sugar year 2004-05.	0.69	The matter is pending
	Misc. Case No. 230/2006		BHL in their reply stated that the Complainant does not fall under the definition of workman under the Industrial Disputes Act, 1947.		
5.	Labour Court, Meerut	Omkar Dutt Sharma ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	The Complainant was appointed as seasonal clerk on probation for a period of six months after which the Complainant was relieved of his services due to unsatisfactory performance. There was also an FIR filed against the Complainant for weighing excess sugar cane. The Complainant has filed the case against his termination and claimed for a wages for the sugar year 2004-05.	0.33	The matter is pending
	Misc. Case No. 50/2007		BHL in their reply stated that the Complainant does not fall under the definition of workman under the Industrial Disputes Act, 1947.		

6.	Labour Court, Meerut	Adjudication Case No. 01/2008	Omkar Dutt Sharma ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	The Complainant was on probation for a period of six months after which the Complainant was relieved of his services due to unsatisfactory performance. The Complainant has filed the case against his termination and claimed for a reappointment alongwith payment of remaining dues. BHL in their reply stated that the Complainant does not fall under the definition of workman under the Industrial Disputes Act, 1947.	NA	The matter is pending
7.	Labour Court, Meerut	Misc. Case No. 94/2006	Praveen Kumar ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	The Complainant was appointed on probation for a period of six months after which the Complainant was relieved of his services due to unsatisfactory performance. There was also an FIR filed against the Complainant for weighing excess sugar cane. The Complainant has filed the case against his termination and claimed for a wages for the sugar year 2004-05. BHL in their reply stated that the Complainant does not fall under the definition of workman under the Industrial Disputes Act, 1947.	0.42	The matter is pending
8.	Labour Court, Meerut	Misc. Case No. 55/2006	Veerendra Singh ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	The Complainant was appointed on probation for a period of six months after which the Complainant was relieved of his services due to unsatisfactory performance. There was also an FIR filed against the Complainant for weighing excess sugar cane. The Complainant has filed the case against his termination and claimed for a wages for the sugar year 2004-05. BHL in their reply stated that the Complainant does not fall under the definition of workman under the Industrial Disputes Act, 1947.	0.56	The matter is pending
9.	Labour Court, Meerut	Adjudication Case No. 61/2007	Satish Chandra ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	The Complainant was on probation for a period of six months after which the Complainant was relieved of his services due to unsatisfactory performance. The Complainant has filed the case against his termination and claimed for a reappointment alongwith payment of remaining dues for the sugar year 205-06. BHL in their reply stated that the Complainant does not fall under the definition of workman under the Industrial Disputes Act, 1947.	NA	The matter is pending
10.	Additional Civil Judge, Junior Division, Baghpat Tehsil	Case No. 132/2004	Karan Singh ('Complainant') v. Bajaj Hindustan Limited, Kinauni ('BHL')	BHL is in the process of expanding a kacha road to make it serviceable for transportation purposes. The Complainant filed this suit seeking an injunction against BHL to restrict BHL from expanding the road by acquiring certain portion of the Complainants land on both sides leading to the BHL factory on the ground that it denies the Complainant the right to continue agricultural activities.	NA	The matter is pending.

11.	Additional Court, Civil Judge, Junior Division, Meerut Case No. 893/2004	Shyam Singh ('Complainant') v. Collector, Meerut, Bajaj Hindustan Limited Kinauni ('BHL') and others	BHL is in the process of expanding a kacha road to make it serviceable for transportation purposes. The Complainant filed this suit seeking an injunction against BHL to restrict BHL from expanding the road by acquiring certain portion of the Complainants land on both sides leading to the BHL factory on the ground that it denies the Complainant the right to continue agricultural activities.	NA	Matter is pending
12.	Additional Court, Civil Judge, Junior Division, Meerut Case No. 997/2004	Bahwar Singh ('Complainant') v. Bajaj Hindustan Limited Kinauni ('BHL')	BHL is in the process of expanding a kacha road to make it serviceable for transportation purposes. The Complainant filed this suit praying for removal of debris from the Complainants land by BHL and compensation for the same.	0.50	Matter is pending
13.	Civil Judge, Junior Division, Baghpat Case No. 32/2006	State of Uttar Pradesh v. Sanjeev Kumar ('Accused')	The Accused was hired by Bajaj Hindustan Limited Kinauni ('BHL') as the sugarcane weighing clerk. The Criminal Complaint is filed by BHL against the Accused under sections 406 & 420 of the Indian Penal Code, 1860 for committing an error during the process of weighing of sugar cane in the employment of BHL.	NA	Matter is pending
14.	Civil Judge, Junior Division, Baghpat Case No. 967/2005	State of Uttar Pradesh v. Lokendra Singh & Ors ('Accused')	The Accused were hired by Bajaj Hindustan Limited Kinauni ('BHL') as the sugarcane weighing clerk. The Criminal Complaint is filed by BHL against the Accused under sections 406 & 420 of the Indian Penal Code, 1860 for committing an error during the process of weighing of sugar cane in the employment of BHL.	NA	Matter is pending
15.	Court of Additional Chief Judicial Magistrate, Meerut Cr. Case No. 531/2007	Bajaj Hindustan Limited Kinauni ('BHL') v. Ankur Baliyan ('Accused')	BHL has filed the Complaint against the Accused under section 138 of the Negotiable Instruments Act, 1881 for dishonor of cheque and recovery of the amount.	0.38	Matter is pending
16.	Additional District Judge, Meerut	Kushalpal ('Complainant') v. Bajaj Hindustan Limited Kinauni ('BHL')	The Complainant has filed the Complaint claiming discrepancy in the payment of sugarcane by BHL to the Complainant. BHL in its reply has stated that BHL has made all payment to all the pending dues through the Cane Co-operative Society.	NA	Matter is pending
17.	District Judge, Meerut Motor Accident Case No. 875/2008	Smt. Krishna Devi ('Complainant') v. Bajaj Hindustan Limited Kinauni ('BHL')	Mr. Janesh Sharma met with an accident while he was at his duty of security personnel at BHL. The case is filed by his widow (Complainant) for Compensation. BHL in its reply stated that Janesh Sharma was on a contract from Senik Securities and hence, BHL claimed no liability in the matter.	3.64	Matter is pending

18.	Labour Enforcement Officer, Meerut	State of Uttar Pradesh v. Bajaj Hindustan Limited ('BHL')	The Labour Enforcement Officer made a sudden inspection to the Cane Center of BHL under the Minimum Wages Act and laid a penalty on BHL.	0.03	Matter is pending
	MWA No. 79/2008		BHL in its reply stated that the Employee was on a contract (contract labour) from Mr. Keshav Sharma (Contractor) and claimed that BHL had paid minimum statutory wages to the Contractor for the Employee.		
19.	Labour Enforcement Officer, Meerut	State of Uttar Pradesh v. Bajaj Hindustan Limited ('BHL')	The Labour Enforcement Officer made a sudden inspection to the Cane Center of BHL under the Minimum Wages Act and laid a penalty on BHL.	0.03	Matter is pending
	MWA No. 80/2008		BHL in its reply stated that the Employee was on a contract (contract labour) from Mr. Nafis Ahmed (Contractor) and claimed that BHL had paid minimum statutory wages to the Contractor for the Employee.		
20.	Labour Enforcement Officer, Meerut	State of Uttar Pradesh v. Bipin Bhatti, Bhatti Constructions (Contractor) & Bajaj Hindustan Limited Kinauni ('BHL')	The Labour Enforcement Officer made a sudden inspection on May 26, 2008 of the factory premises of BHL and issued a notice in this regard under the Payment of Wages Act.	NA	Matter is pending
	PWA No. 39/2008		BHL in its reply dated June 08, 2008 pointed out that the period at which the inspection was conducted was an off-season period and hence the BHL premises cannot be called a factory under the definition of factory in the Factories Act and does not fall in the scope of Payment of Wages Act.		
			BHL also claimed that it had maintained a register of all the employees and their wages which was not checked and signed by the Labour Enforcement Officer as per the Statue during the inspection.		

BILLAI

1.	Civil Judge, Senior Division, Bijnor	Bajaj Hindustan Limited ('BHL') v. Dataram Chikara & Ors. ('Respondents')	BHL had filed the suit for a permanent injunction as a preventive action against agitation in the radius of 500 meters from the factory boundaries.	NA	Matter is pending
	Original Suit 254/2008		BHL had obtained an injunction till January 28, 2010 vide order dated December 22, 2009 and has made an application for the extension of the period of the Injunction from the due date.		
2.	Chief Judicial Magistrate, Bijnor	Bajaj Hindustan Limited ('BHL') v. Pawan Kumar ('Accused')	BHL had filed an FIR dated February 28, 2007 against the Accused under section 408 of the Indian Penal Code, 1860.	NA	Matter is pending
	Criminal Case No. 5709/2008		The Police has filed a chargesheet against the Accused and the matter has been entered the Court of Chief Judicial Magistrate, Bijnor		

3.	Deputy Labour Commissioner, Meerut	Mr. Hamid (Complainant) v. Bilai Sugar Mill Limited, Shishir Bajaj, Manager & M.D. Bajaj Hindustan Limited Billai & Ors ('Respondents')	WCA No. 163/2006	The Complainant filed the Complaint dated June 14, 2006 under the Workmen Compensation Act claiming compensation from the Respondents. The Respondents filed a reply dated July 10, 2006 stating that the complaint was filed during off-season when the company was not in operation. The Respondents also claimed that the Complainant was on a contract through SS Engineers (Contractors).	0.4	Matter is pending
4.	Assistant Labour Commissioner, Bijnor	Abdul Hamid & 12 Ors ('Complainants') v. Bajaj Hindustan Limited Billai ('BHL') & Ors ('Respondents')	PWA No. 11/2007	The Complainants on contract from Gannon Duckel & Company Limited (Contractor) have filed the complaint dated February 01, 2007 for non-payment of wages. BHL has filed the reply dated May 24, 2007 denying the allegations of the Complainants and also claimed that the Complainants have never been hired for their services from the Contractor for BHL.	1.05	Matter is pending

MAQSOODAPUR

1.	Civil Judge Junior Division, Powayn	Chandra Mohan ('Complainant') v. Madhyanchal Vidhyut Vitaran Nigam Limited ('MVVL') & Bajaj Hindustan Limited Maqsoodpur ('BHL')	Case No. 113/2008	The Complainant filed the complaint for seeking a permanent injunction against MVVL & BHL from installing an electric tower pole on the land under the ownership and possession of the Complainant. BHL has paid Complainant the compensation and the construction of tower is complete.	NA	Matter is pending
2.	Civil Judge Junior Division, Powayn	Rajesh Kumar ('Complainant') v. Madhyanchal Vidhyut Vitaran Nigam Limited ('MVVL') & Bajaj Hindustan Limited Maqsoodpur ('BHL')	Case No. 115/2008	The Complainant filed the complaint for seeking a permanent injunction against MVVL & BHL from installing an electric tower pole on the land under the ownership and possession of the Complainant. BHL has paid Complainant the compensation and the construction of tower is complete.	NA	Matter is pending
3.	Civil Judge Junior Division, Powayn	Prem Chand ('Complainant') v. Madhyanchal Vidhyut Vitaran Nigam Limited ('MVVL') & Bajaj Hindustan Limited Maqsoodpur ('BHL')	Case No. 117/2008	The Complainant filed the complaint for seeking a permanent injunction against MVVL & BHL from installing an electric tower pole on the land under the ownership and possession of the Complainant. BHL has paid Complainant the compensation and the construction of tower is complete.	NA	Matter is pending

KAMBERKHERA

1.	Civil Judge Senior Division, Lakhimpur	Sohan Singh & Ors ('Complainants') v. Bajaj Hindustan Limited Kamberkhera ('BHL')	Original Suit No. 346/2006	The Complainants claim ownership over the piece in the plot of land being plot no. 66 admeasuring 6.27 acres out of the total area of 12.54 acres. The main contention of the Petitioner is that Mishree Lal from	NA	Matter is pending
----	--	---	----------------------------	---	----	-------------------

				<p>whom BHL has purchased half share of above plots has no right to transfer his share to BHL. The other half plot has been purchased by BHL from Karam Singh & Param Jeet Singh who has no right to transfer their shares to BHL there was no partition between the co tenants.</p> <p>The Complainants have filed the complaint on November 1, 2006 for the cancellation of the Sale Deed executed between BHL and Mishree Lal and also prayed for permanent injunction to restrain BHL from the possession of the land.</p> <p>There is a mutation order dated July 26, 1995 in favour of Mishree Lal to the title over the land. The land is situated outside the factory premises. No building, plant or machinery has been constructed or installed on the land.</p>		
2.	Additional Judge Division, Lakhimpur	Civil Junior	Sohan Singh ('Complainant') v. Hurbux Singh & Ors ('Respondents')	<p>The Complainant claims that he had sold 2.76 of land on plot no. 66. The main contention of the Complainant is that he had sold the land to Harbaux Singh and Satvinder Kaur leaving two lattha passage in the above land. But Harbaux Singh and Satvinder Kaur have transferred the land including the lattha passages to Bajaj Hindustan Limited Kamberkhera (BHL).</p> <p>The Complainants have filed the complaint dated May 24, 2006 for the cancellation of the Sale Deed executed between BHL and also prayed for permanent injunction to restrain BHL from the possession of the land.</p> <p>The land is situated outside the factory premises. No building, plant or machinery has been constructed or installed on the land.</p>	NA	Matter is pending
	Original Suit No. 523/2006					
3.	Civil Judge Division, Lakhimpur	Junior	Mr. Banwari Lal & Ors ('Complainants') v. Mr. Bhikari & Mr. Shrikrishan ('Defendants')	<p>The Complainants claim ownership over the piece in the plot of land being plot no. 59 admeasuring 0.25 acres. The main contention of the Petitioner is that they had purchased the said land from Mr. Bhikari in the year 1985 and constructed houses on the same for residential purposes. Later the said land was transferred by Mr. Bhokari to Mr. Shrikrishan who is an employee of the Bajaj Hindustan Limited Golagokarannath.</p> <p>The Complainants have filed the complaint dated May 24, 2006 for the cancellation of the Sale Deed executed between BHL and also prayed for permanent injunction to restrain BHL from the possession of the land.</p> <p>The land is situated outside the factory premises. No building, plant or machinery has been constructed or installed on the land.</p>	NA	Matter is pending
	Original Suit No. 797/2005					

4.	Civil Judge Junior Division, Lakhimpur Original Suit No. 718/2006	Chotey Lal ('Complainant') v. Moolchandra & Bajaj Hindustan Limited Kamberkhara ('BHL') ('Respondents')	<p>The Complainant claims ownership over the piece in the plot of land being plot no. 1127 admeasuring 49 acres. The main contention of the Petitioner is that the Complainant and Mr. Moolchandra are real brothers and they had an equal share of the land to themselves. Mr. Mool Chandra has transferred the total land in favour of BHL.</p> <p>The The Complainants have filed the complaint dated July 25, 2006 for the cancellation of the Sale Deed executed between Mr. Moolchandra and BHL and also prayed for permanent injunction to restrain BHL from the possession of the land.</p> <p>The land is situated outside the factory premises. No building, plant or machinery has been constructed or installed on the land. The land is used in bio-composting.</p>	NA	Matter is pending
5.	Civil Judge Senior Division, Lakhimpur Original Suit No. 94/2005	Mr. Moti ('Complainant') v. Mahesh Chandra Pandey (employee of Bajaj Hindustan Limited) ('Respondent')	<p>The complaint was filed by the Complainant dated May 12, 2005 with regard to the compensation for the trees present on the land purchased by the Bajaj Hindustan Limited through the Respondent.</p> <p>The Complainant also prayed for permanent injunction against the cutting or removal of the trees which got rejected.</p>	0.12	Matter is pending
6.	Additional District Magistrate (F&A), Lakhimpur	State of Uttar Pradesh v. Udai Kumar Saxena	<p>Bajaj Hindustan Limited Kamberkhara ('BHL') purchased a plot of land from Mr. Udai Kumar Saxena.</p> <p>A Notice was issued dated December 27, 2006 to Mr. Udai Kumar Saxena by Additional District Magistrate under section 47A of the Stamp Act against payment of lower stamp duty and penalty on the same.</p> <p>BHL filed an appeal against notice to Commissioner Stamps, Lucknow. Commissioner stated that a hearing be granted to BHL vide order dated October 18, 2007.</p>	0.08	Matter is pending.
7.	Chief Controlling Revenue Authority Commissioner, Lucknow	State of Uttar Pradesh v. Raj Kumar Gupta	<p>Bajaj Hindustan Limited Kamberkhara ('BHL') purchased a plot of land from Mr. Raj Kumar Gupta</p> <p>A Notice was issued dated December 27, 2006 to Mr. Raj Kumar Gupta by Additional District Magistrate under section 47A of the Stamp Act against payment of lower stamp duty and penalty on the same.</p> <p>BHL filed an appeal against notice to Commissioner Stamps, Lucknow and deposited the 1/3rd amount of the Notice. Additional Commissioner stated that a hearing be granted to BHL vide order dated December 04, 2008.</p>	0.04	Matter is pending.

BARKHERA

1.	Civil Judge Senior Division, Bisalpur Case No. 45/2006	Bajaj Limited ('BHL') v. Naresh Gautam ('Respondent')	Hindustan Barkhera	BHL is constructing a drainage line nearby the Respondents Land. BHL has filed the Complaint praying for an injunction against the Respondent during the construction of the drainage line. The injunction was granted till the construction of drainage line is completed vide order dated February 27, 2006	NA	Matter is pending
2.	Assistant Collector, Tahsildar, Bisalpur Case No. 25/2006	Gram Gulahara Machwapur (Complainant) v. Bajaj Hindustan Limited ('BHL')	Sabha, Gram, v. Hindustan Barkhera	The Complainant has filed the Complaint dated July 16, 2006 under section 122 of the Uttar Pradesh ZA & LR Act claiming unauthorized possession of BHL on the Complainant's land. The Forum had passed an order dated March 12, 2008 in favour of BHL. However the matter was restored on July 21, 2008 since the permission from the Government Department at Lucknow is awaited.	1.76	Matter is pending
3.	Assistant Collector, Tahsildar, Bisalpur Case No. 26/2006	Gram Muradabad (Complainant) v. Bajaj Hindustan Limited ('BHL')	Sabha, v. Hindustan Barkhera	The Complainant has filed the Complaint dated July 16, 2006 under section 122 of the Uttar Pradesh ZA & LR Act claiming unauthorized possession of BHL on the Complainant's land. The Forum had passed an order dated March 12, 2008 in favour of BHL. However the matter was restored on July 21, 2008 since the permission from the Government Department at Lucknow is awaited.	0.18	Matter is pending
4.	Deputy Labour Commissioner, Bareilly PWA No. 68/2007	Sukhdev Singh ('Complainant') v. Gopal Krishan Sachdeva ('Contractor') & Bajaj Hindustan Limited Barkhera ('BHL') ('Respondents')		The Complainant filed the complaint dated July 17, 2007 under the Payment of Wages Act claiming non-payment of wages. BHL has filed its reply dated September 20, 2007 stating that the Complainant was hired for his services by the Contractors and was not in a direct employment with BHL. Hence, BHL is not responsible for the payment of wages to the Complainant.	0.19	Matter is pending
5.	Sub-Divisional Magistrate, Bisalpur Case No. 01/2007-08	Sahakari Samiti, ('Complainant') v. Bajaj Hindustan Limited ('BHL'), Ashok Gangwar & Ors. ('Respondents')	Ganna Pilibhit v. Hindustan Barkhera	The Complainant has filed the Complaint dated August 08, 2008 alleging that BHL purchased sugarcane outside the area allotted to BHL by the Cane Commissioner. BHL in its reply dated August 21, 2009 denied the allegations of the Complainant and stated that it had followed the allotment as provided by the Cane Commissioner.	NA	Matter is pending

BHAISANA / BUDHANA

1.	Civil Judge Senior Division, Muzaffarnagar Case No. 142/2005	Krishna Kumar Tyagi ('Complainant') v. Bajaj Hindustan Limited ('BHL')		The State Government has leased a land admeasuring 0.587 acres of land situated at Budhana village.	NA	Matter is pending.
----	---	--	--	---	----	--------------------

				The Complainant filed the complaint dated February 11, 2005 claiming ownership over the land and prayed permanent injunction and to restrain BHL having possession over the land. BHL has covered the said land by constructing its unit over the land.		
2.	Civil Judge Senior Division, Muzaffarnagar Case No. 380/2007	Parveen Tyagi ('Complainant') v. Bajaj Hindustan Limited Bhaiana ('BHL')		The State Government has leased a land admeasuring 0.709 acres of land situated at Budhana village. The Complainant filed the complaint dated May 21, 2007 claiming ownership over the land and prayed permanent injunction and to restrain BHL having possession over the land. BHL has filed reply dated May 29, 2007 and has covered the said land by constructing its unit over the land.	NA	Matter is pending
3.	Civil Judge Senior Division, Muzaffarnagar Case No. 106/2006	Bajaj Hindustan Limited Bhaiana ('BHL') v. Vinod Malik ('Respondent')		BHL had filed the suit against the Respondent for a permanent injunction as a preventive action against agitation. BHL had obtained an injunction order which granted an injunction and allowed no agitation within the radius of 300 meters from the Factory boundaries.	NA	Matter is pending
4.	Court of District Judge, Muzaffarnagar CA No. 58/2009	Bajaj Hindustan Limited Bhaiana ('BHL') v. Jagveer Singh ('Respondent')		The original complaint dated October 27, 2005 was filed by the Respondent praying an injunction be granted against BHL and restrain BHL from Respondents land for construction/ widening of road. BHL filed a reply dated December 06, 2005 denying the ownership and possession of the Respondent on the land. The Court vide order dated May 26, 2009 granting a permanent injunction in favour of the Respondent. Aggrieved by the order, BHL has filed the appeal.	NA	Matter is pending
5.	A.I.G Stamps, Muzaffarnagar	State of Uttar Pradesh v. S.N.Saxena ('Respondent')		Bajaj Hindustan Limited Bhaiana ('BHL') purchased a plot of land from the Respondent. Assistant Commissioner Stamps, Muzaffarnagar vide order dated September 29, 2008 laid down a penalty on Respondent. BHL filed an appeal with Additional Stamp Commissioner, Saharanpur against the order of Assistant Commissioner Stamps, Muzaffarnagar which got rejected. Respondent has filed a writ in the Allahabad High Court dated January 12, 2009 being Misc. Writ Petition 772 of 2009 for a stay in the execution of the order. The Court granted a stay on deposition of Rs. 50,000.	0.22	Matter is pending

6.	A.I.G Stamps, Muzaffarnagar	State of Uttar Pradesh v. S.N.Saxena (‘Respondent’)	Bajaj Hindustan Limited Bhaiana (‘BHL’) purchased a plot of land from the Respondent. Assistant Commissioner Stamps, Muzaffarnagar vide order dated September 29, 2008 laid down a penalty on Respondent. BHL filed an appeal with Additional Stamp Commissioner, Saharanpur against the order of Assistant Commissioner Stamps, Muzaffarnagar which got rejected. Respondent has filed a writ in the Allahabad High Court dated January 12, 2009 being Misc. Writ Petition 779 of 2009 for a stay in the execution of the order. The Court granted a stay on deposition of Rs. 7,000.	0.02	Matter is pending
7.	A.I.G Stamps, Muzaffarnagar	State of Uttar Pradesh v. Abhishek Jha (‘Respondent’)	Bajaj Hindustan Limited Bhaiana (‘BHL’) purchased a plot of land from the Respondent. Assistant Commissioner Stamps, Muzaffarnagar vide order dated September 29, 2008 laid down a penalty on Respondent. BHL filed an appeal with Additional Stamp Commissioner, Saharanpur against the order of Assistant Commissioner Stamps, Muzaffarnagar which got rejected. Respondent has filed a writ in the Allahabad High Court dated January 12, 2009 being Misc. Writ Petition 778 of 2009 for a stay in the execution of the order. The Court granted a stay on deposition of Rs. 5,000.	0.01	Matter is pending
8.	Labour Court, Saharanpur Case No. 98/2008	Rajpal Rana (‘Complainant’) v. Bajaj Hindustan Limited Bhaiana (‘BHL’)	BHL had suspended the Respondent for not resuming the work after his transfer. The Complainant filed the Complaint dated April 29, 2008 praying reinstatement on duty and payment of outstanding wages for the period of suspension along with legal expenses. BHL filed its reply dated June 25, 2008 stating that the matter relates to transfer of employee and not the termination and hence is out of the jurisdiction and scope of the Forum.	NA	Matter is pending
9.	Labour Court, Saharanpur Case No. 97/2008	Jitendra Rana (‘Complainant’) v. Bajaj Hindustan Limited Bhaiana (‘BHL’)	BHL had suspended the Respondent for not resuming the work after his transfer. The Complainant filed the Complaint dated April 29, 2008 praying reinstatement on duty and payment of outstanding wages for the period of suspension along with legal expenses. BHL filed its reply dated June 25, 2008 stating that the matter relates to transfer of employee and not the termination and hence is out of the jurisdiction and scope of the Forum.	NA	Matter is pending

10.	Labour Court, Saharanpur		Bijendra Rana ('Complainant') v. Bajaj Hindustan Limited Bhaiana ('BHL')	BHL had suspended the Respondent for not resuming the work after his transfer. The Complainant filed the Complaint dated April 29, 2008 praying reinstatement on duty and payment of outstanding wages for the period of suspension along with legal expenses. BHL filed its reply dated June 25, 2008 stating that the matter relates to transfer of employee and not the termination and hence is out of the jurisdiction and scope of the Forum.	NA	Matter is pending
11.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.28	Matter is pending
12.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.21	Matter is pending
13.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.16	Matter is pending
14.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.23	Matter is pending

15.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.22	Matter is pending
16.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.23	Matter is pending
17.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.1	Matter is pending
18.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.57	Matter is pending
19.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.55	Matter is pending
20.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.3	Matter is pending

21.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.53	Matter is pending
22.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.38	Matter is pending
23.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.57	Matter is pending
24.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.34	Matter is pending
25.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.3	Matter is pending
26.	Assistant Labour Commissioner	No.	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.73	Matter is pending

27.	Assistant Labour Commissioner MWA No. 90/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated April 08, 2008 against the Contractor & BHL for non-payment of minimum wages to the employees under the Minimum Wages Act. BHL has filed its reply dated September 11, 2008 stating that BHL had made all the payments as per the Minimum Wages Act to the Contractor as per the terms of the Contract.	0.1	Matter is pending
28.	Assistant Labour Commissioner PWA No. 38/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.25	Matter is pending
29.	Assistant Labour Commissioner PWA No. 39/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.25	Matter is pending
30.	Assistant Labour Commissioner PWA No. 40/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.16	Matter is pending
31.	Assistant Labour Commissioner PWA No. 41/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.16	Matter is pending
32.	Assistant Labour Commissioner PWA No. 42/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.16	Matter is pending

33.	Assistant Labour Commissioner PWA No. 43/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.16	Matter is pending
34.	Assistant Labour Commissioner PWA No. 44/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.26	Matter is pending
35.	Assistant Labour Commissioner PWA No. 45/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.16	Matter is pending
36.	Assistant Labour Commissioner PWA No. 46/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.25	Matter is pending
37.	Assistant Labour Commissioner PWA No. 47/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.26	Matter is pending
38.	Assistant Labour Commissioner PWA No. 48/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.25	Matter is pending

39.	Assistant Labour Commissioner PWA No. 49/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.25	Matter is pending
40.	Assistant Labour Commissioner PWA No. 50/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.25	Matter is pending
41.	Assistant Labour Commissioner PWA No. 51/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.25	Matter is pending
42.	Assistant Labour Commissioner PWA No. 52/2008	State through Labour Inspector v. Contractor & Bajaj Hindustan Limited Bhaiana ('BHL')	The Labour Inspector issued a demand notice dated July 01, 2008 under the Payment of Wages Act for non-payment of wages as per the terms laid down by the Sugar Wage Board. BHL has filed its reply dated October 25, 2008 stating that the employees were hired on contract from the Contractor and hence are not governed by the terms laid down by the Sugar Wage Board.	0.25	Matter is pending

GOLAGOKARANNATH

1.	Civil Judge Junior Division, Mohammadi Case No. 04/2000	Bajaj Hindustan Limited Golagokarannath ('BHL') v. Vigayan Murari ('Respondent')	BHL had filed the Complaint dated January 11, 2000 for injunction against the Respondent with regard to the demarcation of the boundaries of the plots of land belonging to the Parties. A Commission was appointed by the Court for an inquiry into the matter. The report of the Commission was in favour of BHL to which the Respondent demanded a Recommission.	NA	Matter is pending
2.	Civil Judge Junior Division, Mohammadi Case No. 59/1991	Bajaj Hindustan Limited Golagokarannath ('BHL') v. Nagar Palika, Golagokarannath ('Respondent')	BHL had filed the Complaint praying for a permanent injunction against the Nagar Palika for the demolition of a gate of the BHL factory in Golagokarannath. The Court granted a temporary injunction till the pendency of the case to BHL vide interim order dated May 20, 1991.	NA	Matter is pending

3.	Civil Judge Junior Division, Mohammadi Case No. 143/2008	Bajaj Limited Hindustan Golagokarannath ('BHL') v. Dulare & Others ('Respondents')	BHL has filed the complaint praying for a permanent injunction against the Respondents from intervention at BHL's land and the erection work being carried on that land. The permanent injunction was granted to BHL. BHL had made an application for withdrawal on January 16, 2010 and the next date of hearing was February 08, 2010.	NA	Matter is pending
4.	Additional Civil Judge, Kheri Case No. 65/1994	Bajaj Limited Hindustan Golagokarannath ('BHL') v. Bindal Agro ('Respondent')	BHL filed the Complaint in March 02, 1994 against the Respondent for recovery of dues towards differential price of alcohol sold to BHL. Respondents filed their reply dated October 30, 1995. There is another case filed in Delhi for which the Respondents prayed double jeopardy. However, this got rejected vide order dated October 14, 1999. Aggrieved by the order dated October 14, 1999 the Respondent has filed a writ and obtained a stay of the proceeding.	2.5	Matter is pending
5.	Civil Judge, Kheri Case No. 108/1997	Bajaj Limited Hindustan Golagokarannath ('BHL') v. Rajasthan Ganga Nagar Sugar Limited ('Respondent')	BHL has filed the case against the Respondents claiming the recovery of the amount deposited as earnest money. The Civil Judge directed the matter for arbitration vide order dated January 02, 2003	1.67	Matter is pending
6.	Civil Judge, Kheri Case No. 06/2002	Raja Ram Awasthi ('Complainant') v. Bajaj Limited Hindustan Golagokarannath ('BHL')	The Complainant has filed the execution proceeding for getting the decree dated March 19, 2002 which was against BHL in the case being Case No. 86/2000. BHL had filed a writ for the stay of execution of the decree which was granted vide order dated May 22, 2002.	0.97	Matter is pending
7.	Civil Judge, Kheri Case No. 231/1998	Bajaj Limited Hindustan Golagokarannath ('BHL') v. State Sugar Corporation, Maholi ('Respondent')	BHL has filed the suit dated December 10, 1998 for recovery of the amount against the Respondent.	0.12	Matter is pending
8.	Additional Civil Judge, Kheri Case No. 193/1998	Bajaj Limited Hindustan Golagokarannath ('BHL') v. Mata Santoshi International ('Respondent')	BHL had filed the case in October 1998 praying a mandatory injunction against the Respondent and to direct the Respondent to supply 16 P.D.25, P.D.26, Form H, Bill of Shipping & Lading. Respondent has filed its reply dated March 23, 1999 denying the claims.	NA	Matter is pending
9.	Civil Judge, Kheri Case No. 20/2003	Bajaj Limited Hindustan Golagokarannath ('BHL') v. President, Nagar Palika, Golagokarannath ('Respondent')	BHL has filed the current suit against the Nagar Palika, Golagokarannath praying for a permanent injunction against the demolition of the old factory wall by the Respondent for Public Utility. BHL has been granted a temporary injunction vide order dated January 27, 2003.	NA	Matter is pending

10.	Civil Judge Senior Division, Badaun Case No. 39/2002	Bajaj Hindustan Limited Golagokarannath ('BHL') v. Ganesh Paper Mill ('Respondent')	BHL had filed a suit against the Respondent for the recovery of the amount. The original suit was decided against BHL. Aggrieved by the decision, BHL filed a revision application being Revision Application No.26/1999 which was allowed by the order dated January 09, 2004 of Additional District Judge and was transferred to the forum as this complaint.	0.21	Matter is pending
11.	Consumer District Forum, Kheri Case No. 230/2005	Smt. Sarojini Devi ('Complainant') v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The Complainant filed the complaint dated September 23, 2005 praying for the issue of the duplicate share certificate for 500 shares or payment of their equivalent market value. BHL has filed its reply stating that the matter is out of the scope & jurisdiction of the Forum.	0.2	Matter is pending
12.	Consumer District Forum, Kheri Case No. 231/2005	Ram Dayal ('Complainant') v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The Complainant filed the complaint dated August 16, 2005 praying for the issue of the duplicate share certificate for 500 shares or payment of their equivalent market value. BHL has filed its reply stating that the matter is out of the scope & jurisdiction of the Forum.	0.2	Matter is pending
13.	Civil Judge Senior Division, Kheri Case No. 294/2006	Ramesh Krishna on behalf of the Gram Sabha, Golagokarannath ('Complainant') v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The Complainant has filed the Complaint dated September 25, 2006 claiming unauthorized possession of land by BHL used as a cane center. The Complainant states that the land is in ownership of the Complainant and to be used for public purposes only. BHL has filed its reply dated November 20, 2006 stating that the Complainant had prior to the filing of the complaint granted a permission to BHL for the use of said land and also enjoyed the rent paid by BHL.	NA	Matter is pending
14.	District Magistrate, Kheri Case No. 55/2006	Basir Ahmed ('Complainant') v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The Complainant has filed the complainant claiming compensation for the accident that occurred while loading of sugar bags causing grievous injuries to the Complainant while in the course of employment of BHL. BHL has filed its reply stating that the complainant was on contract.	0.7	Matter is pending
15.	Consumer Forum, Kheri Case No. 02/2006	Rajeshwari ('Complainant') v. New India Insurances & Bajaj Hindustan Limited Golagokarannath ('BHL')	The husband of the Complainant ('Victim') was covered under the group insurance scheme through BHL. The Victim met with an accident while in the course of the employment and the Complainant filed the case claiming compensation for the same from the Insurance Company and BHL. BHL has filed written statement on February 27, 2006.	0.12	Matter is pending

16.	AIG Kheri	Stamps,	State v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The notice dated October 03, 2006 was issued to BHL for recovery of stamp duty payable by BHL. BHL has filed its reply.	NA	Matter is pending.
17.	Senior Divisional Magistrate, Kheri		State v. Mangal Singh & Bajaj Hindustan Limited, Golagokarannath ('BHL') ('Respondents')	The notice dated December 15, 2007 was issued to BHL for recovery of stamp duty payable by BHL. BHL has filed its reply.	NA	Matter is pending.
18.	Civil Judge Senior Division, Kheri		Ram Kumar Mishra ('Complainant') v. Bajaj Hindustan Limited, Golagokarannath ('BHL')	The Complainant had filed the complaint dated October 24, 2007 for obtaining a succession certificate for receiving the pension due to his father. BHL has filed its objection dated March 15, 2008.	NA	Matter is pending
19.	Consumer Forum, Kheri		Ajit Singh ('Complainant') v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The case was filed by the Complainant on December 18, 2007 to claim compensation against the drip irrigation plant constructed by Maya Agency which was unsatisfactory. BHL has filed its reply dated March 02, 2009.	0.45	Matter is pending
20.	Consumer Forum, Kheri		Mr. Surendra ('Complainant') v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The case was filed by the Complainant on February 01, 2008 to claim compensation against the drip irrigation plant constructed by Maya Agency which was unsatisfactory. BHL has filed its reply.	0.3	Matter is pending
21.	Consumer Forum, Kheri		Sanjeev Kumar ('Complainant') v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The case was filed by the Complainant on February 10, 2008 to claim compensation against the drip irrigation plant constructed by Maya Agency which was unsatisfactory. BHL has filed its reply May 05, 2009.	0.1	Matter is pending
22.	District Judge Lakhimpur, Kheri		Sikandar Jahan ('Appellant') v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The Original Complaint being Case No. 12/2000 was filed Mr. Salim (husband of the Appellant) praying for an injunction against the vacation of a quarter provided to him for his residence during the employment of BHL. The Civil Judge made an order in favour of BHL. Aggrieved by the order of the Civil Judge, the Appellant filed the Appeal.	NA	Matter is pending
23.	Civil Judge Senior Division, Kheri		Sulekha Bhatnagar ('Complainant') v. Bajaj Hindustan Limited Golagokarannath ('BHL')	The Complainant has filed the complaint claiming recovery of dues against supply & services of spare parts.	0.67	Matter is pending

24.	Consumer Forum, Kheri Case No. 231/2008	Chandrika Prasad (‘Complainant’) v. Saryu Gramin Bank (‘Bank’) & Bajaj Hindustan Limited Golagokarannath (‘BHL’)	The Complainant had filed the complaint dated September 15, 2008 claiming that the money deposited in the account of the Complainant were not allowed to be debited by the bank. BHL has filed a reply stating that it had deposited the amount as per the agreement with the Complainant in the account with the Bank.	0.02	Matter is pending
25.	Sub Divisional Magistrate, Golagokarannath	Bajaj Hindustan Limited Golagokarannath (‘BHL’) v. Ram Sewak (‘Respondent’)	BHL has filed the complaint against the Respondent under section 59 & 180 of the Uttar Pradesh Tenancy Act. A notice dated September 5, 2007 was given to the Respondent prior to filing of the complaint under section 80 of Civil Procedure Code. Magistrate has issued summons.	NA	Matter is pending
26.	Sub Divisional Magistrate, Golagokarannath	Rakesh Kumar Tripathi (‘Complainant’) v. Bajaj Hindustan Limited Golagokarannath (‘BHL’)	The Complainant has filed this complainant dated December 20, 2007 stating BHL responsible for public nuisance by illegal possession at gate No. 200 admeasuring 0.69 acres. BHL has filed its reply stating that the land is a private property and there is no public nuisance caused.	NA	Matter is pending
27.	Civil Judge Senior Divison, Kheri Case No. 18/1996	Bajaj Hindustan Limited Golagokarannath (‘BHL’) v. District Forest Officer (‘DFO’)	The present suit is filed by BHL for specific performance of the sale contract against the Government for execution of sale deed in respect to 30 acres of forest land agreed to be sold by the Government to subsidiary company of BHL, which was later on amalgamated with BHL. The sale price of Rs. 90,000 was deposited with the Government and the government order in respect to the sale was cancelled on the allegation that the project for which the land was purchased could not materialize. Hence, according to the condition of sale, the land stands reverted to the Government. On such reversion, BHL applied for said land for industrial purposes which has not been granted	0.09	Matter is pending

28.	Sub-Divisional Magistrate, Kheri Case No. 73/2003	Bajaj Limited Golagokarannath (‘BHL’) v. District Forest Officer (‘DFO’)	Hindustan	<p>The DFO filed an application to evict BHL from the land admeasuring 19.36 acres leased out by the State Government of Uttar Pradesh. The Application also sought the recovery of damages. The principal allegation in the application was unauthorized possession of the Forest land for a period of 39 years. The DFO filed an application dated March 18, 2009 with the Forum stating that such eviction matter fell within the jurisdiction of DFO. Subsequently, the DFO issued a show cause notice being SCN No. 01/2009 dated April 16, 2009 alleging encroachment on the land. Pending such adjudication, BHL paid the rent and the premium for the disputed land. DFO acknowledged the receipt of rent and premium from BHL and further clarified the position with respect to the land that the matter relating to the lease is pending before the applicable administrative authorities of State of Uttar Pradesh. A notice was issued to the company on February 25, 2009 alleging unauthorized possession and non-payment of lease rent and premium pursuant to an order issued by the applicable administrative authorities of the State of Uttar Pradesh. The Comp may was also directed to renew such lease by December 31, 2009. The lease has not been renewed so far.</p> <p>The DFO further advised the company to withdraw the Writ Petition No. 4217/MP/2003 (which has been withdrawn by BHL) as a precondition for renewal of such lease. Further, the DFO stated that until the cases pending against the company are disposed off, any proposal for renewal of lease of such forest land will not be considered.</p> <p>The company has applied for extension of time for complying with the conditions.</p>	19.6	Matter is pending
-----	---	---	-----------	--	------	-------------------

29.	Sub-Divisional Magistrate, Kheri Case No. 1/1/1	Bajaj Limited Golagokarannath (‘BHL’) v. District Forest Officer (‘DFO’)	Hindustan	<p>The DFO filed an application to evict BHL from the land admeasuring 7.77 acres leased out by the State Government of Uttar Pradesh. The Application also sought the recovery of damages.</p> <p>The principal allegation in the application was unauthorized possession of the Forest land for a period of 34 years. The DFO filed an application dated March 18, 2009 with the Forum stating that such eviction matter fell within the jurisdiction of DFO. Subsequently, the DFO issued a show cause notice being SCN No. 02/2009 dated April 16, 2009 alleging encroachment on the land.</p> <p>Pending such adjudication, BHL paid the rent and the premium for the disputed land. DFO acknowledged the receipt of rent and premium from BHL and further clarified the position with respect to the land the original lease executed for 40 years had expired on December 31, 2002, BHL was directed to renew such lease by December 31, 2009. The lease has not been renewed so far.</p> <p>The DFO further advised the company to withdraw the Writ Petition No. 4217/MP/2003 (which has been withdrawn by BHL) as a precondition for renewal of such lease. Further, the DFO stated that until the cases pending against the company are disposed off, any proposal for renewal of lease of such forest land will not be considered. The company has applied for extension of time for complying with the conditions.</p>	7.75	Matter is pending
-----	---	---	-----------	---	------	-------------------

PALIAKALAN

1.	District Magistrate, Kheri	Gram Paliakalan (‘Complainant’) v. Bajaj Hindustan Limited Paliakalankalan (‘BHL’)	Sabha,	<p>The Tehsildar issued a notice to BHL regarding illegal possession over the land admeasuring 3.5 acres of Gram Sabha, Paliakalan and imposed a penalty of Rs. 31 million. BHL went for a revision to the District magistrate.</p> <p>The District magistrate ordered a revision and granted a chance to BHL for a hearing.</p> <p>The tehsildar after hearing the BHL agreed for a land exchange and the land of BHL was exchanged but some portion remained.</p> <p>The District Magistrate got changed and canceled the exchange of the land and issued a penalty on BHL.</p>	0.06	Matter is pending
2.	Assistant Labour Commissioner, Lucknow CB No. 22/2008	Sharda Worker Union (‘Complainant’) v. Bajaj Hindustan Limited Paliakalankalan (‘BHL’)		<p>The Complainant filed the complaint dated January 21, 2008 on behalf of 16 workers demanding payment of wages as per the terms laid down by Sugar Wage Board.</p> <p>The Labour Board has also issued a notice to BHL dated August 24, 2009.</p>	0.1	Matter is pending

3.	Civil Judge Junior Division, Kheri Civil Suit 763/1997	Sri Gurmukh Singh ('Complainant') v. Shri RC Singhal. General Manager; Bajaj Hindustan Limited Paliakalankalan ('BHL') & Others	The Complainant has filed the complaint alleging that BHL has setup a weighing bridge for weighing of sugarcane on Complainant's land measuring 0.6 acres. The Complainant has prayed for vacation of the land and a permanent injunction against BHL. BHL has filed its reply dated September 14, 1998 and requested the Court for a survey of land.	NA	Matter is pending
4.	Chief Judicial Magistrate Cr. Case No. 325/1998	State v. A.K. Pandey & Ors. ('Accused')	Bajaj Hindustan Limited Paliakalankalan ('BHL') filed FIR dated March 12, 1998 against the Accused for tagging of cane prices. High Court stayed the arrest of the Accused against the FIR vide order dated April 30, 1998. The matter has been transferred to the Court of Chief Judicial Magistrate.	0.02	Matter is pending
5.	Judicial Magistrate, Lucknow Cr. Case No. 122/2006	State v. Ram Lal, driver at Bajaj Hindustan Limited Paliakalankalan	The vehicle of Bajaj Hindustan Limited Paliakalankalan ('BHL') collided with a scooter. Ram Lal ('Driver') was arrested against an FIR Filed dated June 20, 2005 and the vehicle was seized. The FIR is still pending. Driver is bailed out and the scooter driver has been awarded the claim from the insurance company.	NA	Matter is pending
6.	Consumer Forum, Kheri Case No. 168/2006	Krishan Kumar Awasthi ('Complainant') v. Lucknow Shaitriya Gramin Bank ('Bank') & Bajaj Hindustan Limited Palikalan ('BHL')	The Complainant had filed the complaint dated May 31, 2006 claiming that the money deposited in the wrong account for the Complainant and hence could not be received by the Complainant. BHL has filed a reply stating that it had deposited the amount as per the account details provided by the Complainant.	0.02	Matter is pending
7.	Consumer Forum, Kheri Case No. 143/2008	Jugna Devi ('Complainant') v. Co-operative Cane Association Limited (Cane Association), Bajaj Hindustan Palikalan ('BHL') & New India Insurance ('Insurance')	The Complainant has filed the complaint claiming compensation regarding the pending dues of her husband Mr. Yagya Kumar against the sugarcane supplied. BHL has filed its reply dated July 2, 2008 stating that BHL had deposited all the requisite amount with the Cane Association.	0.14	Matter is pending
8.	Consumer Forum, Kheri Case No. 132/2008	Putta Lal ('Complainant') v. Lucknow Shaitriya Gramin Bank ('Bank') & Bajaj Hindustan Limited Paliakalankalan ('BHL')	The Complainant had filed the complaint dated May 28, 2008 claiming that there was an illegal deduction in the payment by BHL due to the mistake of depositing money in the wrong account by BHL. BHL has filed a reply stating that it had deposited the amount as per the account details provided by the Complainant.	0.03	Matter is pending

9.	District Magistrate, Kheri	Perhlad Kumar ('Complainant') v. Bajaj Hindustan Palikalan ('BHL')	The Complainant filed the complaint dated February 21, 2006 under the Workmen Compensation Act stating that Complainant was employed on a contract by BHL & claimed compensation due to burns on face and neck during the course of employment at BHL. BHL filed its reply denying the employment of the Complainant and occurrence of any such incident in the BHL factory.	0.54	Matter is pending
10.	Civil Judge Senior Division, Kheri Case No. 365/2006	Paliakalankalan Bus Union ('Complainant') v. Bajaj Hindustan Limited Paliakalankalan ('BHL')	The Complainant had filed the complaint dated November 16, 2006 praying an injunction and demanded that BHL must stop carrying canes to the factory on trolleys and instead shall use trucks of the Complainant. BHL has filed its reply dated December 11, 2006 stating that the transportation of the canes to the factory is by Contractors and not the BHL.	NA	Matter is pending
11.	Tehsildar, Paliakalankalan Case No. 101/2007	Gram Sabha, Paliakalankalan ('Complainant') v. Bajaj Hindustan Limited Paliakalankalan ('BHL')	The Tehsildar issued a recovery notice dated June 15, 2006 to BHL on the Complaints of the adjoining owners of the land against BHL alleging that BHL has encroached upon the Kaccha Road for setting up of a Biocompost plant and proposed a penalty for the same. BHL filed a restoration application dated August 22, 2007 which has been allowed vide order dated January 22, 2008.	1.0	Matter is pending
12.	Tehsildar, Paliakalankalan Case No. 102/2007	Gram Sabha, Paliakalankalan ('Complainant') v. Bajaj Hindustan Limited Paliakalankalan ('BHL')	The Tehsildar issued a recovery notice dated June 15, 2006 to BHL on the Complaints of the adjoining owners of the land against BHL alleging that BHL has encroached upon the Kaccha Road for setting up of a MDF plant and proposed a penalty for the same. BHL filed a restoration application dated August 22, 2007 which has been allowed vide order dated January 22, 2008.	1.0	Matter is pending
13.	Civil Judge Senior Division, Kheri Case No. 59/2007	Arun Kumar & Ors. ('Complainants') v. Bajaj Hindustan Limited Paliakalankalan ('BHL')	The Complainants filed the civil suit against BHL alleging that BHL has constructed an effluent drain (Nala) on the lands of the Complainants situated at Bijoria village. BHL has filed a reply dated August 12, 2008 denying the allegations of the Complainants.	0.06	Matter is pending

INDUSTRIAL TRIBUNAL, LUCKNOW

1.	Industrial Tribunal, Lucknow ADJ Case No. 196/1993	Prahlad Kumar Mehta ('Complainant') v. Bajaj Hindustan Limited ('BHL')	The Complainant was a clerk at BHL. The services of the Complainant were dismissed wef. December 30, 1991 on the charge of theft of factory property. The Complainant has filed this case against his dismissal and prayed for compensation.	1.03	Matter is pending
----	---	--	---	------	-------------------

2.	Industrial Tribunal, Lucknow	Mahendra Kumar Jha ('Complainant') v. Bajaj Hindustan Limited ('BHL')	ADJ Case No. 30/1999	The Complainant was a store clerk at BHL. The services of the Complainant were terminated wef. December 26, 1995. The Complainant has filed this case against his dismissal and prayed for reinstatement and compensation. The Deputy Labour Commissioner made a reference to the Forum on February 18, 1999.	0.35	Matter is pending
3.	Industrial Tribunal, Lucknow	Sanjay Garg ('Complainant') v. Bajaj Hindustan Limited ('BHL')	ADJ Case No. 83/1998	The Complainant was a purchase assistant at BHL. The services of the Complainant were terminated w.e.f. December 26, 1995 due to his involvement in theft. The Complainant has filed this case against his dismissal and prayed for reinstatement and compensation. The Deputy Labour Commissioner made a reference to the Forum on October 16, 1998.	0.8	Matter is pending
4.	Industrial Tribunal, Lucknow	Suresh Kumar ('Complainant') v. Bajaj Hindustan Limited ('BHL')	ADJ Case No. 84/1998	The Complainant was a voucher paid employee at BHL. The services of the Complainant were terminated w.e.f. November 01, 1997. The Complainant has filed this case against his dismissal and prayed for reinstatement and compensation. The Conciliation Board made a reference to the Forum on October 16, 1998.	0.24	Matter is pending
5.	Industrial Tribunal, Lucknow	Mr. Salim ('Complainant') v. Bajaj Hindustan Limited ('BHL')	ADJ Case No. 56/2004	The Complainant resigned and his resignation was accepted by BHL on August 30, 2000. The Complainant has filed this case against his resignation claiming that the resignation was forcibly obtained by BHL and prayed for reinstatement and compensation. The Deputy Labour Commissioner made a reference to the Forum.	0.28	Matter is pending
6.	Labour Court, Lucknow	Vijay Kumar ('Complainant') v. Bajaj Hindustan Limited ('BHL')	ADJ Case No. 153/2001	The Complainant was a hired to look after Land of Patrasi at BHL. The services of the Complainant were terminated wef. January 01, 2001. The Complainant has filed this case against his dismissal and prayed for reinstatement and compensation. The Deputy Labour Commissioner made a reference to the Forum.	0.16	Matter is pending
7.	Industrial Tribunal, Lucknow	Raj Kumar Saxena ('Complainant') v. Bajaj Hindustan Limited ('BHL')	ADJ Case No. 70/1995	The Complainant was a welder at BHL. The services of the Complainant were terminated wef. November 19, 1994 due to his involvement in theft. The Complainant has filed this case against his termination and prayed for reinstatement and compensation. The case is a transfer case from the Gorakhpur Tribunal.	0.8	Matter is pending

HIGH COURT CASES

1.	High Court of Allahabad, Lucknow Bench	Bajaj Hindustan Limited ('BHL') v. Presiding Officer, Labour Court & Ors. ('Respondents')	Writ Petition No. 1945/1988	BHL had terminated the services of workers. Mr. BS Rawat pursued his cases independently by filing a Case against BHL in the Labour Court. The award of Labour Court dated November 02, 1987 by the Presiding officer was against BHL. BHL aggrieved by the order of the Labour Court has filed the Writ claiming that the order of the Labour Court was based on illegal evidence.	1.94	Matter is pending
2.	High Court of Allahabad, Lucknow Bench	Bajaj Hindustan Limited ('BHL') v. Raja Ram Awasthy ('Respondent')	Writ Petition No. 31/2002	The Respondent was a compounder and covered under the Government Grade Employees. The Respondent was retired on July 16, 2000. The Respondent filed a declaratory injunction suit being 86/2000 challenging his date of retirement. The Civil Judge, Kheri passed a decree dated March 19, 2002 in favour of the Respondent. BHL has filed the Writ in May against the order of the Civil Judge, Kheri and also for the stay of execution of the decree. The Hon'ble High Court has vide order dated May 22, 2005 stayed the execution of the decree until next date.	1.14	Matter is pending
3.	High Court of Allahabad, Lucknow Bench	Ramesh Prasad Gupta ('Appellant') v. Presiding Officer, Labour Court & Ors. ('Respondent')	Writ Petition No. 4829/2005	The original complaint was filed by the Appellant being 163/2000 against Bajaj Hindustan Limited ('BHL') in November 2000 in the Labour Court against the suspension order of the Appellant for stealing of goods dated April 16, 1998. Labour Court ordered against plaintiff vide order dated December 21, 2004. Appellant has preferred a Writ of Certiorari and prayed quashing of the order of the Labour Court and reinstatement of the Appellant to work and cost.	0.5	Matter is pending
4.	High Court of Allahabad, Lucknow Bench	S.C. Shukla ('Appellant') v. Bajaj Hindustan Limited ('BHL')	Writ Petition No. 2888/2003	This matter pertains to the dispute between BHL and its employee (Appellant) relating to failure on the part of the Appellant to submit his personal details to BHL. The date of birth of the Appellant was wrongfully recorded and BHL denied timely submission of the same. A notice of retirement was issued. Aggrieved from the same, the Appellant approached the Deputy Labour Commissioner, Lucknow by his application dated June 8, 2000. The Deputy Labour Commissioner passed the impugned order dated June 11, 2003 dismissed his application. The Appellant has appealed against the impugned order passed by the Deputy Labour Commissioner, Lucknow in C No. 5/2000 dated June 11, 2003 to direct the Respondent to reinstate the Appellant in service upto July 4, 2007 and pay him salary in the pendency of the petition. The writ petition has been admitted by the High Court of Allahabad (Lucknow Bench).	0.63	Matter is pending

5.	High Court of Jaipur (Rajasthan)	Bajaj Hindustan Limited ('BHL') & Ors v. Maruti Lime and Allied Products India ('Respondent')	<p>The Respondent had filed a civil suit being Civil Suit No.152/2002 for the recovery of amount from BHL.</p> <p>The Court of District Judge, Ajmer decided the case in favour of the Respondent vide order dated June 04, 2004. BHL have filed the Writ in appeal against the order of the District Judge alongwith a stay application on the execution of the order.</p> <p>The Hon'ble High Court granted a stay on the execution of the order on a condition that BHL deposit Rs. 0.32 Million with the Court which BHL has deposited.</p>	0.4	Matter is pending
6.	High Court of Allahabad, Lucknow Bench Appeal No. 389/2003	State of Uttar Pradesh & Ors. ('State') v. Manager, Bajaj Hindustan Limited ('BHL')	<p>The Forest department filed a case in the court of Additional Chief Judicial Magistrate, Lakhimpur Kheri being Cri Case no. 1422 of 1997 and claimed Rs. 2.5 million as compensation against the damage caused by the effluents let out from BHL factory.</p> <p>The Additional Chief Judicial Magistrate vide order dated July 09, 1998 imposed a fine of Rs. 60500/-.</p> <p>Aggrieved by the order BHL filed an appeal in the Court of Special Judge on May 12, 2000 who allowed the appeal and dismissed the order of fine and compensation. Forest Dept filed a Criminal Revision under section 397 Criminal Procedure Code in High Court Lucknow bench which converted in Appeal no 389 of 2003.</p>	0.07	Matter is pending
7.	High Court of Allahabad, Lucknow Bench Appeal No. 1196/1999	Bajaj Hindustan Limited ('BHL') v. Union of India	<p>BHL filed a writ dated March 20, 1999 alongwith a stay application against the order of the Central Government dated July 13, 1998 advising BHL to pay interest on excess realisation for sugar levy prices for the year 1973-74.</p> <p>The Hon'ble High Court granted a vide order dated September 17, 1999.</p>	30.20	Matter is pending
8.	High Court of Allahabad, Lucknow Bench Writ Petition No. 1317/2000	Bajaj Hindustan Limited ('BHL') v. Chief Controller Revenue Authority ('CCRA') & Ors.	<p>CCRA, Allahabad rejected BHL's 25 revisions regarding stamp duty on patrasi land.</p> <p>BHL has the Writ before Hon'ble High Court Lucknow Bench, against the orders of CCRA, Allahabad and Assistant District Magistrate, Kheri.</p> <p>Hon'ble High Court has stayed operation of orders passed by CCRA & Assistant District Magistrate, Kheri until further orders.</p>	5.5	Matter is pending.
9.	High Court of Allahabad, Lucknow Bench Writ Petition No. 87/1993	Bajaj Hindustan Limited ('BHL') v. Additional District Judge ('ADJ') & Nizam Sugar Limited	<p>BHL has filed the Writ before the Hon'ble High Court of Allahabad, Lucknow Bench against the order of the ADJ dated August 27, 1992 decreeing a recovery against BHL.</p> <p>The Hon'ble High Court of Allahabad, Lucknow Bench has granted a stay on the operation of the decree.</p>	0.08	Matter is pending

10.	High Court of Allahabad FAFO No. 3727/2008	Smt. Karandee & Others ('Appellant') v. Bajaj Hindustan Limited Billai ('BHL')	The Appellant has filed the appeal against the order passed by the Assistant Labour Commissioner in favour of BHL in the Complaint being WCA No. 23/2006 for compensation under Workmen's Compensation Act against death of Appellants husband in the course of employment with BHL.	1.35	Matter is pending
11.	High Court of Allahabad, Lucknow Bench Writ Petition No. 2004/2005	Bajaj Hindustan Limited ('BHL') v. Union of India & Ors.	<p>BHL has challenged the illegal and arbitrary retrospective enhancement of siding maintenance charges by the railways administration. BHL had entered into an agreement with the President of India, acting through the Additional Chief Commercial Superintendent of North Eastern Railway Administration on November 10, 1962, August 24, 1976 and October 01, 1983 in respect of its Golangkarannath & Paliakalankalan units, respectively.</p> <p>The railway administration had arbitrarily enhance the siding maintenance charges vide their letter dated May 24, 2004 issued by the chief Engineer, North Eastern Railway, Gorakhpur wef. April 01, 1992, April 01, 1997, and April 01, 2002. The Demand for retrospective revision has been stayed by the Forum. However the Forum has directed BHL to pay the enhanced siding charges for current period.</p>	3.12	Matter is pending
12.	High Court Of Judicature At Bombay Ordinary Original Civil Jurisdiction Suit No. 6816 of 1999	M/s Mata Santoshi International Marketing Pvt. Ltd. (Plaintiff) v. M/s Bajaj Hindustan Ltd. (BHL)	<p>Plaintiff has filed the suit dated December 01, 1999 for the alleged loss suffered by the Plaintiff due to defect in the material (Ethyl Alcohol) manufactured and supplied by BHL.</p> <p>BHL has filed its written statement on September 17, 2007 stating that the material supplied was as per the ISI specifications and the same was checked and certified by the Plaintiff. The matter was listed on board on September 28, 2007 with the Prothonotary & Senior Master, High Court, Bombay The suit has been transferred to the list of long causes.</p>	2.55	Matter is pending
13.	High Court Of Judicature At Bombay Ordinary Original Civil Jurisdiction Suit No. 2067 of 2007	Falcon Brokerage Private Limited (Plaintiff) v. Jayantilal Khandwala & Sons Private Limited (JKSPL) and Bajaj Hindustan Limited (BHL) (Defendants)	<p>BHL had placed an Inter Corporate Deposit of Rs. 30,000,000 for 182 days @ 15% p.a. with the JKSP. The Plaintiff was the guarantor on behalf of KJSPL and had pledged shares with the BHL.</p> <p>JKSPL defaulted in the payment of the debt. BHL, inorder to recover the same, sold the shares that were pledged by the guarantors for Rs. 11,605,009.</p> <p>The Plaintiffs have filed the suit dated July 06, 2007 against the Defendants and claimed from JKSP Rs 11,605,009 + 18% interest p.a.</p> <p>BHL is a formal party to the claim. The suit has been transferred to the list of long causes by the learned Prothonotary.</p>	11.6	Matter is pending.

14.	High Court Of Judicature At Bombay Ordinary Original Civil Jurisdiction	Bajaj Hindustan Limited (BHL) v. Jayantilal Khandwala & Sons Pvt. Ltd. (JKSPL) & Ors (Defendants)	BHL had placed an Inter Corporate Deposit of Rs. 30,000,000 for 182 days @ 15% p.a. with the JKSP. The Plaintiff was the guarantor on behalf of KJSPL and had pledged shares with the BHL. JKSP defaulted the payment of debt to BHL and hence the suit s filed dated July 20, 2004.	31.24	Matter is pending.
	Summary Suit No. 2392 of 2004		Vide order dated April 03, 2006 in the Summons for Judgement No. 836 of 2004, the Court ordered the Defendants to deposit in the Court an amount of Rs. 10,000,000 and the same shall be invested in the fixed deposit of the Nationalised Bank initially for a period of 3 years and renewed accordingly and transferred the suit to the list of commercial causes.		
			The Defendants filed appeals against the order dated April 03, 2006 being Appeals 402/2006, 422/2006 and 423/2006 which got dismissed by a common order dated June 28, 2006. The Defendant aggrieved by the order dated June 28, 2006 filed Special Leave Petitions being Special Leave Petition (Civil) No. 14390 of 2006 and Special Leave Petition (Civil) No. 14093 of 2006. The SLPs are pending.		
			BHL had filed a Notice of Motion in September 2008 being Notice of Motion No. 3431 of 2008 for an interim order for the availment of the Deposit money amounting to Rs. 100,00,000 which was granted to in favour of BHL with a condition that BHL shall furnish bank guarantee for the same amount to the Court vide order dated January 21, 2010		
15.	High Court, Madras	Prabhat Kumar Nevatia ('Plaintiff') v/s Ashish Nevatia and others (('Defendants') (BHL is defendant no. 11 out of 24 defendants in this matter)	The petitioner has filed a plaint dated January 31, 2008 under order VII Rule 1 of the CPC read with order IV Rule 1 of the original side rules. The matter pertains to a family dispute and its settlement thereof. The Plaintiff has asked for a decree against the Defendants to allot 1/6 shares including all dividends and benefits, permanent injunction restraining the Defendants from alienating the shares, directing the Defendants to account for assets of the Srikrishna Pramod Kumar HUF.	2.01	The matter is pending hearing and final disposal.

OTHER CASES

1.	City Civil Court at Ahmedabad Civil Suit No. 5731 of 1995	Mohanlal Mayabhai Patel & Rameshchandra Vasram Patel (Plaintiffs) v. Bajaj Hindustan Limited (BHL)	<p>Plaintiffs had filed the suit dated November 13, 1995 against BHL claiming to purchase the said shares in question and praying a permanent injunction against the transfer of 300 shares in favour of any other party except for the Plaintiffs.</p> <p>BHL received an ad-interim injunction orders dated November 14, 1995 restraining BHL from transferring the said shares upto December 06, 1995; December 13, 1995 restraining BHL from transferring the said shares upto December 26, 1995; December 30, 1995 restraining BHL from transferring the said shares till further hearing of the suit.</p> <p>BHL has at periodic intervals enquired about the case status regarding the shares in dispute but there has been no correspondence from the Plaintiffs on the same. The original share certificates are with BHL.</p>	NA	Matter is pending.
2.	Court of City Civil Judge, Bangalore O.S. No. 10668/1993	Mr. Ramesh Kumar & Ors v. Mr. Bishwarup & Ors.	<p>Plaintiffs had filed the suit dated August 20, 1993 stating that the Plaintiffs had purchased the shares of the Defendants 2-13 and placed the same alongwith a signed transfer deed with Mr. Bishwarup for securing a loan.</p> <p>Mr. Bishwarup did not meet the requirements of the Plaintiffs instead wanted to dispose off the shares and debentures of the Plaintiffs. Plaintiffs have filed the suit praying for Permanent Injunction restraining the Defendants 2-13 not to transfer the shares to any third party or Mr. Biswarup. The Court granted an injunction order dated August 28, 1993 in favour of the Plaintiff till next date of hearing.</p>	NA	Matter is pending.
3.	Court of Civil judge, J.D., Ulhasnagar Reg. Civil Suit No. 44 of 1997	Mrs. Bhagwanti H. Budhrani (Plaintiff) v. Bajaj Hindustan Limited (BHL)	<p>The Plaintiff has filed the suit dated on February 20, 1997 stating that Plaintiff had sent the transfer deed for 50 shares of BHL. BHL had received the same and had returned the objection certificate being certificate no. 37105 which got misplaced in transit.</p> <p>The Plaintiff has filed the suit praying entitlement of the suit shares and permanent injunction on transfer of shares to any third party. The court vide its order dated July 31, 1998 granted a permanent injunction for the transfer of shares.</p>	NA	Matter is pending.
4.	Court Of Civil Judge, J.D., Jetpur Reg Civil Suit No. 325/ 1999	Mr. Anantrai Jesukhlal (Plaintiff) v. Bajaj Hindustan Limited (BHL)	<p>The Plaintiff had purchased 50 equity shares of BHL vide certificate no. 36987 being shares 1849301 to 1849350. Plaintiff had sent the same to the BHL for transfer which was not received by BHL.</p> <p>The plaintiff has filed the suit for entitlement of shares and also for permanent injunction against the transfer of the said shares to any third party. BHL has still not received the true copy of the order of injunction.</p>	NA	Matter is pending.

5.	Court Of Civil Judge JD At Ulhasnagar R.C.S No. 116 of 2006	Mr. Mohkam Singh (Plaintiff) v. Bajaj Hindustan Limited (BHL)	Plaintiff has subscribed for 100 shares of BHL from certificate No. 37096 bearing distinctive No. 1854751 to 185480 & 415901 to 415950. BHL sent the said shares to the Plaintiff but the Plaintiff did not receive them and the shares have been diverted to some unknown person. Plaintiff has filed this suit praying declaration of ownership on the said shares, perpetual and temporary injunction against the transfer of the shares or any bonus shares or other benefits by BHL to any third party during the pendency of the suit and the cost of suit. Plaintiff has also filed an interim application dated April 20, 2006 for temporary injunction. BHL has filed its written statement on September 16, 2006.	NA	Matter is pending.
6.	Court of Small Causes at Bombay RAE & R Suit No. 1366/ 96	Purushottam Dattatray Ghanekar (Plaintiff) v. Bajaj Hindustan Limited (BHL), Mrudula P Joshi, Anil Joshi & Vidyanand Joshi (Defendants)	The Plaintiff has filed the suit dated May 8, 1996 for vacating and possession of the residential premises being flat No. 3, 1 st floor, Plot No. 165, Dadar Matunga Estate, Vincent road, Bombay 400014 for non-payment of rent in respect of the said premises from 1975 onwards. The Plaintiff has also prayed for temporary injunction during the pendency of the suit and payment of arrears of rent for the period from April 1, 1993 to March 31, 1996 amounting to Rs. 3240/- and costs of the suit.	NA	Matter is pending.

(iv) Criminal Cases filed against the officials of BHL

S. No.	Unit	Case/FIR No.	Names of our officers involved	Brief Particulars	Present Status of the case as per the company's officials	Writ Petition No. as filed in the Allahabad High Court by the affected company officials	Present Status of the writ petitions filed by the affected company officials
BHL							
1.	Kinauni	571/08	D.P. Sharma (Unit Head) and Narendra (Weighment Clerk)	Mr. D.P. Sharma has been chargesheeted by the police under Sections 420/ 427/ 468/ 471 of Indian Penal Code ("IPC") for underweighment of sugarcane.	A charge sheet has been filed by the Police. Notice from the Chief Judicial Magistrate ("CJM") awaited.	1115/09	Last listed on January 22, 2009, wherein an order was passed granting a stay on arrest till further hearing.
2.	Kinauni	601/08	D.P. Sharma (Unit Head) and Avdhesh Kumar (Weighment Clerk)	Mr. D.P. Sharma has been chargesheeted under Sections 420/467/468/120B of the IPC for making cash	A charge sheet has been filed by the Police. Notice from the CJM awaited.	1114/09	Last listed on January 22, 2009, wherein an order was passed granting a stay on arrest till further

				payments to certain farmers and for issuing cash receipts to certain farmers without any authority from the Sugarcane Development Society. Mr. D.P. Sharma and Mr. Kumar are also alleged to have violated Section 15 of the U.P. Sugarcane Act, 1953 ("Sugarcane Act"), Rule 22 of the U.P. Sugarcane Rules, 1953 and Section 6(1) of the Sugarcane Control Order, 1966.			listing, while the investigation is on.
3.	Kinauni	70/09	DP Sharma (Unit head) and Ghan Shyam (Weighment Clerk).	Mr. D.P. Sharma has been chargesheeted under Sections 420/120B of the IPC, Clause 4 of Schedule I of the U.P. Vaccum Pan Licensing Order, 1969 and Rules 38, 38A and 96 of the U.P. Sugarcane (Regulation of Supply and Purchase) Rules, 1954 for underweighment of sugarcane.	A charge sheet has been filed by the Police. Notice from the CJM awaited.	2937/09	Last heard on February 19, 2009, wherein an order was passed granting an extension of the stay on arrest. No further order of listing has been made.
4.	Barkhera	98/09	N.C. Agarwal (Unit Head), Kuldeep Pilania, Sanjeev Chaudhary, Sanjeev Kumar (Cane Department Officers)	A First Information Report (" FIR ") has been filed against Mr. N.C. Agarwal under Sections 307, 504 and 506 of the IPC and under Section 3(ii)(v) of the Scheduled Caste and Scheduled Tribe (Prevention of Atrocities) Act, 1989 for allegedly threatening and using caste indicative language.	The investigation is in progress.	2967/09	Last listed on February 27, 2009, wherein an order was passed granting an extension of the stay on arrest.

5.	Bilai	49/08	Akhilesh Mishra (Unit Head)	An FIR has been filed against Mr. Akhilesh Mishra in this case which relates to Section 420 of the IPC and Section 22 of the Sugarcane Act, 1953 for alleged non-payment of sugarcane dues and underweightment.	The police has filed the final report before the CJM.	11444/08	This petition was disposed off on October 14, 2009, with the directions that investigations be made and pending investigations, no arrest be made. [order awaited]
6.	Gangnauli	44/08	Sanjay Awasthy (Unit Head) and Afzal Ghour (Clerk)	An FIR was filed against Mr. Awasthy under Sections 420/427/468/471 of the IPC, Section 17 (2) of the Sugarcane Act and Section 3 (3) of the Sugarcane Control Order, 1966, alleging non-payment of sugarcane dues.	The police has filed the final report, which is in the process of being considered by the CJM.	6958/08	Last Listed on April 30, 2008, wherein an order was passed granting a stay on arrest till next listing.
7.	Bhaisana	257/08	Jang Bahadur Singh Tomar, Sharan Singh and Ranjit Singh	An FIR has been filed against Mr. Jang Bahadur Tomar, General Manager of the Cane Department at BHSIL, and Sharan Singh and Ranjit Singh, Cane Officers of the company, under Sections 420 and 406 of the IPC, alleging underweightment of sugarcane.	The investigation is in progress.	7225/08	Last heard on October 12, 2009, wherein an order was passed granting an extension of stay on arrest.
8.	Budhana	945 of 09	M/s Raj Singh, Akash, EDP Manager, Pradeep Kumar	An FIR dated 30/12/09 has been filed against M/s Raj Singh, Akash, EDP Manager, Pradeep Kumar Officers of the company, 420/468/471 IPC and 5(1)(2)(3)(6) Sugar Control, etc. alleging Issue of slips in fictitious names, Purchase of sugarcane from out of reserved area. Cash payment.	Arrest of the persons named in the FIR has been stayed by Allahabad High Court		Pending

b) Bajaj Hindustan Sugar & Industries Limited:

(i) Tax Proceedings:

Show Cause Notices issued to BHSIL:

1. A show cause notice dated September 9, 2009 issued by Additional Commissioner, Central Excise Division, Faizabad was received by the Rudauli Unit of BHSIL relating to the incorrect credit of CENVAT amounting to Rs. 0.06 million. BHSIL has filed reply by letter dated October 05, 2009 and matter is pending adjudication.
2. A show cause notice issued by Additional Commissioner, Central Excise, Division Allahabad was received by the Kundarki Unit of BHSIL pertains to objections raised in the EA Audit for the period up to September 2008, relating to the incorrect credit of CENVAT. BHSIL filed a reply dated 21 July 2009 to the show cause notice.
3. A show cause notice dated December 17, 2009 issued by Commissioner, Customs, Central Excise & Service Tax, Allahabad was received by the Kundarki Unit of BHSIL relating to the incorrect credit of CENVAT on combustion of molasses amounting to Rs. 0.85 million. BHSIL filed a reply dated 11 February 2009 to the show cause notice and matter is pending adjudication.
4. A show cause notice dated July 17, 2008 issued by Assistant Commissioner, Central Excise, Gorakhpur was received by the Pratapur Unit of BHSIL relating to the incorrect credit of CENVAT on inputs and capital goods amounting to Rs. 0.14 million. BHSIL filed a reply dated 31 October 2008 to the show cause notice and hearing and order is pending.
5. A show cause notice dated December 1, 2006 was received by the Pratapur Unit of BHSIL relating to the incorrect credit of CENVAT on inputs and capital goods from November 2005 to March 2006 amounting to Rs. 0.49 million. BHSIL filed a reply dated 22 January 2007 to the show cause notice and a personal hearing was held on March 22, 2007. Order is awaited
6. A show cause notice being SCN No. 39/46P/DIV/06 dated December 22, 2006 issued by Commissioner, Central Excise, Gorakhpur was received by the Pratapur Unit of BHSIL for failure of BHSIL to inform the department of the storage loss of molasses and claim of remission of duty on the same amounting to Rs. 0.002 million and claim of remission of duty on the same.

Tax Cases filed and pending against BHSIL:

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs. in Millions approx.)	Current Status
KUNDARKI					
1.	Customs, Excise & Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Sugar & Industries Limited ('BHSIL') v. Commissioner, Customs, Central Excise & Service Tax, Allahabad	This case pertains to show cause notice SCN No. IV (16) Rem/Bajaj/FAZD/144/08/7645 dated 17 December 2008, relating to the application for remission of duty for molasses lost in the storage tanks. BHSIL filed a reply dated 9 February 2009 to the show cause notice. An order was passed (MP/13/2009 – TECH /13 of 2009) on 30 November 2009, wherein it was decided that the remission of duty application was rejected, and the demand is payable.	3.62	Pending hearing final disposal.
PRATAPUR					

1.	Commissioner, Customs, Central Excise & Service Tax, Allahabad	Bajaj Hindustan Sugar & Industries Limited ('BHSIL') v. Additional Commissioner, Central Excise, Allahabad	This case pertains to show cause notice SCN No.48/ Addl. Comm./ dated 25 October 2007, relating to the incorrect credit of CENVAT on inputs and capital goods from April 2006 to December 2006. BHSIL filed a reply dated 14 December 2007 to the show cause notice. An order was passed dated 31 March 2008, wherein it was decided that the demand is payable, along with interest, and a penalty of Rs 200 for every day that the delay continues or @2% every month, and a penalty equal to the demand. BHSIL filed a stay application and appeal to the order in original on 4 July 2008. Pursuant to this an order in appeal was filed wherein order in original was set aside and the matter was referred back to the adjudicating authority where fresh hearing shall be held. Personal hearing held on 24 December 2008.	2.02	Pending hearing final disposal.
2.	Commissioner (Appeals), Customs, Central Excise and Service Tax, Allahabad.	Bajaj Hindustan Sugar & Industries Limited ('BHSIL') v. Additional Commissioner, Central Excise, Allahabad	This case pertains to show cause notice DSNC No 4/Addl.Cmmr.Alld/2008 dated 24 January 2008, relating to payment of central excise duty on VP Sugar. BHSIL filed a reply dated 25 April 2008 to the show cause notice. A personal hearing was scheduled on 21 August 2008, and after requesting adjournment, the same was held on 16 September 2008. An order was passed (No. MP (Dem-04/2008) 5 of 2009) on 24 January 2009, wherein the demand order was confirmed and a penalty of the same value as the demand order was imposed. To this, BHSIL filed an appeal and stay application dated 16 April 2009. A personal hearing was scheduled and BHSIL made a request for adjournment to the same.	3.14	Pending hearing final disposal.

3.	Commissioner (Appeals), Customs, Central Excise and Service Tax, Allahabad.	Bajaj Hindustan Sugar & Industries Limited (‘BHSIL’) v. Additional Commissioner, Central Excise, Allahabad	This case pertains to show cause notice DSCN No.31/GKP/Div/08 dated 15 July 2008, relating payment of central excise duty towards sugar. BHSIL filed a reply dated 31 October 2008 to the show cause notice. An order was passed (No 10 MP2009) on 5 February 2009, wherein it was decided that the remission application was rejected and the demand of duty was confirmed. A penalty was also levied of the same value as the duty. BHSIL filed a stay application and appealed () against the order on 5 May 2009. A personal hearing was scheduled, which was held on 25 November 2009, during which time BHSIL made additional submissions.	0.05	Pending hearing final disposal.
4.	Customs, Excise & Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Sugar & Industries Limited (‘BHSIL’) v. Commissioner, Customs, Central Excise & Service Tax, Allahabad	This case pertains to show cause notice SCN No.47/ADDI/Cmmr/2007/1783, relating to the incorrect credit of CENVAT on inputs and capital goods. BHSIL filed a reply dated 19 March 2007 to the show cause notice. Personal hearing scheduled for 7 August 2007. An order was passed dated 14 September 2007 disallowing the credit of the amount and imposing a penalty of the same amount as the demand, and also subjecting the demand to interest. An appeal and stay application was filed by the BHSIL dated 16 November 2007. Order in appeal dated 29 January 2008, passed sets aside the original order. The tax department filed an appeal / cross objection to the order in appeal on 17 June 2008.	3.47	Pending hearing final disposal.

5.	Customs, Excise & Service Tax Appellate Tribunal, New Delhi	Bajaj Hindustan Sugar & Industries Limited ('BHSIL') v. Commissioner, Customs, Central Excise & Service Tax, Allahabad	Show cause SCN No.48/ADDI/Cmmr/2007/2304 pertaining to incorrect credit of CENVAT for the period from May 2006 to September 2006. Reply to show cause dated 19 March 2007 was filed. Personal hearing scheduled for 7 August 2007. An order was passed dated 14 September 2007 disallowing the credit of the amount and imposing a penalty of the same amount as the demand, and also subjecting the demand to interest. An appeal and stay application was filed by the BHSIL dated 16 November 2007. Order in appeal dated 29 January 2008, passed sets aside the original order. The tax department filed an appeal / cross objection to the order in appeal on 17 June 2008.	3.01	Pending hearing final disposal.
6.	Office of the Commissioner (Appeals) – Customs, Central Excise & Service Tax – Allahabad.	Bajaj Hindustan Sugar & Industries Limited ('BHSIL') v. Assistant Commissioner, Central Excise	This case pertains to show cause notice SCN No.361-ST/Cenvat/07 dated 3 December 2007, relating to the incorrect credit of CENVAT on inputs and capital goods. BHSIL filed a reply dated 5 January 2008 to the show cause notice. An order was passed dated 28 January 2009, wherein the demand for duty was confirmed and a penalty of the same amount as the duty demanded was ordered. On 12 May 2009 an application for stay and appeal was filed, pursuant to which a personal hearing was held on 25 November 2009, during which BHSIL made additional submissions. Order is awaited.	0.06	Pending hearing final disposal.
7.	Customs, Excise & Service Tax Appellate Tribunal, New Delhi	Commissioner, Customs, Central Excise & Service Tax, Allahabad v. Bajaj Hindustan Sugar & Industries Limited ('BHSIL')	This case pertains to show cause notices (SCN No. VI(J) (21) Bagasse/113/03/4932-34) dated 12 December 2003 and 16 June 2004, relating to the clearance of bagasse. An order in appeal was passed wherein it was held that bagasses are not a final product and hence provisions of the central excise act are not applicable, and both appeals were accordingly allowed. To this order, the Commissioner, Central excise, Allahabad filed an appeal (E/Appeal No 2639 of 2008 and E/Appeal No. 2640 of 2008) in CESTAT. Cross objections dated 6 March 2009 have also been filed.	0.09	Pending hearing final disposal.

8.	Customs, Excise & Service Tax Appellate Tribunal, New Delhi	Commissioner, Customs, Central Excise & Service Tax, Allahabad v. Bajaj Hindustan Sugar & Industries Limited ('BHSIL')	<p>This case pertains to the incorrect credit of CENVAT on inputs and capital goods from. An order was passed on 16 June 2005 wherein a penalty of Rs 1000 was passed. An order was passed on 15 February 2005 wherein in addition to a penalty of Rs 1000, MODVAT credit of Rs 222,375 was allowed.</p> <p>Order in appeal No 17/CE/ALLD 2006 dated 25 February 2006, wherein the appeal was disallowed.</p> <p>An appeal to CESTAT was filed by the tax department on March 4, 2008.</p>	0.22	Pending hearing final disposal.
9.	Customs, Excise & Service Tax Appellate Tribunal, New Delhi Appeal No. E/2830/2007	Commissioner, Central Excise v. Bajaj Hindustan Sugar & Industries Limited ('BHSIL')	<p>This case pertains to duty levied on Brawn sugar Department filed appeal before Commissioner, Central Excise (Appeals) Allahabad. Commissioner, Central Excise (Appeals) dismissed the appeal of the department. The department has challenged the order in appeal before CESTAT.</p>	0.02	Pending hearing

Trade Tax Cases filed and pending against BHSIL:

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs. in Millions approx.)	Current Status
1.	High Court of Allahabad	Trade Tax Department ('Appellant') v. Bajaj Hindustan Sugar & Industries Limited ('BHSIL')	The case pertains to the tax and penalty imposed on the BHSIL for purchasing iron, steel and store materials from outside the state of Uttar Pradesh against 'C' forms for the assessment years 1990-91 and 1996-97. BHSIL preferred an appeal before Joint Commissioner (Appeals). Joint Commissioner decided the case in favour of BHSIL. The Appellant challenged the order by an appeal before the Trade Tax Appellate Tribunal being appeal Nos. 12/2003 & 13/2003. The Tribunal rejected both the appeals vide order dated May 28, 2004. The Department has informed BHSIL that the order of the Tribunal is challenged before High Court of Allahabad but BHSIL has still not received any notice or written communication regarding the same.	0.48	Matter is pending
2.	High Court of Allahabad Commercial Tax Revision No. 577/2009	Trade Tax Department ('Appellant') v. Bajaj Hindustan Sugar & Industries Limited ('BHSIL')	The case pertains to the tax and penalty imposed by the Deputy Commissioner vide order dated September 17, 2007 on the purchases of diesel oil worth Rs 6,225,555.71/- against form 3-B on the ground that the diesel was not used for manufacture of sugar hence the form 3B was illegally used during the	0.99	Matter is pending

			assessment year 2005-2006. BHSIL preferred an appeal before Joint Commissioner (Appeals). Joint Commissioner vide order dated August 8, 2008 decided the case in favour of BHSIL. The Appellant challenged the order by an appeal before the Trade Tax Appellate Tribunal being appeal Nos. 121/2008. The Tribunal disallowed the appeal vide order dated January 7, 2009. The Department has challenged the order of the Tribunal before High Court of Allahabad by filing this commercial tax revision dated July 18, 2009 under section 58 of Value Added Tax.		
3.	High Court of Allahabad Commercial Tax Revision No. 578/2009	Trade Tax Department ('Appellant') v. Bajaj Hindustan Sugar & Industries Limited ('BHSIL')	The case pertains to the tax and penalty imposed by the Deputy Commissioner vide order dated September 17, 2007 on the purchases of diesel oil worth Rs 11,114,949/- against form 3-B on the ground that the diesel was not used for manufacture of sugar hence the form 3B was illegally used during the assessment year 2006-2007. BHSIL preferred an appeal before Joint Commissioner (Appeals). Joint Commissioner vide order dated August 8, 2008 decided the case in favour of BHSIL. The Appellant challenged the order by an appeal before the Trade Tax Appellate Tribunal being appeal Nos. 122/2008. The Tribunal disallowed the appeal vide order dated January 7, 2009. The Department has challenged the order of the Tribunal before High Court of Allahabad by filing this commercial tax revision dated July 18, 2009 under section 58 of Value Added Tax.	1.73	Matter is pending
4.	Additional Commissioner Grade II (Appeals), Gorakhpur Appeal No. 667/668/669 of 2009	Bajaj Hindustan Sugar & Industries Limited ('BHSIL') v. Deputy Commissioner, Deoria	The case pertains to the penalty imposed under section 54(2) Trade Tax Act for not paying entry tax on sale of non-levy sugar within the state of Uttar Pradesh from Unit Covered under "New Sugar Industry Promotion Policy 2004" for the period from January 2009 to March 2009. The Deputy Commissioner (Assessment), Deoria imposed penalties of Rs. 1,206,315/-, Rs. 3,694,521/- and Rs. 629,379/- for the months of January 2009, February 2009 and March 2009 respectively on BHSIL. BHSIL preferred the appeal before Additional Commissioner (Appeals), Gorakhpur. Additional Commissioner (Appeals) passed a common order dated November 12, 2009 dropping the penalties and remanded the case to the Assessing authority for deciding afresh.	5.53	Matter is pending
5.	Additional Commissioner Grade II (Appeals), Gorakhpur	Bajaj Hindustan Sugar & Industries Limited ('BHSIL') v. Deputy Commissioner, Deoria	The case pertains to the penalty imposed under section 54(2) Trade Tax Act for not paying entry tax on sale of non-levy sugar within the state of Uttar Pradesh from Unit Covered under "New Sugar Industry Promotion Policy	14.45	Matter is pending

	Appeal No. 670/2009		2004" during the month of April 2009. The Deputy Commissioner (Assessment), Deoria imposed penalty on BHSIL. BHSIL preferred the appeal before Additional Commissioner (Appeals), Gorakhpur. Additional Commissioner (Appeals) <i>vide</i> order dated November 12, 2009 has dropped the penalty and remanded the case to the Assessing authority for deciding the case afresh.		
--	------------------------	--	---	--	--

(ii) Civil Proceedings:

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs in millions)	Current Status
KUNDARKHI					
1.	Consumer Forum, Gonda Case No. 44/2008	Ajay Kumar Mishra (Petitioner) v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	The Petitioner has filed the present case claiming damages for bad quality cane seeds purchased from BHSIL and loss caused to the Petitioner incidental thereto	0.1	Pending hearing
2.	Nayab Tehsildar, Gonda	Naseebdar and Others ('Applicants') v. Bhawani Prasad	The Applicants have preferred the present Application filed on July 19, 2009 for declaration of their share in the land. The Applicants have prayed for setting aside the impugned mutation order dated September 4, 1985	0.4	Matter Pending
3.	Civil Judge Junior Division, V Gonda Reg. Suit 10/06	Patiraji and Ors ('Plaintiff') v. Madhavram and Ramjas	BHSIL has purchased the land admeasuring to 1.14 acres situated at Village Kajedever, Gonda. The present case has been filed by the Plaintiff for injunction and interference with the land in possession of the Respondent and repossession of the same.	NA	Matter pending
4.	Consumer Forum Case No. 53/2008	Rajendra Prasad ('Petitioner') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	The Petitioner has filed the present case on April 08, 2008 claiming damages for bad quality cane seeds purchased from BHSIL and loss caused to the Petitioner incidental thereto.	0.62	Matter Pending

5.	Civil Judge Junior Division, Gonda Reg Suit 1267/2006	Jitendra Narayan & Ors. (‘Complainants’) v. Anil Ranka & Pratapur Sugar Industries Limited (‘PSIL’)	The Petitioner has filed the present case dated 28 August, 2006 claiming ownership and demanding repossession of the land admeasuring 1 acre purchased by the PSIL through power of attorney holders having the sale deed dated May 15, 2006 being 4781 book no. 1 vol. 3951 pages 141 to 180.	2.22	Matter is pending
6.	Civil Judge Junior Division, Gonda Reg Suit 1283/2006	Ram Prasad & Ors. (‘Complainants’) v. Manmeet Kaur & Pratapur Sugar Industries Limited (‘PSIL’)	The Petitioner has filed the present case dated 30 August, 2006 claiming ownership and demanding repossession of the land purchased by the PSIL through power of attorney holders having the sale deed dated April 27, 2006 being 4259 book 1 vol. 3939 pages 301 to 326.	5.58	Matter is pending
7.	Tehsildar, Gonda Case No. 176/2008	State v. Bajaj Hindustan Sugar Industries Limited (‘BHSIL’)	The State has filed a case dated February 06 , 2008 under section 122b of the UP Z.A.L.R Act for illegal possession and occupation of the Gram Sabha land and issued a notice for the same under section 115C to BHSIL.	2.1	Matter is pending
8.	Tehsildar, Gonda Case No. 177/2008	State v. Bajaj Hindustan Sugar Industries Limited (‘BHSIL’)	The State has filed a case dated February 29, 2008 under section 122b of the UP Z.A.L.R Act for illegal possession and occupation of the Gram Sabha land which is registered as a Jadia (waste) land and issued a notice for the same under section 115C to BHSIL.	0.46	Matter is pending
9.	Tehsildar, Gonda Case No. 191/2008	State v. Bajaj Hindustan Sugar Industries Limited (‘BHSIL’)	The State has filed a case dated February 18,2008 under section 122b of the UP Z.A.L.R Act for illegal possession and occupation of the Gram Sabha land which is registered as a playground and issued a notice for the same under section 115C to BHSIL.	3.43	Matter is pending
10.	S.D.O. Court, Gonda Case No. 1859/06	Forest Department & Ors. v. Bajaj Hindustan Sugar Industries Limited (‘BHSIL’)	The Forest Department has filed the petition dated December 23, 2006 against BHSIL alleging their possession on the forest land and seeking permanent injunction	1.5	Matter is pending

RUDAULI

1.	Commissioner, Basti Appeal No. 148/2008	Bajaj Hindustan Sugar Industries Limited ('BHSIL') v. Cane Inspector and Assistant Cane Commissioner, Gorakhpur	The present appeal has been filed by BHSIL against the forfeiture of security deposit of Rs. 35,000 by the District Magistrate, Basti against the impugned order 1021-23/GANI of July 11, 2008 directing forfeiture for violation of UP Sugarcane (Regulation of Supply & Purchase) Rules, 1954.	0.35	Pending hearing
2.	Additional Chief Judicial Magistrate, Basti MACP No. 117/2008	Janki Devi & Ors. ('Complainants') v. Harikesh Kumar, Driver & Bajaj Hindustan Sugar Industries Limited ('BHSIL')	The Distillery Bus met with an accident on August 04, 2008 at 7.30 am. The Complainants have filed the case claiming compensation under section 166 of the Motor Vehicle Act 1988 for death due to accident of Mr. Ram Vriksh.	1.83	Matter is pending
3.	Additional District Judge, Basti MACP No. 144/2008	Ram Huzur & Ors. ('Complainants') v. Harikesh Kumar, Driver & Bajaj Hindustan Sugar Industries Limited ('BHSIL')	The Distillery Bus met with an accident on August 04, 2008 at 7.30 am. The Complainants have filed the case claiming compensation under section 166 of the Motor Vehicle Act 1988 for death due to accident of Mr. Mithilesh Kumar.	2.11	Matter is pending
4.	District Magistrate, Basti	Nita Kumar & Ors. ('Complainants') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	The Complainants have filed the application for compensation under the Workmen's Compensation Act for the death of Mr. Ytendra Kumar ('victim') due to electric burns. BHSIL has filed its reply stating that the victim was on a contract and was not directly employed by BHSIL. BHSIL also stated that the deceased died by firewood burns.	0.65	Matter is pending

PRATAPPUR

1.	Labour Court, Gorakhpur Case No. 267/98	Umesh Kumar Dubey ('Complainant') v. Pratapur Sugar Industries Limited ('PSIL')	The Complainant filed the present complaint for non-employment for the sugar season 1997-98. Reference has been made to the Labour Court by Assistant Labour Commissioner. Due to vacancy on the post of Presiding Officer, the matter was adjourned.	0.32	Pending hearing
----	--	---	---	------	-----------------

2.	Labour Court, Gorakhpur Case No 268/98	Rambilash Ojha (‘Complainant’) v. Pratapur Sugar Industries Limited (‘PSIL’)	<p>The Complainant was employed as Chowkidar in 1991 remunerated by vouchers. BHSIL has challenged the regular employment of the Complainant on the rolls of the company. The Complainant has filed the present complaint for non-employment for the sugar season 1997-98. Reference has been made to the Labour Court by Assistant Labour Commissioner.</p> <p>Due to vacancy on the post of Presiding Officer, the matter was adjourned.</p>	0.3	The matter is pending hearing.
3.	Labour Court, Gorakhpur Case No. 139/99	Kapil (‘Complainant’) v. Pratapur Sugar Industries Limited (‘PSIL’)	<p>The Complainant was employed as contract labourer, who lost employment due to discontinuance of service of the contractor. BHSIL has challenged the regular employment of the Complainant on the rolls of the company. The Complainant has filed the present complaint claiming employment in the wage board. Reference has been made to the Labour Court by Assistant Labour Commissioner. Due to vacancy on the post of Presiding Officer, the matter was adjourned.</p>	0.2	The matter is pending hearing.
4.	Labour Court, Gorakhpur Case No.140/99	Nifikir (‘Complainant’) v. Pratapur Sugar Industries Limited (‘PSIL’)	<p>BHSIL reached a settlement on January 25, 1999 with the contractor for resuming two labourers on the rolls of the company out the thirty four labourers provided by the contractor. The Complainant was employed as contract labourer, who lost employment due to discontinuance of service pursuant to the impugned settlement. Reference has been made to the Labour Court by Assistant Labour Commissioner.</p> <p>Due to vacancy on the post of Presiding Officer, the matter was adjourned.</p>	0.2	The matter is pending hearing.

5.	Labour Court, Lucknow Case No.188/2005	UPCMM Sangh v. Pratapur Sugar Industries Limited ('PSIL')	The case has been made to the Labour Court through the UPCMM for non-employment of women workers. Reference has been made to the Labour Court by Conciliation Officer on September 29, 2009.	0.25	The matter is pending.
6.	Labour Court, Lucknow Case No.189/2005	UPCMM Sangh v. Pratapur Sugar Industries Limited ('PSIL')	The case has been made to the Labour Court through the UPCMM for non-employment of 10 (ten) women clerks for the season 1997-98 to 1999-2000. Reference has been made to the Labour Court by Conciliation Officer on September 29, 2009.	0.36	The matter is pending.
7.	Labour Court, Gorakhpur Case No. 200/2003	Taj Mohammed ('Complainant') v. Pratapur Sugar Industries Limited ('PSIL')	Reference has been made to the Labour Court by Assistant Labour Commissioner on August 14, 2003. The issue before the court is whether the termination of the Complainant on December 2, 2002 was legal. Due to vacancy on the post of Presiding Officer, the matter was adjourned.	0.34	The matter is pending.
8.	Labour Court, Gorakhpur Case No. 199/2003	Purshottam ('Complainant') v. Pratapur Sugar Industries Limited ('PSIL')	Reference has been made to the Labour Court by Assistant Labour Commissioner on August 14, 2003. The issue before the court is whether the termination of the Complainant on December 2, 2002 was legal. Due to vacancy on the post of Presiding Officer, the matter was adjourned.	0.38	The matter is pending.
9.	Labour Court, Gorakhpur Case No.201/2003	Surendra Yadav ('Complainant') v. Pratapur Sugar Industries Limited ('PSIL')	Reference has been made to the Labour Court by Assistant Labour Commissioner on August 14, 2003. The issue before the court is whether the termination of the Complainant on December 2, 2002 was legal. Due to vacancy on the post of Presiding Officer, the matter was adjourned.	0.32	The matter is pending.

10.	Labour Court, Gorakhpur Case No.203/2003	Sesh Nath (‘Complainant’) v. Pratap Sugar Industries Limited (‘PSIL’)	Reference has been made to the Labour Court by Assistant Labour Commissioner on August 14, 2003. The issue before the court is whether the termination of the Complainant on December 2, 2002 was legal. The complainant has prayed for employment in the Factory wage Board. Due to vacancy on the post of Presiding Officer, the matter was adjourned.	0.28	The matter is pending hearing.
11.	Labour Court, Gorakhpur Misc. Case No 69/1998	Rambilash Ojha (‘Complainant’) v. Pratap Sugar Industries Limited (‘PSIL’)	The complainant was employed on payment by voucher. The Complainant has filed the present complaint for insufficient payment of Rs. 400 per month and termination thereafter. The Complainant has claimed for realization of differences of wage board salary structure.	0.12	Matter pending
12.	Labour Court, Gorakhpur Misc. Case No. 68/1998	Manoj Kumar Mishra (‘Complainant’) v. Pratap Sugar Industries Limited (‘PSIL’)	The complainant was employed on payment by voucher. The Complainant filed the case for insufficient payment of Rs. 600 per month and termination thereafter. The Complainant has claimed for realization of differences of wage board salary structure.	0.17	Matter pending
13.	Labour Court, Gorakhpur Misc. Case No. 70/1998	Umesh Kumar Dubey (‘Complainant’) v. Pratap Sugar Industries Limited (‘PSIL’)	The complainant was employed on payment by voucher. The Complainant filed the case for insufficient payment of Rs. 400 per month and termination in 1997-98. The Complainant has claimed for realization of differences of wage board salary structure.	0.13	Matter pending
14.	Labour Court, Gorakhpur Case No. 42/1990	Brij Bhooshan Singh (‘Complainant’) v. Pratap Sugar Industries Limited (‘PSIL’)	Services of the Complainant were terminated alleging misconduct on his part. Domestic Inquiry was duly conducted. The complainant was terminated from the rolls of the company in 1988 for switching off the turbine instigating a strike among their workmen. The Complainant has raised a dispute against the termination and claiming for re-instatement.	0.3	Matter pending

15.	Judicial Magistrate First Class, Deoria. MCA No-200/07	Omprakash ('Complainant') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL') & Others	By the order dated December 18, 2008, the Judicial Magistrate of First Class ordered payment of the compensation by BHSIL. By the stay order of the High Court of Allahabad, the said impugned order of Judicial Magistrate of First Class was set aside and the matter was referred back to the Forum.	0.54	Matter pending.
16.	District Judge, Devaria Case No.109/08	Shobha Devi ('Complainant') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	The present case has been filed due to death caused by the vehicle of the company and enhancement of the compensation of Rs. 3,00,000 ordered by the MACT dated February 21, 2008.	0.54	Matter Pending
17.	Labour Court, Gorakhpur Adj. Case No. 269/1998	Manoj Kumar Mishra ('Complainant') v. Pratapur Sugar Industries Limited ('PSIL')	The present case pertains to the issue whether the Complainant is a 'workman'.	0.3	Matter is pending
18.	Industrial Tribunal-VI, Gorakhpur Adj. Case No. 202/2003	Diwakar Mishra ('Complainant') v. Pratapur Sugar Industries Limited ('PSIL')	The Complainant was employed as a weighment clerk worker for the season at PSIL. The Complainant has filed the case for non-employment and pending dues.	0.36	Matter is pending
19.	Industrial Tribunal-VI, Gorakhpur Adj. Case No. 14/2003	UPCMMS Sambandh BMS v. Pratapur Sugar Industries Limited ('PSIL')	The Complaint was filed on behalf of 159 workers claiming bonus for the year 1999-2000, 2000-01, and 2001-02. Issue framed by Deputy Labour Commissioner, Devaria whether the workers are entitled for bonus during the said period.	0.7	Matter is pending
20.	Deputy Labour Commissioner, Gorakhpur R.D. No. 05/2006	K.K. Tiwari ('Complainant') v. Pratapur Sugar Industries Limited ('PSIL')	The Complainant claims bonus for the period January 1, 1996 to June 30, 2001. Issue framed by Deputy Labour Commissioner, Devaria whether the Complainant is entitled for bonus during the said period.	0.006	Matter is pending
21.	Deputy Labour Commissioner, Gorakhpur R.D. No. 58/2001	Lal Babu Rai ('Complainant') v. Pratapur Sugar Industries Limited ('PSIL')	The Complainant has filed the complaint for recovery of provident fund dues.	0.015	Matter is pending

UTTRAULA

1.	Civil Division	Judge	Junior	Arbunisha ('Complainant') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	Civil case filed by Arbunisha on July 13, 2007 before the CJJD against Shiv Kumar Tomar, Hindustan Sugar Mill for misrepresentation and fraud committed for purchase of land aggregating to approx 3 acres and wrongfully executing sale deed.	1.4	Pending hearing
2.	Civil Division	Judge	Junior	Kumari Nasiba ('Complainant') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	The Case pertains to Breach of agreement. The Complainant has filed the Case on November 25, 2006 for recovery of Scorpio Jeep as was promised to be given by BHSIL as a consideration for sale of land admeasuring to 222metres/59dec situated at Village Itaimaida, Balrampur, Uttraula	0.67	Matter is pending
3.	Civil Division	Judge	Junior	Bajaj Hindustan Sugar Industries Limited ('BHSIL') v. Kumari Nasiba ('Respondent')	BHSIL has filed suit against Kumari Nasiba for cancellation of transfer of land bearing which was executed by the guardian of the Respondent in favour of Kumari Nasiba. The said land had been purchased by BHSIL from the guardian. BHSIL has claimed that the guardian had authority and title to sell the said land to BHSIL	NA	Matter is pending
4.	Civil Division	Judge	Junior	Kismat Ali v. ('Complainant') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	Kismat Ali filed a civil suit against the company and has prayed for interim injunction for easement right from the land of BHSIL bearing due to the land of the Complainant becoming land locked in order to arrange irrigation of the land of the Complainant.	NA	Matter is pending
5.	Civil Division	Judge	Junior	Dwarika Prasad ('Plaintiff') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	The plaintiff filed a case of October 6, 2008 and demanded for cancellation of sale deed executed in favour of BHSIL. The Plaintiff has not appeared before the Court.	2.70	Matter is pending
6.	Civil Division	Judge	Junior	Ashish Srivastava ('Complainant') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	Misc. application was filled by Ashish Srivastav Advocate claiming that company by doing forgery filled caveat by giving reference of case Kumari nasiba Vs Haridutt Singh u/s340 Criminal Procedure Code.	NA	Matter is pending

7.	Commissioner, Gonda Case No. 8078/09	Bajaj Sugar Industries Limited ('BHSIL') v. Union of India	District Magistrate Balrampur issued letter dated February 6, 2009 to deposit royalty amount and penalty of Rs 273000/- against soil used for land filling. This work was done without depositing royalty amount in government office. Tehsildar issued Recovery Certificate to recover above mentioned amount , BHSIL challenged the order of Tehsildar in Commissioners Court. Court admitted the application dated July 15, 2009. The Court stayed demand of the District Magistrate, Balrampur by the order dated July 16, 2007.	2.73	Matter is pending
8.	Civil Judge Senior Division Case No. 63/2008	Mangre & Ors. ('Plaintiffs') v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	The Plaintiffs filed a petition before District Magistrate; Balrampur dated June 19, 2008 prayed for the cancellation of the lease granted to BHSIL for exchange and be allotted to them. The District Magistrate cancelled the lease vide order. BHSIL filed an appeal dated December 05, 2008 against the order of District Magistrate BHSIL also applied for a stay application dated December 25, 2008. Additional Commissioner granted stay of execution dated December 30, 2008.	1.0	Matter is pending
BASANTPUR					
1.	AIG Stamps, Barabanki Case No. 110 (2008-09)	State v. Bajaj Hindustan Sugar Industries Limited ('BHSIL')	Assistant Inspector General of Stamps, Barabanki issued a notice dated March 21, 2008 against deficiency in payment of stamp duty. BHSIL disputed the matter and gave a bank guarantee on May 14, 2008.	0.02	Matter is pending

2.	Collector, Barabanki Case No. 294/2009	State v. Pratapur Sugar Industries Limited ('PSIL')	<p>The case pertains to deficiency in stamp duty. BHSIL filed an appeal being appeal No 479/08 before Chief Controlling Revenue Authority (CCRA) Faizabad against the order of Assistant Commissioner of Stamp dated December 29, 2007 declaring a deficiency in stamp duty paid by BHSIL for the land purchased by BHSIL under industrial policy.</p> <p>CCRA vide order dated December 8, 2008 has remanded the case back to Collector for fresh hearing and adjudication.</p>	0.5	Matter is pending
3.	Collector, Barabanki Case No. 295/2009	State v. Pratapur Sugar Industries Limited ('PSIL')	<p>The case pertains to deficiency in stamp duty. BHSIL filed an appeal dated July 31, 2008 being appeal No 166/08 before Chief Controlling Revenue Authority (CCRA) Faizabad against the order of Assistant Commissioner of Stamp dated June 12, 2008 declaring a deficiency in stamp duty paid by BHSIL for the land purchased by BHSIL under industrial policy.</p> <p>CCRA vide order dated December 8, 2008 has remanded the case back to Collector for fresh hearing and adjudication.</p>	0.5	Matter is pending
4.	Collector, Barabanki Case No. 296/2009	State v. Pratapur Sugar Industries Limited ('PSIL')	<p>The case pertains to deficiency in stamp duty. BHSIL filed an appeal being appeal No 478/08 before Chief Controlling Revenue Authority (CCRA) Faizabad against the order of Assistant Commissioner of Stamp dated January 31, 2008 declaring a deficiency in stamp duty paid by BHSIL for the land purchased by BHSIL under industrial policy.</p> <p>CCRA vide order dated December 8, 2008 has remanded the case back to Collector for fresh hearing and adjudication.</p>	0.34	Matter is pending

5.	Collector, Barabanki Case No. 297/2009	State v. Pratapur Sugar Industries Limited ('PSIL')	<p>The case pertains to deficiency in stamp duty. BHSIL filed an appeal dated May 21, 2008 being appeal No 577/08 before Chief Controlling Revenue Authority (CCRA) Faizabad against the order of Assistant Commissioner of Stamp dated April 30, 2008 declaring a deficiency in stamp duty paid by BHSIL for the land purchased by BHSIL under industrial policy.</p> <p>CCRA vide order dated December 8, 2008 has remanded the case back to Collector for fresh hearing and adjudication.</p>	0.39	Matter is pending
6.	Collector, Barabanki Case No. 298/2009	State v. Pratapur Sugar Industries Limited ('PSIL')	<p>The case pertains to deficiency in stamp duty. BHSIL filed an appeal dated July 31, 2008 being appeal No 165/08 before Chief Controlling Revenue Authority (CCRA) Faizabad against the order of Assistant Commissioner of Stamp dated June 12, 2008 declaring a deficiency in stamp duty paid by BHSIL for the land purchased by BHSIL under industrial policy.</p> <p>CCRA vide order dated December 8, 2008 has remanded the case back to Collector for fresh hearing and adjudication.</p>	0.2	Matter is pending
7.	Collector, Barabanki Case No. 234/2009	State v. Pratapur Sugar Industries Limited ('PSIL')	<p>The case pertains to deficiency in stamp duty. BHSIL filed an appeal dated February 18, 2008 being appeal No 291/08 before Chief Controlling Revenue Authority (CCRA) Faizabad against the order of Assistant Commissioner of Stamp dated December 29, 2007 declaring a deficiency in stamp duty paid by BHSIL for the land purchased by BHSIL under industrial policy.</p> <p>CCRA vide order dated September 24, 2008 has remanded the case back to Collector for fresh hearing and adjudication.</p>	0.77	Matter is pending

8.	Collector, Barabanki Case No. 234/2009	State v. Pratapur Sugar Industries Limited ('PSIL')	The case pertains to deficiency in stamp duty. BHSIL filed an appeal dated February 18, 2008 being appeal No 292/08 before Chief Controlling Revenue Authority (CCRA) Faizabad against the order of Assistant Commissioner of Stamp dated December 29, 2007 declaring a deficiency in stamp duty paid by BHSIL for the land purchased by BHSIL under industrial policy. CCRA vide order dated September 24, 2008 has remanded the case back to Collector for fresh hearing and adjudication.	1.84	Matter is pending
----	---	---	---	------	-------------------

HIGH COURT CASES

1.	High Court Allahabad WP NO.15085/84	Pratapur Sugar Industries Limited ('PSIL') v. Labour Court, Gorakhpur and Raj Kumar Shukla	This appeal is preferred against the order dated June 07, 1984 of the Labour Court, Gorakhpur wherein the services of Mr. Raj Kumar Shukla were terminated as he failed to join his duties on the required date.	0.15	Matter is pending
2.	High Court Allahabad WP NO. 11015/85	Bipin Bihari Dubey & Hari Bansh Dixit ('Complainants') v. Labour Court, Gorakhpur & Pratapur Sugar Industries Limited ('PSIL')	This appeal is preferred against the award of the Labour Court dated February 27, 1985 in relation to the illegal termination of services of the Complainants.	0.16	Matter is pending
3.	High Court Allahabad WP NO. 14725/85	Pratapur Sugar Industries Limited ('PSIL') V. Labour Court, Gorakhpur, State Of Uttar Pradesh And Madan Mohan Mishra	This appeal is preferred by the PSIL against the order dated February 27, 1985 of the Labour Court wherein a worker was reinstated and challenges it to be illegal.	0.17	Matter is pending
4.	High Court Allahabad WP NO. 8550/94	Sudhaker Sarn Verma ('Complainant') Vs Labour Court & Pratapur Sugar Industries Limited ('PSIL')	The appeal is preferred against the validity and correctness of award by Labour Court dated April 09, 1993.	0.23	Matter is pending
5.	High Court Allahabad W.P.NO 27269/01	Lal Babu Rai ('Complainant') Vs Deputy Labour Commissioner Gorakhpur & Pratapur Sugar Industries Limited ('PSIL')	Complainant has filed Writ against Labour Court order seeking directions from the High Court against Labour Court to consider his Review Petition dated 22.6.2001	0.11	Matter is pending

6.	High Court Allahabad WP.No.9989/99	Ramesh Kumar ('Petitioner') v. Labour Court and Pratapur Sugar Industries Limited ('PSIL')	The Appeal is preferred against the order of Labour Court dated November 27, 1998 declaring the non employment of the Petitioner by the company as unjustified.	0.26	Matter is pending
7.	High Court Allahabad WP No20399/99	Pratapur Sugar Industries Limited ('PSIL') v. Sanjeet Kumar Dubey	PSIL filed a writ against the Regional Department Commissioner's order dated February 16, 1999 directing PSIL to employ the self proclaimed adopted son of a deceased employee.	0.4	Matter is pending
8.	High Court Allahabad W.P. 7322/89	Pratapur Sugar Industries Limited ('PSIL') Vs Labour Court Gorakhpur and Ramayn Ahir & Swami Nath yadav	The employee retired and the Deputy Labour Commissioner upheld against the retirement of the employees.	0.2	Matter is pending
9.	High Court Allahabad, Lucknow Bench Writ Petition No.7868 (MB) of 2006	Ram Milan ('Complainant') v. State of U.P. & others	The Complainant is an employee of the Bajaj Hindustan Sugar Industries Limited ('BHSIL'). The case pertains to a plot of land registered as Pond (Talab). The writ petition dated December 12, 2006 is filed by BHSIL against order of the Senior Divisional Magistrate dated April 27, 2006 upholding the order dated April 27, 2006 passed by the Up Ziladhikar registering the land having Gata No. 84/0.158 and 290/0.275 situated at village Matehna, Pargana Mohammadpur Tehsil Fatehpur, Baranbanki as talab (Pond) by ejectment of the name of recorded tenure holders viz. Ram Milan and Sushil Kumar.	NA	Matter is pending

10.	High Court Allahabad, Lucknow Bench Writ Petition No.7800 (MB) of 2008	Munish Mishra (‘Complainant’) v. State of U.P & Ors.	The Complainant is an employee of the Bajaj Hindustan Sugar Industries Limited (‘BHSIL’). The case pertains to stamp duty on a piece of land purchased by BHSIL on January 19,2005 under Ka.ni.5-305-11-2005-500(136)2003. Assistant Commissioner of Stamps, Barabanki vide his order dated December 29, 2007 disallowed remission of stamp duty. Writ filed on August 19, 2008 against Recovery Certificate issued by Tehsildar, Varanasi in regard to the order of Assistant Commissioner. High Court has granted stay on the recovery. The matter has been remanded by Chief Controlling Revenue Authority to Collector, Barabanki to decide the same afresh.	NA	Matter is pending
11.	High Court Allahabad, Lucknow Bench Writ Petition No.10563 (MB) of 2008	Rajesh Kr. Jha (‘Complainant’) v. State of U.P & Ors.	The Complainant is an employee of the Bajaj Hindustan Sugar Industries Limited (‘BHSIL’). The case pertains to stamp duty on a piece of land purchased by BHSIL. Assistant Commissioner of Stamps, Barabanki vide his orders dated March 31, 2008, April 30, 2008, June 12, 2008 respectively disallowed remission of stamp duty. Writ filed on November 20, 2008 against Recovery Certificate issued by Tehsildar, Varanasi in regard to the order of Assistant Commissioner. High Court has granted stay on the recovery. The matter has been remanded by Chief Controlling Revenue Authority to Collector, Barabanki to decide the same afresh.	NA	Matter is pending

(iii) Criminal Proceedings:

Sr. No.	Forum	Filed by/ against	Brief Particulars	Quantum (Rs)	Current Status
Criminal Cases					

1.	High Court of Judicature, Allahabad Criminal Misc Application No. 22 of 2009	RN Sharma (‘Accused’) v. State of Uttar Pradesh	An FIR had been filed on January 10, 2008 against the Accused (Occupier under the UP Sugarcane (Regulation of Supply and Purchase) Act, 1953) for the commission of offence under Section 3/7 of the Essential Commodities Act. A chargesheet was filed on February 24, 2008. The present application has been preferred by the Accused against the impugned order dated September 18, 2008 passed by the Additional Chief Judicial Magistrate, Deoria in case no. 2630 of 2008 for offence committed under sections 3/7 of the Essential Commodities Act, Deoria. The present case has been instituted for failure of Bajaj Hindustan Sugar Industries Limited to start and establish the Shahpur cane purchase centre under the UP Vaccum Pan Sugar Factories Licensing Order 1969 pursuant to the Order dated October 27, 2007 of the Cane Commissioner, UP. A stay on arrest has been ordered by the High Court on February 5, 2009.	NA	Pending hearing.
----	--	--	---	----	------------------

2.	High Court of Judicature, Allahabad Criminal Misc Application No. 1129 of 2009	RN Sharma (‘Accused’) v. State of Uttar Pradesh	An FIR had been filed on January 10, 2008 against the Accused (Occupier under the UP Sugarcane (Regulation of Supply and Purchase) Act, 1953) for the commission of offence under Section 3/7 of the Essential Commodities Act. A chargesheet was filed on February 24, 2008. The present application has been preferred by the Accused against the impugned order dated September 18, 2008 passed by the Additional Chief Judicial Magistrate, Deoria in case no. 2630 of 2008 for offence committed under sections 3/7 of the Essential Commodities Act, Deoria. The present case has been instituted for failure of Bajaj Hindustan Sugar Industries Limited to start and establish the Shahpur cane purchase centre under the UP Vaccum Pan Sugar Factories Licensing Order 1969 pursuant to the Order dated October 27, 2007 of the Cane Commissioner, UP. A stay on arrest has been ordered by the High Court on February 5, 2009.	NA	Pending hearing.
----	--	--	---	----	------------------

3.	High Court of Judicature, Allahabad Criminal Misc Application No. 1130 of 2009	RN Sharma (‘Accused’) v. State of Uttar Pradesh	An FIR had been filed on January 10, 2008 against the Accused (Occupier under the UP Sugarcane (Regulation of Supply and Purchase) Act, 1953) for the commission of offence under Section 3/7 of the Essential Commodities Act. A chargesheet was filed on February 24, 2008. The present application has been preferred by the Accused against the impugned order dated September 18, 2008 passed by the Additional Chief Judicial Magistrate, Deoria in case no. 2630 of 2008 for offence committed under sections 3/7 of the Essential Commodities Act, Deoria. The present case has been instituted for failure of Bajaj Hindustan Sugar Industries Limited to start and establish the Shahpur cane purchase centre under the UP Vaccum Pan Sugar Factories Licensing Order 1969 pursuant to the Order dated October 27, 2007 of the Cane Commissioner, UP. A stay on arrest has been ordered by the High Court on February 5, 2009.	NA	Pending hearing.
----	--	--	---	----	------------------

4.	High Court of Judicature, Allahabad Criminal Misc Application No. 1131 of 2009	RN Sharma (‘Accused’) v. State of Uttar Pradesh	An FIR had been filed on January 10, 2008 against the Accused (Occupier under the UP Sugarcane (Regulation of Supply and Purchase) Act, 1953) for the commission of offence under Section 3/7 of the Essential Commodities Act. A chargesheet was filed on February 24, 2008. The present application has been preferred by the Accused against the impugned order dated September 18, 2008 passed by the Additional Chief Judicial Magistrate, Deoria in case no. 2630 of 2008 for offence committed under sections 3/7 of the Essential Commodities Act, Deoria. The present case has been instituted for failure of Bajaj Hindustan Sugar Industries Limited to start and establish the Shahpur cane purchase centre under the UP Vaccum Pan Sugar Factories Licensing Order 1969 pursuant to the Order dated October 27, 2007 of the Cane Commissioner, UP. A stay on arrest has been ordered by the High Court on February 5, 2009.	NA	Pending hearing.
----	--	--	---	----	------------------

5.	High Court of Judicature, Allahabad Criminal Misc Application No. 2673 of 2009	RN Sharma (‘Accused’) v. State of Uttar Pradesh	An FIR had been filed on January 10, 2008 against the Accused (Occupier under the UP Sugarcane (Regulation of Supply and Purchase) Act, 1953) for the commission of offence under Section 3/7 of the Essential Commodities Act. A chargesheet was filed on February 24, 2008. The present application has been preferred by the Accused against the impugned order dated September 18, 2008 passed by the Additional Chief Judicial Magistrate, Deoria in case no. 2630 of 2008 for offence committed under sections 3/7 of the Essential Commodities Act, Deoria. The present case has been instituted for failure of Bajaj Hindustan Sugar Industries Limited to start and establish the Shahpur cane purchase centre under the UP Vaccum Pan Sugar Factories Licensing Order 1969 pursuant to the Order dated October 27, 2007 of the Cane Commissioner, UP. A stay on arrest has been ordered by the High Court on February 5, 2009.	NA	Pending hearing.
----	--	--	---	----	------------------

6.	High Court of Judicature, Allahabad Criminal Misc Application No. 2674 of 2009	RN Sharma (‘Accused’) v. State of Uttar Pradesh	An FIR had been filed on January 10, 2008 against the Accused (Occupier under the UP Sugarcane (Regulation of Supply and Purchase) Act, 1953) for the commission of offence under Section 3/7 of the Essential Commodities Act. A chargesheet was filed on February 24, 2008. The present application has been preferred by the Accused against the impugned order dated September 18, 2008 passed by the Additional Chief Judicial Magistrate, Deoria in case no. 2630 of 2008 for offence committed under sections 3/7 of the Essential Commodities Act, Deoria. The present case has been instituted for failure of Bajaj Hindustan Sugar Industries Limited to start and establish the Shahpur cane purchase centre under the UP Vaccum Pan Sugar Factories Licensing Order 1969 pursuant to the Order dated October 27, 2007 of the Cane Commissioner, UP. A stay on arrest has been ordered by the High Court on February 5, 2009.	NA	Pending hearing.
----	--	--	---	----	------------------

7.	High Court of Judicature, Allahabad	RN Sharma v. State of UP	An FIR had been filed on January 10, 2008 against the Accused (Occupier under the UP Sugarcane (Regulation of Supply and Purchase) Act, 1953) for the commission of offence under Section 3/7 of the Essential Commodities Act. A chargesheet was filed on February 24, 2008.	NA	Pending hearing.
	Criminal Misc Application No. 2676 of 2009		<p>The present application has been preferred by the Accused against the impugned order dated September 18, 2008 passed by the Additional Chief Judicial Magistrate, Deoria in case no. 2630 of 2008 for offence committed under sections 3/7 of the Essential Commodities Act, Deoria.</p> <p>The present case has been instituted for failure of Bajaj Hindustan Sugar Industries Limited to start and establish the Shahpur cane purchase centre under the UP Vaccum Pan Sugar Factories Licensing Order 1969 pursuant to the Order dated October 27, 2007 of the Cane Commissioner, UP.</p> <p>A stay on arrest has been ordered by the High Court on February 5, 2009.</p>		

8.	High Court of Judicature, Allahabad	RN Sharma v. State of UP	An FIR had been filed on January 10, 2008 against the Accused (Occupier under the UP Sugarcane (Regulation of Supply and Purchase) Act, 1953) for the commission of offence under Section 3/7 of the Essential Commodities Act. A chargesheet was filed on February 24, 2008.	NA	Pending hearing.
	Criminal Misc Application No. 2678 of 2009		<p>The present application has been preferred by the Accused against the impugned order dated September 18, 2008 passed by the Additional Chief Judicial Magistrate, Deoria in case no. 2630 of 2008 for offence committed under sections 3/7 of the Essential Commodities Act, Deoria.</p> <p>The present case has been instituted for failure of Bajaj Hindustan Sugar Industries Limited to start and establish the Shahpur cane purchase centre under the UP Vaccum Pan Sugar Factories Licensing Order 1969 pursuant to the Order dated October 27, 2007 of the Cane Commissioner, UP.</p> <p>A stay on arrest has been ordered by the High Court on February 5, 2009.</p>		

(iv) Criminal Cases filed against the officials of BHSIL

S. No.	Unit	Case/FIR No.	Names of our officers involved	Brief Particulars	Present Status of the case as per the company's officials	Writ Petition No. as filed in the Allahabad High Court by the affected company officials	Present Status of the writ petitions filed by the affected company officials
1.	Pratappur	8, 9, 14, 15, 16, 17, 18, 19/08	R.N. Sharma (Unit Head)	Eight FIRs had been filed against Mr. R.N. Sharma under various sections of the IPC and the Essential Commodities Act, 1955, for, among other things, non-opening of sugarcane centers, ignoring government orders and underweighment of sugarcane.		2180, 2181, 2185, 2186, 1455, 2187, 2188, 5020/08	The company officials have informed us that chargesheets have been filed against Mr. Sharma in 7 cases and the writ petitions relating to these cases have been disposed off [excluding W.P. no. 5020/08].

							We are awaiting the latest orders with respect to all the aforesaid matters to verify the same. W.P. No. 5020/08 is still pending.
2.	Utraula	89/08	Prem Chand Bansal (Unit Head), R.S. Chhabra and Shivkumar Tomar	An FIR was filed by a lady namely, Arbunisha, alleging that her land was fraudulently purchased by the company by way of a sale deed executed through false promises.	Final report was filed on November 5, 2007. Reinvestigation was ordered and it is pending.		
3.	Uttarola	18 of 2010	M/s Alok Srivastav, Abhijit Singh, Abhay Pratap Singh	An FIR dated January 12, 2010 had been filed against M/s Alok Srivastav, Abhijit Singh, Abhay Pratap Singh under sections 420/120B of the IPC and 3/7 the Essential Commodities Act, 1955, On the complaint of the Secretary, Sugarcane Growers Society alleging (1) Underweighment, (2) Illegal issue of Parchies and thus, purchase of sugarcane from the areas of other sugar mills.	Arrest of the persons named in the FIR has been stayed by Allahabad High Court		Pending

c) Bajaj Capital Ventures Private Limited

(i) Tax Proceedings:

Sr No.	Forum	Parties	Brief Particulars	Quantum (Rs. in millions)	Status
1	Deputy Commissioner, Income Tax, Circle-3, Mumbai	Bajaj Capital Ventures Private Ltd	The Deputy Commissioner, Income Tax issued a Notice dated August 13, 2009 under section 143(2) of the Income Tax Act, 1961 for the assessment year 2008-09 for certain points in connection with the return of income. The same was confirmed and upheld vide order dated December 18, 2008 by the Deputy commissioner.	NA	Matter is pending

d) BAJAJ ECO-TEC PRODUCTS LIMITED

(i) Tax Proceedings:

Sr No.	Forum	Parties	Brief Particulars	Quantum (Rs. in millions)	Status
1.	Joint Commissioner, Service Tax, Mumbai	Bajaj Eco-Tec Products Limited ('company')	A show cause cum demand notice was issued dated January 02, 2008 by the Directorate General of Central Excise Intelligence to the company under the category of Banking and other financial service against External Commercial Borrowing (ECB) taken from ICICI Bank, Singapore. The company has filed its reply dated February 04, 2008 for the same.	NA	Matter is pending
2.	Assistant Commissioner, Commercial Tax Department, Paliakalan SCN No. 743	Bajaj Eco-Tec Products Limited ('company') v. Assistant Commissioner, commercial Tax Department, Paliakalan	A show cause cum demand notice was issued dated April 24, 2009 by the Assistant Commissioner, Commercial Tax Department, Paliakalan demanding a penalty against the seized vehicle carrying goods in transit from Faridabad unit to Kundarki unit without completing column 6 of form 38. The vehicle was released by deposition of the security amount. The amount is deposited by M/s ABB Ltd. The Assistant Commissioner also passed an order under section 48(5) of Vat act The company filled an appeal to Joint Commissioner (Appeal) Sitapur against the order of Assistant Commissioner which got rejected vide order dated December 24, 2009. The Assistant Commissioner under Sec 31 of UP Vat withdrew his order and issued fresh notice dated September 29, 2009 for hearing under sec 54(14). The company has filed its reply dated November 26, 2009	0.10	Matter is pending
3.	Assistant Commissioner, Commercial Tax Department, Paliakalan SCN No. 744	Bajaj Eco-Tec Products Limited ('company') v. Assistant Commissioner, commercial Tax Department, Paliakalan	A show cause cum demand notice was issued dated September 29, 2009 under section 48(4) of Vat act by the Assistant Commissioner, Commercial Tax Department, Paliakalan demanding a penalty against the seized vehicle carrying goods in transit from Faridabad unit to Kundarki unit due to difference in quantity as per invoice and transport bilty goods. The vehicle was released by deposition of the security amount. The company has filed its reply dated November 26, 2009	0.09	Matter is pending
4.	Assistant Commissioner, Commercial Tax Department, Paliakalan SCN No. 745	Bajaj Eco-Tec Products Limited ('company') v. Assistant Commissioner, commercial Tax Department, Paliakalan	A show cause cum demand notice being SCN 37 was issued dated May 06, 2009 by the Assistant Commissioner, Commercial Tax Department, Paliakalan demanding a penalty against the seized vehicle carrying goods in transit from Faridabad unit to Kinauni unit without completing column 6 of form 38. The vehicle was released by deposition of the security amount. The amount is	0.10	Matter is pending

			<p>deposited by M/s Amba Ceramics.</p> <p>The Assistant Commissioner also passed an order under section 48(5) of Vat act</p> <p>The company filled an appeal to Joint Commissioner (Appeal) Sitapur against the order of Assistant Commissioner which got rejected vide order dated December 24, 2009.</p> <p>The Assistant Commissioner under Sec 31 of UP Vat withdrew his order and issued fresh notice dated September 29, 2009 for hearing under sec 54(14).</p> <p>The company has filed its reply dated November 26, 2009</p>		
5.	<p>Assistant Commissioner, Commercial Tax Department, Paliakalan</p> <p>SCN No. 746</p>	<p>Bajaj Eco-Tec Products Limited ('company') v. Assistant Commissioner, commercial Tax Department, Paliakalan</p>	<p>A show cause cum demand notice was issued dated April 24, 2009 by the Assistant Commissioner, Commercial Tax Department, Paliakalan demanding a penalty against the seized vehicle carrying goods in transit from Kinauni unit to Kundarki unit without transport memo with consignment.</p> <p>The vehicle was released by deposition of the security amount. The amount is deposited by M/s ABB Ltd.</p> <p>The Assistant Commissioner also passed an order under section 48(5) of Vat act</p> <p>The company filled an appeal to Joint Commissioner (Appeal) Sitapur against the order of Assistant Commissioner which got rejected vide order dated December 24, 2009.</p> <p>The Assistant Commissioner under Sec 31 of UP Vat withdrew his order and issued fresh notice dated September 29, 2009 for hearing under sec 54(14). The company has filed its reply dated November 26, 2009</p>	0.06	Matter is pending

Material Developments since the Last Balance Sheet Date

In the opinion of our Board, other than as disclosed in this DRHP, there has not arisen, since the date of the last financial statements set out herein, any circumstance that materially or adversely affects our profitability taken as a whole or the value of our assets or our ability to pay our material liabilities over the next twelve months.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from Government of India and other regulatory authorities for our business and except as disclosed in this DRHP no further material approvals are required for carrying on our business operations.

Unless otherwise stated, these approvals are all valid as of the date of this DRHP. It must be distinctly understood that, in granting these approvals, the Government of India, the RBI or any other regulatory authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing activities.

A. Approvals in relation to our Company's incorporation, change of name and registered office

- Certificate of incorporation from the RoC dated April 25, 2006 under the Companies Act as "Bhaumik Agro Products Private Limited". Thereafter a fresh certificate of incorporation was issued by the RoC, for change of name from 'Bhaumik Agro Products Private Limited' to 'Bajaj Corp Private Limited' dated September 11, 2007;
- Fresh certificate of incorporation dated October 16, 2007 issued by the RoC, for change of name and conversion from private limited company to public limited company. Consequently the name of our Company was changed to 'Bajaj Corp. Limited'.
- Form 18 filed with the RoC for change in the registered office from Challenger Towers, Kandivali (East) Mumbai, to Building No. 2, 2nd Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala Andheri (East) Mumbai 400 093 which was within the State of Maharashtra.

B. Approvals for the Issue

Corporate Approvals

- Our Board of Directors has, pursuant to resolutions passed at its meeting held on February 20, 2010 authorised the Issue, subject to the approval by the shareholders of our Company under Section 81(1A) of the Companies Act.
- Our shareholders have, pursuant to a resolution dated February 22, 2010 under Section 81(1A) of the Companies Act, authorised the Issue.
- Further, pursuant to the above, our Board of Directors has, pursuant to resolution dated February 20, 2010, authorised the IPO Committee to take necessary action for filing the DRHP with SEBI.

In-principle approvals from the BSE and the NSE

- We have received in-principle approvals from the BSE and the NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively. [●] is the Designated Stock Exchange.

C. Other Approvals for our Business

We require various approvals for us to carry on our business in India. The approvals that we require include the following:

Description	Registration/Reference Number	Date of Issue/Renewal	Expiry date
General Licenses			
Corporate Identity Number	U0111MH2006PLC161345	October 16, 2007	N.A.

Description	Registration/Reference Number	Date of Issue/Renewal	Expiry date
Permanent Account Number issued by the Income Tax Department.	AACCB8574H	April 25, 2006	N.A.
Certificates of Importer-Exporter Code received from the Government of India, Ministry of Commerce in respect of various branches of our Company.	1308003056	May 29, 2008	N.A.
Registration under Section 69 of the Finance Act, 1994 in relation to payment of service tax.	AACCB8574HST001	May 14, 2008	N.A.
Allotment of Tax Deduction Account Number under the Income Tax Act, 1961.	JDHBO4809A	April 4, 2008	N.A.
Transfer of registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 from our Promoter to our Company.	RJ / 38	June 26, 2008	NA
Licenses obtained for the Factory at Parwanoo, District Solan, Himachal Pradesh and for Paonta Sahib, District Sirmor, Himachal Pradesh			
Registration under the Contract Labour (Regulation and Abolition) Act, 1970.	LO(SLN)CLA/PE-504	July 14, 2008	N.A.
License issued under the Contract Labour (Regulation and Abolition) Act, 1970 to act as a principal contractor.	LO(SLN) CLA/Cont.-898	July 22, 2008	July 21, 2010
Registration under the Weight & Measurement Act, for the factory at Parwanoo, Himachal Pradesh.	Challan no: 0065411	July 15, 2008	N.A.
License to manufacture Cosmetics under Drugs and Cosmetics Act, 1940 in Form 32- for the factory at Parwanoo, Himachal Pradesh	S-COS /08/01	June 19, 2008	June 18, 2013
Authorization from the Himachal Pradesh State Pollution Control Board for operating a facility for generation & storage of Hazardous Wastes.	PCB/HWMR/(1896) Bajaj Corp. Ltd./08-22116-20	February 6, 2009	March 31, 2013
Order issued by the Himachal Pradesh State Electricity Board sanctioning the contract demand of 11000 volts for our Company's existing/proposed units subject to conditions mentioned therein.	N.A.	May 7, 2008	N.A.
Approval for energising high and medium voltage by the Himachal Pradesh Electrical Inspectorate for the Parwanoo unit, Himachal Pradesh.	HIMVINI/Bajaj Corp. Ltd. / Parwanoo/ 2008-4832-35	May 24, 2008	N.A.
Permission to install diesel generating (D.G.) sets of capacity 1x 63 KVA and 1x 150 KVA (standby source), issued by the Himachal Pradesh State Electricity Board for the Parwanoo Unit.	Account No. LS-177	September 15, 2008	N.A.

Description	Registration/Reference Number	Date of Issue/Renewal	Expiry date
Entrepreneur's Memorandum Acknowledgment issued by the Department of Industries (part II).	EM No. 020091260177	July 28, 2008	N.A.
License under Factories Act, 1948 unit I, Himachal Pradesh.	L&E (Fac) 9-153/08	December 31, 2009	December 31, 2010
License under Factories Act, 1948 unit II, Himachal Pradesh.	License No: L&E (Fac) 9-192/08-2010	December 24, 2009	December 31, 2010
Entrepreneur's Memorandum Acknowledgment issued by the Department of industries (part I).	EM No. 020091215178	December 10, 2007	N.A.
Registration under the Contract Labour (Regulation and Abolition) Act, 1970.	LO(SLN)CLA/PE-519	July 16, 2009	N.A.
License issued under the Contract Labour (Regulation and Abolition) Act, 1970 (principal contractor).	LO(SLN)CLA/Cont.-917	July 21, 2009	July 20, 2010
No objection certificate from the Gram Panchayat of Bhatawali to set up factory at Paonta Sahib, Himachal Pradesh.	N. A.	January 27, 2009	N.A.
Essentiality certificate issued by the Joint Director of Industry, Directorate of Industries, for the purchase of land in respect of Paonta Sahib, Himachal Pradesh.	2116	April 16, 2009	April 16, 2011
Permission to establish an industrial unit under Section 118 of the Himachal Pradesh Tenancy and Land Reforms Act, 1972 issued by the Additional Secretary (Revenue), Government of Himachal Pradesh, in respect of Paonta Sahib.	REV-V-F (10)-245/2009	August 7, 2009	The permission is valid for 180 days within which the unit has to be registered under the said Act.
Licenses obtained for the Unit at Selaqui, Dehradun, Uttarakhand			
License to manufacture cosmetics for sale (or for distribution) issued by the Drug Licensing and Controlling Authority, Uttarakhand – Dehradun.	5/C/UA/2009	May 23, 2009	May 22, 2014
License under the Factories Act, 1948 to operate its unit at Dehradun	H.W.R-795	January 06, 2010	December 31, 2010
Registration under Weight & Measurement Act, for Dehradun.	85/WMA/186-18/S.No./ 2009	November 13, 2009	N.A.
Consent from the Uttarakhand (Dehradun) Environment Protection & Pollution Control Board.	UEPPCB/ROD/approval-Dehradun-965-09-10/2703	May 16, 2009	March 31, 2010
Registration under the Contract Labour (Regulation and Abolition) Act, 1970	452/D.C.L/2010	February 23, 2010	N.A.
No objection certificate for environmental pollution control issued by the District Industries Centre, Dehradun, Uttarakhand.	522/DIC/Dehradun/ pollution / NOC/ 2007-08	May 22, 2008	N.A.
Approval for grant of power load by the Electricity Distribution Department, Dehradun, Uttarakhand.	4952 EDD(R)/Sanction (Ind.)	December 29, 2008	N.A.
No objection certificate from the State Industrial Development Authority of Uttarakhand, for building construction at Dehradun.	2250	October 20, 2008	N.A.
Approval issued by the State Industrial Development Authority of Uttarakhand,	10290/AEP/SIDA/08,	November 18, 2008	N.A.

Description	Registration/Reference Number	Date of Issue/Renewal	Expiry date
approving the drawing of our Company's unit located at Dehradun.			
No objection certificate issued by the local fire Department, Dehradun.	CFOFD-12/09-10	September 3, 2009	2009-2010
Entrepreneurs memorandum Acknowledgment issued by the Department of industries (part I).	0505020245	May 22, 2008	N.A.
Entrepreneurs memorandum Acknowledgment issued by the Department of industries (part II).	050051200694	January 27, 2010	N.A.
Sales Tax/ Value Added Tax registration in States where our Company has Offices			
State	Registration Number	Date of Issue	Expiry
Punjab	TIN – 03142044736	April 2, 2008	N.A.
Haryana	TIN – 06162506153	March 27, 2008	N.A.
Himachal Pradesh	GST – SOL-III-12077 CST – 11895	February 15, 2008	N.A.
Chandigarh	TIN – 04810032862	April 02, 2008	N.A.
Delhi	TIN – 07960339541 CST- 11895-07-15-208	March 03, 2008 May 3, 2008	N.A.
Uttar Pradesh	TIN – 09150004697	March 27, 2008	N.A.
Madhya Pradesh	TIN – 23211304112	March 28, 2008	N.A.
Chhattisgarh	TIN – 22431205116	March 19, 2008	N.A.
Bihar	TIN – 10010653074	April 2, 2008	N.A.
Jharkhand	TIN - 20230405749	April 11, 2008	N.A.
Gujarat	VAT – 24075500948 CST – 24575500948	March 15, 2008	N.A.
Andhra Pradesh	TIN – 28231983093	April 1, 2008	N.A.
Maharashtra	VAT TIN – 27090650623V CST TIN – 27090650623C	April 1, 2008	N.A.
Tamil Nadu	TIN – 33832844354 CST – 953344	May 22, 2008 May 23, 2008	N.A.
Kerala	TIN – 32071381874 C	May 20, 2008	N.A.
Assam	TIN – 18570095425 CST – 18159926980	April 10, 2008	N.A.
Orissa	TIN – 21581210482	April 4, 2008	N.A.
Karnataka	TIN – 29910793699	March 13, 2008	N.A.
Rajasthan	TIN/ CST – 08773960154	March 1, 2008 March 11, 2008	N.A.
Uttarakhand	CST/TIN – 05008001167	May 22, 2008	N.A.
West Bengal	CST – 19603924265 VAT – 19603924071	July 21, 2008	N.A.
License under Shops and Establishments Act under Different States			
Karnataka	49/ward no./559/2008	December 12, 2008	December 31, 2012
Madhya Pradesh	Reg. No.-406041 License No.-42203/032008/115	June 1, 2009	March 31, 2010
Haryana	PKL/10/ 1348	January 1, 2010	March 31, 2012
Mumbai	760053832/ Commercial II	June 3, 2008	December 31,

Description	Registration/Reference Number	Date of Issue/Renewal	Expiry date
			2010
Udaipur	201/CE/31(3) P-163	January 1, 2009	December 31, 2012
Indore	406041	June 1, 2009	December 31, 2014
Zirakpur	Mahauli/Derabassi/629	January 27, 2010	March 31, 2011

Applications made but not received

Our Company has made the following applications for the renewal of its licenses:

Units at Himachal Pradesh

- Application dated March 21, 2009 made by our Company for renewal of the NoC bearing reference No. (PCB (273) Bajaj Corp. Limited/08-20566-71) to the regional officer, Himachal Pradesh State Pollution Control Board, to operate as a manufacturing unit for hair oil and cosmetics.
- Application dated December 15, 2009 made by our Company to the Station Fire Officer, Parwanoo, Himachal Pradesh for renewal of the NoC for the year 2010 bearing reference No. (6-10/76-XL-Sml, NOC- 515-16).

Unit Located at Selaquin, Dehradun

- Application dated February 4, 2010 made by our Company to the State Industrial Development Authority for the Occupancy certificate in respect of our Company's Dehradun unit.

Intellectual property

Our Company has entered into a Trademark License Agreement dated March 12, 2008 as amended by an Amendment Agreement dated January 22, 2010, with BCCL. For further details please see the section titled "***History and Certain Other Corporate Matters***" beginning on page 67 of this DRHP.

The following registered and unregistered trademarks, copyrights and design have been licensed to our Company by BCCL in respect of our Company's products:

Licensed Registered Trademarks

Name of Product	Registration Number	Date of Application	Class	Status
Bajaj Amla Hair Oil (label Mark)	989679	February 12, 2001	3	Registered and valid till February 12, 2011.
Bajaj Amla (label Mark)	989680	February 12, 2001	3	Registered and valid till February 12, 2011.
Bajaj (Hindi) logo	1583988	July 25, 2007	3	Registered and valid till July 25, 2017.
Bajaj (English) logo	1583987	July 25, 2007	3	Registered and valid till July 25, 2017.
Bajaj Coconut Oil	841364	February 16, 2009	29	Renewed and valid till February 16, 2019.

Licensed Unregistered Trademarks

Name of Product	Application Number	Date of Application	Class	Status
Bajaj Kala Dant Manjan	1560097	May 21, 2007	3	Pending registration
Bajaj Almond drops (label mark)	1560098	May 21, 2007	3	Pending Registration
Bajaj Amla Shikakai	1560099	May 21, 2007	3	Pending registration
New Bajaj Brahmi Amla	1560100	May 21, 2007	3	Pending registration
Bajaj Red Tooth Powder	1560101	May 21,2007	3	Pending registration

Pending Applications

Application for the product Bajaj Jasmine is yet to be made by our corporate Promoter BCCL.

Licensed Registered Copyrights

Name of Product	Registration Number	Date of Registration	Status
Bajaj Brahmi Amla	A-57864/2000	October 18, 2000	Registered
Bajaj Pure Coconut Oil	A-57863/2000	October 18, 2000	Registered

Licensed Unregistered Copyrights

Name of Product	Application Number	Date of Application	Status
Bajaj Almond Drops*	1560098	May 21, 2007	Pending Registration
Bajaj Amla Shikakai*	1560099	May 21, 2007	Pending registration

*Our corporate Promoter BCCL has applied compositely for the design of bottle, lable and art work of these marks under the Trademark Act and hence we are not required to make separate applications for registering the same under the under Copyright Act.

Licensed Registered Designs

Name of Product	Registration Number	Date of Application	Class	Status
Registered as on November 18, 1997	173807	May 5, 1997	In class 3	
Bajaj Brahmi Amla	188101	February 12, 2002	In class 3	Registered as on July 2002
Bajaj Amla	184904 & 184985	March 02, 2001	In class 3	Registered as on August 17, 2001 for application No 184985. Registered as on August 7, 2001 for application No 184904.
Bajaj Pure Coconut Oil	179039	March 23, 1999	In class 3	Registered as on September 30, 1999.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

- Our Board of Directors has, pursuant to the resolution passed at its meeting held on February 20, 2010, authorised the Issue, subject to the approval by the shareholders of our Company under Section 81(1A) of the Companies Act.
- Our shareholders have, pursuant to a resolution passed at the meeting held on February 22, 2010, authorised the Issue under Section 81(1A) of the Companies Act.

Prohibition by the SEBI, the RBI or other governmental authorities

None of our Promoter, Directors or persons in control of our Company was or is a Promoter, Director or person in control of any other company which is debarred from accessing the capital market under any order or direction made by SEBI.

We confirm that neither our Company, our Promoter, persons in control of our Promoter, our Directors; are debarred or have been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any other authority.

Except as provided hereunder, our Directors are not in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any entity our Directors are involved in as promoters or directors.

Name of the Director	SEBI Registered Entity & Registration Number	Adjudication proceedings initiated against the said Director or any Company he is involved in as promoter or director.
Mr. Gaurav Dalmia	M/s. Parag Parikh Financial Advisory Services Limited, registered under the category of Portfolio Manager Services with SEBI Registration Number: INP000000241.	By an order dated January 28, 2010, of the Wholetime Member, SEBI has ordered adjudication proceedings against our Director Mr. Gaurav Dalmia for alleged violation of Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 as one of the member of promoter group of M/s. OCL India Limited in the matter of increase in promoter holding of the said company from 62.56% to 75% pursuant to buy back of shares.

Neither our Company, our Promoter, our Group Companies, relatives (as per the Companies Act), have been detained as willful defaulters by the RBI or any other authorities.

Eligibility for the Issue

Our Company is eligible for the Issue under Regulation 26(2) of the ICDR Regulations, which states as follows:

“An issuer not satisfying any of the conditions stipulated in sub-regulation (1) may make an initial public offer if:

- (a) *(i) the issue is made through the book building process and the issuer undertakes to allot at least fifty per cent of the net offer to public to qualified institutional buyers and to refund full subscription monies if it fails to make allotment to the qualified institutional buyers or;*

(ii) at least fifteen per cent. of the cost of the project is contributed by scheduled commercial banks or public financial institutions, of which not less than ten per cent shall come from the appraisers and the issuer undertakes to allot at least ten per cent of the net offer to public to qualified institutional buyers

and to refund full subscription monies if it fails to make the allotment to the qualified institutional buyers;

(b) (i) *the minimum post-issue face value capital of the issuer is ten crore rupees or;*

(ii) the issuer undertakes to provide market-making for at least two years from the date of listing of the specified securities, subject to the following:

(A) the market makers offer buy and sell quotes for a minimum depth of three hundred specified securities and ensure that the bid-ask spread for their quotes does not, at any time, exceed ten per cent; (B) the inventory of the market makers, as on the date of allotment of the specified securities, shall be at least five per cent. of the proposed issue.”

- We are an unlisted company not complying with the conditions specified in Regulation 26(1) of the ICDR Regulations and are therefore required to meet both the conditions detailed in Regulation 26(2)(a) and Regulation 26(2)(b) of the ICDR Regulations.
- We are complying with Regulation 26(2)(a)(i) of the ICDR Regulations and at least 60% of the Issue is proposed to be Allotted to QIBs (in order to comply with the requirements of Rule 19(2)(b) of the SCRR) and in the event we fail to do so, the full subscription monies will be refunded to the Bidders.
- We are complying with the second proviso to Regulation 43(2) of the ICDR Regulations and Non-Institutional Bidders and Retail Individual Bidders will be allocated not less than 10% and 30% of the Issue respectively, subject to valid bids being received.
- We are also complying with Regulation 26(2)(b)(i) of the ICDR Regulations and the post-Issue face value capital of our Company will be more than the minimum requirement of Rs. 10 crore, i.e., Rs. 100 million.

Therefore, we are eligible for the Issue under Regulation 26(2) of the ICDR Regulations. Further, in accordance with Regulation 26(4) of the ICDR Regulations, our Company will ensure that the number of prospective Allottees will not be less than 1,000; otherwise the entire application money shall be returned forthwith.

If such money is not repaid within eight days after our Company becomes liable to repay it (i.e., from the date of refusal or within 15 days from the date of Bid Closing Date, whichever is earlier), then our Company shall, on and from expiry of eight days, be liable to repay the money, with interest at the rate of 15% *per annum* on application money, as prescribed under Section 73 of the Companies Act.

Compliance with Part A of Schedule VIII of the ICDR Regulations

Our Company is in compliance with the provisions specified in Part A of Schedule VIII of the ICDR Regulations. Further, our Company has not been formed by the conversion of a partnership firm into a company.

Disclaimer Clause

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER BEING KOTAK MAHINDRA CAPITAL COMPANY LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS IN FORCE FOR THE TIME BEING, AS THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, KOTAK MAHINDRA CAPITAL COMPANY LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●] WHICH READS AS FOLLOWS:

- (1) “WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE.**
- (2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**
 - (a) THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - (b) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - (c) THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- (3) WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- (4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.-**
- (5) WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF ITS EQUITY SHARES AS PART OF PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**
- (6) WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.**

- (7) WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE ISSUE.- NOT APPLICABLE
- (8) WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
- (9) WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION.- NOTED FOR COMPLIANCE
- (10) WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE, ALLOTMENT SHALL BE MADE IN DEMAT FORM ONLY, PURSUANT TO SECTION 68B OF THE COMPANIES ACT
- (11) WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
- (12) WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:
- (a) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND
 - (b) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.
- (13) WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
- (14) WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER EXPERIENCE, ETC.

(15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS/ DRAFT PROSPECTUS/ DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.”

The filing of the DRHP does not, however, absolve our Company from any liabilities under section 63 and section 68 of the Companies Act, 1956 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the BRLM, any irregularities or lapses in the DRHP.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 60 B of the Companies Act, all legal requirements pertaining to the Issue will be complied with at the registration of the Prospectus with the RoC in terms of sections 56, 60 and 60 B of the Companies Act.

Disclaimer from our Company and the BRLM

Our Company, our Directors and the BRLM accept no responsibility for statements made otherwise than in this DRHP or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our web site www.bajajcorp.com or any other affiliate of our Company, would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Issue Agreement entered into among the BRLM and our Company dated February 24, 2010 and the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by us, and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at bidding centers or elsewhere.

Our Company, the BRLM and the Syndicate Member shall not be liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Investors that Bid in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Disclaimer in respect of jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, permitted insurance companies and pension funds) and to FIIs, FVCIs, multilateral and bilateral institutions, Eligible NRIs and the National Investment Fund set up by the Government of India. This DRHP does not, however, constitute an invitation to subscribe to our Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this DRHP comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this DRHP has been filed with SEBI for observations. Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and this DRHP may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this DRHP nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Our Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Our Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, our Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" as defined in Rule 144A under the Securities Act and referred to in this DRHP as "U.S. QIBs" (for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the DRHP as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States in reliance on Regulation S under the Securities Act.

Disclaimer clause of the BSE

As required, a copy of this DRHP will be submitted to the BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this DRHP, shall be included in the RHP prior to filing with the RoC.

Disclaimer clause of the NSE

As required, a copy of this DRHP has been submitted to NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this DRHP, shall be included in the RHP prior to filing with the RoC.

Filing

A copy of this DRHP has been filed with SEBI at Corporation Finance Department, SEBI Bhavan, Plot No. C4-A, G Block, 3rd Floor, Bandra Kurla Complex, Bandra (E), Mumbai 400 051, India.

A copy of the RHP, along with the documents required to be filed under Section 60B of the Companies Act would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 60 of the Companies Act would be delivered for registration with RoC at the Office of the Registrar of Companies, Maharashtra, Mumbai, at 100, Everst, Marine Drive, Mumbai – 400 002, India.

Listing

Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of our Equity Shares. [●] will be the Designated Stock Exchange with which the basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of our Equity Shares is not granted by either of the Stock Exchanges mentioned above, we will forthwith repay, without interest, all moneys received from the applicants in pursuance of this DRHP. If such money is not repaid within eight days after our Company becomes liable to repay it, i.e. from the date of refusal or within 7 days from the Bid Closing Date, whichever is earlier, then our Company and every Director of our Company which is an officer in default shall, on and from expiry of eight days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under Section 73 of the Companies Act.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above are taken within seven working days of finalization of the basis of Allotment for the Issue.

Consents

Consents in writing of: (a) our Directors, our Company Secretary and Compliance Officer, our Auditors, Bankers to the Issue and Bankers to our Company; and (b) the BRLM and Syndicate Member, Escrow Collection Bankes, Registrar to the Issue, domestic and international legal counsels, to act in their respective capacities, have been obtained and would be filed along with a copy of the RHP with the RoC, as required under Sections 60 and 60B of the Companies Act and such consents have not be withdrawn up to the time of delivery of the RHP for registration with the RoC.

R.S. Dani & Company, Chartered Accountants, the Auditors of our Company, have given their written consent to the inclusion of their report in the form and context and such consent and report have not been withdrawn up to the time of delivery of the RHP for registration with the RoC.

[●], the agency engaged by us for the purpose of obtaining an IPO grading in respect of this Issue, will give its written consent to the inclusion of its report in the form and context in which it will appear in the RHP and such consent and report will not be withdrawn up to the time of delivery of the RHP and the Prospectus with the RoC and the Designated Stock Exchange.

Expert Opinion

Except the report of [●] in respect of the IPO grading of this Issue which will be annexed with the RHP and as otherwise stated in this DRHP, we have not obtained any expert opinions.

Fees payable to the BRLM and the Syndicate Member

The total fees, brokerage and selling commissions payable to the BRLM and the Syndicate Member (including underwriting commission and selling commission) will be as per the engagement letter entered into between our Company and BRLM, copies of which are available for inspection at our Registered Office.

Fees payable to the Registrar to the Issue

The fees payable by us to the Registrar to the Issue for processing of Bid-cum-Application Forms, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register and other activities will be as per the agreement dated February 20, 2010 between us and the Registrar to the Issue, a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out of pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable them to make refunds or send Allotment advice by registered post/speed post/under certificate of posting.

Particulars regarding capital issues during the last five years

Our Company has not made any previous capital issues in the five years preceding the date of this DRHP.

Previous issues of shares otherwise than for cash

Except as stated in the section entitled “*Capital Structure*” as on page 18, our Company has not made any previous issues of Equity Shares for consideration otherwise than for cash.

Commission or brokerage on previous issues

This being the first public issue of Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares since our Company’s incorporation.

Capital issues in the last three years

Our Company has not made any public or rights issue during the last three years preceding the date of this DRHP.

For details of public, rights or other capital issues by our Group Entities, see the section titled “*Our Promoter and Group Companies*” beginning on page 84 of this DRHP.

Promise versus performance

Our Company has not made any previous rights and public issues.

For details of promise v. performance of the last one issue of our Group Entities, see the section titled “*Our Promoter and Group Companies*” beginning on page 84 of this DRHP.

Outstanding debentures or bond issues or preference shares

Our Company has no outstanding debentures or bonds or preference shares, as of the date of this DRHP.

Stock market data of our equity shares

This being the first public issue of Equity Shares of our Company, our Equity Shares are not listed on any stock exchange and hence no stock market data is available.

Mechanism for redressal of investor grievances

The Agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of atleast six month from the last date of dispatch of the letters of Allotment, refund orders, demat credit or, where refunds are being made electronically, giving of refund instructions to the clearing system to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application, depository participant and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid cum Application Form was submitted by the ASBA Bidders.

Disposal of investor grievances by our Company

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be ten working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress such complaints as expeditiously as possible.

We have also appointed Mr. D. K. Maloo, as the Compliance Officer for this Issue and he may be contacted in case of any pre-Issue or post-Issue related problems, at the following address:

Mr. D.K. Maloo
Bajaj Corp Limited Limited
Old Station Road,
Udaipur – 313 001.
Tel: + 91 294 2561631 / 32
Fax: + 91 294 2561631
Email: complianceofficer@bajajcorp.com
Website: www.bajajcorp.com

Disposal of investor grievances by listed companies under the same management as our Company

For details of of investor complaints pending with respect to the listed Group Entities see the section titled “*Our Promoter and Group Companies*” beginning on page 84 of this DRHP.

Change in auditors

M/s. Hemant Panpalia & Co., Mumbai were the first auditors of our Company. On October 17, 2007, M/s. Hemant Panpalia & Co. was replaced by M/s. R.S. Dani & Co., as auditors of our Company.

Capitalization of reserves or profits

Except as disclosed in the section titled “*Capital Structure*” beginning on page 18 of this DRHP, our Company has not capitalized its reserves or profits at any time since incorporation.

Revaluation of assets

There has been no revaluation of assets of our Company in the last five years.

SECTION VII – ISSUE RELATED INFORMATION
ISSUE STRUCTURE

The present Issue of 4,500,000 Equity Shares of Rs. 5/- each, at a price of Rs. [●] for cash aggregating Rs. [●] million is being made through the 100% Book Building Process. The Issue will constitute 15.3% of the fully diluted post-Issue Equity Share capital of our Company. If at least 60% of the Issue cannot be allocated to QIBs, the entire application money shall be refunded forthwith.

	QIBs*	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares *	At least 2,700,000 Equity Shares	Not less than 450,000 Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 1,350,000 Equity Shares available for allocation or Issue Size less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Issue Size available for Allotment/allocation**	At least 60% of the Issue shall be allocated to QIBs. However, up to 30% of the QIB Portion, upto 810,000 Equity Shares shall be available for allocation to the Anchor Investors	Not less than 10% of the Issue or the Issue less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 30% of the Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders.
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate as follows: (a) 94,500 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds; and (b) 1,795,500 Equity Shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds which are allocated Equity Shares as per (a) above.	Proportionate	Proportionate
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds Rs. 100,000 and in multiples of [●] Equity Shares.	Such number of Equity Shares that the Bid Amount exceeds Rs. 100,000 and in multiples of [●] Equity Shares.	[●] Equity Shares.
Maximum Bid	Such number of Equity Shares not exceeding the Issue Size, subject to applicable limits.	Such number of Equity Shares not exceeding the Issue Size subject to applicable limits.	Such number of Equity Shares whereby the Bid Amount does not exceed Rs. 100,000.
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares	[●] Equity Shares in multiples of [●] Equity Shares	[●] Equity Shares in multiples of [●] Equity Shares.
Allotment Lot	[●] Equity Shares.	[●] Equity Shares.	[●] Equity Shares.
Trading Lot	One Equity Share.	One Equity Share.	One Equity Share.
Who can Apply **	Public financial institutions as specified in Section 4A of the Companies Act, FIIs and sub-accounts registered with SEBI other than FIIs sub-accounts who are foreign corporate or foreign	Eligible NRIs, FII's sub-accounts who are foreign companies or foreign individuals, Resident Indian individuals, HUF (in the name of Karta), companies, corporate bodies, scientific	Retail Individual Bidders.

	QIBs*	Non-Institutional Bidders	Retail Individual Bidders
	individuals, scheduled commercial banks, mutual funds registered with SEBI, multilateral and bilateral development financial institutions, venture capital funds registered with SEBI, foreign venture capital investors registered with SEBI, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 250 million, pension funds with minimum corpus of Rs. 250 million and the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India and the insurance funds set up and managed by army, navy or air force of the Union of India	institutions societies and trusts, sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals.	
Terms of Payment	QIB Margin Amount shall be payable at the time of submission of Bid cum Application Form to the and the BRLM.	Margin Amount shall be payable at the time of submission of Bid cum Application Form to the Syndicate Member##.	Margin Amount shall be payable at the time of submission of Bid cum Application Form to the Syndicate Member###
Margin Amount***	At least 10% of Bid Amount****	Full Bid Amount on bidding	Full Bid Amount on bidding

* Our Company may allocate up to 30% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price in accordance with the ICDR Regulations. At least one-third of the Anchor Investor Portion shall be available for allocation to Mutual Funds only. Allocation to Anchor Investors shall be on a discretionary basis subject to a minimum number of (i) two Anchor Investors, where the allocation in the Anchor Investor Portion is up to Rs. 2,500 million and (ii) five, where the allocation under the Anchor Investor Portion is more than Rs. 2,500 million. An Anchor Investor shall make a minimum Bid of such number of Equity Shares that the Bid Amount is at least Rs. 100 million. Further, Anchor Investors shall pay the Anchor Investor Margin Amount at the time of submission of Bid cum Application Form to the BRLM and the balance within the Pay-in Date which shall be a date no later than two days of the Bid Closing Date.

In case of ASBA Bidders, the SCSB shall be authorised to block such funds in the bank account of the ASBA Bidder that are specified in the ASBA Bid cum Application Form.

* Subject to valid Bids being received at or above the Issue Price. In accordance with Rule 19(2)(b) of the SCRR, this being an Issue for less than 25% of the post-Issue capital, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Issue will be allocated on a proportionate basis to QIBs, out of the QIB Portion (excluding the Anchor Investor Portion), 5% shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. If at least 60% of the Issue cannot be allocated to QIBs, then the entire application money will be refunded forthwith. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. Further, not less than 10% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 30% of the Issue will be available for allocation on a proportionate basis to Retail

Individual Bidders, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category except in the QIB category would be met with spill-over from other categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

If at least 60% of the Issue is not allocated to the QIBs, the entire subscription monies shall be refunded.

** In case the Bid cum Application Form is submitted in joint names, the Bidders should ensure that the demat account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form.

*** After the Bid/ Issue Closing Date, depending on the level of subscription, additional Margin Amount, if any, may be called for from the QIB Bidders.

Withdrawal of the Issue

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue anytime after the Bid/Issue Opening Date but before the Allotment of Equity Shares. In such an event our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue. Our Company shall also inform the same to Stock Exchanges on which the Equity Shares are proposed to be listed.

Any further issue of Equity Shares by our Company shall be in compliance with applicable laws.

Bid/ Issue Programme

BID/ISSUE OPENS ON	[●]*
BID/ISSUE CLOSES ON	[●]

* The Company may consider participation by Anchor Investors. The Anchor Investor Bid/ Issue Period shall be one working day prior to the Bid/ Issue Opening Date.

Bids and any revision in Bids shall be accepted **only between 10 a.m. and 5 p.m.** (Indian Standard Time) during the Bidding Period as mentioned above at the bidding centers mentioned in the Bid cum Application Form or, in case of Bids submitted through ASBA, the Designated Branches of the SCSBs, **except that on the Bid Closing Date, Bids excluding ASBA Bids shall be accepted only between 10 a.m. and [●] p.m.** (Indian Standard Time) and uploaded until (i) 4.00 p.m. in case of Bids by QIB Bidders and Non-Institutional Bidders; and (ii) until 5.00 p.m. or until such time as permitted by the Stock Exchanges in case of Bids by Retail Individual Bidders where the Bid Amount is up to Rs. 100,000. Due to limitation of time available for uploading the Bids on the Bid Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid Closing Date and, in any case, no later than [●] p.m (Indian Standard Time) on the Bid Closing Date. Bidders are cautioned that in the event a large number of Bids are received on the Bid Closing Date, as is typically experienced in IPOs, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded will not be considered for allocation in the Issue. If such Bids are not uploaded, our Company, the BRLM and the Syndicate Member shall not be responsible. Bids will be accepted only on working days, i.e. Monday to Friday (excluding any public holiday). Bids by ASBA Bidders shall be uploaded by the SCSBs in the electronic system to be provided by the NSE and the BSE.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the physical Bid cum Application Form of the Bidder may be taken as the final data for the purpose of allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask for rectified data from the SCSB.

Due to limitation of time available for uploading the Bids on the Bid/ Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Bidders are cautioned that in the event a large number of Bids are received on the Bid/ Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days, i.e., Monday to Friday (excluding any public

holiday).

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchanges only for uploading the Bids received by Retail Individual Bidders after taking into account the total number of Bids received up to the closure of time period for acceptance of Bid cum Application Forms as stated herein and reported by the BRLMs to the Stock Exchange within half an hour of such closure.

The Company, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bidding/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed at least two days prior to the Bid/ Issue Opening Date and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Issue Period will be extended for three additional working days after revision of Price Band subject to the Bidding / Issue Period not exceeding 10 days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the BSE and the NSE, by issuing a press release and also by indicating the changes on the web site of the BRLMs and at the terminals of the Syndicate.

TERMS OF THE ISSUE

Our Equity Shares being issued are subject to the provisions of the Companies Act, our Memorandum of Association and Articles of Association, the terms of the DRHP, the RHP, the Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the listing agreements to be entered with the Stock Exchanges and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. Our Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by the SEBI, the Government of India, the Stock Exchanges, the Registrar of Companies, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Ranking of Equity Shares

Our Equity Shares being offered shall be subject to the provisions of the Companies Act, and our Memorandum of Association and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividends. The Allottees in receipt of Allotment of our Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see the section titled “*Main Provisions of Articles of Association of our Company*” beginning on page 278 of this DRHP.

Payment of Dividends

Dividends if any shall be paid to our shareholders in accordance with the provisions of the Companies Act, Articles and the provisions of the Listing Agreements.

Face Value and Issue Price

The face value of each Equity Share is Rs. 5/- and the Issue Price is Rs. [●] per Equity Share. The Anchor Investor Issue Price is Rs. [●] per Equity Shares.

Compliance with the SEBI

Our Company shall comply with applicable disclosure and accounting norms specified by the SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, the equity shareholders of our Company shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and any preferential claims being satisfied;
- Subject to applicable law including any RBI rules and regulations, right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the listing agreement executed with the Stock Exchanges, and our Memorandum of Association and Articles of Association.

All our Equity Shareholders have the same voting rights. For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividends, forfeiture and lien and/or consolidation/splitting, see

the section titled “*Main Provisions of Articles of Association of our Company*” beginning on page 278 of this DRHP.

Market Lot and Trading Lot

In terms of Section 68B of the Companies Act, our Equity Shares shall be allotted only in dematerialized form. As per the ICDR Regulations, the trading of our Equity Shares shall only be in dematerialized form. Since trading of our Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Issue will be only in electronic form in multiples of [●] Equity Share, subject to a minimum Allotment of [●] Equity Shares.

Nomination Facility to Investor

In accordance with Section 109A of the Companies Act, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, our Equity Shares that are Allotted, if any, shall vest. A person, being a nominee, entitled to our Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 109A of the Companies Act, be entitled to the same benefits to which he or she would be entitled if he or she were the registered holder of our Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to our Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of our Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office or the Registrar of our Company.

In accordance with Section 109B of the Companies Act, any person who becomes a nominee by virtue of Section 109A of the Companies Act, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as holder of our Equity Shares; or
- to make such transfer of our Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer our Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of our Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective DP of the applicant would prevail. If the investors want to change their nomination, they are requested to inform their respective depository participant.

Application by Eligible NRIs / FIIs registered with SEBI and FVCIs registered with SEBI

It is to be distinctly understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or FVCIs registered with SEBI. Such Eligible NRIs, FIIs registered with SEBI or FVCIs registered with SEBI will be treated on the same basis as other categories for the purpose of allocation.

Bidding Period

Bidders may submit their Bids only in the Bidding Period. The Bid Opening Date is [●] and the Bid Closing Date is [●]. Provided that Anchor Investors must submit their Bid on the Anchor Investor Bidding Period.

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Issue, including the devolvment of Underwriters, within 60 days from the Bid Closing Date, our Company shall refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under Section 73 of the Companies Act.

Further in terms of Rule 19(2)(b) of the SCRR, if at least 60% of the Issue cannot be allocated to QIBs, then the entire application money shall be refunded forthwith.

Further in terms of Regulation 26(4) of the ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted will not be less than 1,000.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai, India.

Our Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Our Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, our Equity Shares are only being offered and sold (i) in the United States only to persons reasonably believed to be “qualified institutional buyers” as defined in Rule 144A under the Securities Act and referred to in this DRHP as “U.S. QIBs” (for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the DRHP as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States in reliance on Regulation S under the Securities Act.

Arrangement for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restriction on transfer of shares

Except for lock-in of the pre-Issue Equity Shares, Promoters’ minimum contribution and Anchor Investor lock-in in the Issue as detailed in the section entitled “*Capital Structure*” on page 18 of this DRHP, and except as provided in the Articles, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfers of debentures except as provided in the Articles. There are no restrictions on transmission of shares/debentures and on their consolidation/ splitting except as provided in the Articles. Please see the section entitled “*Main Provisions of the Articles of Association of our Company*” on page 278 of this DRHP.

ISSUE PROCEDURE

This section applies to all Bidders. Please note that all Bidders other than QIBs can participate in the Issue through the ASBA process. ASBA Bidders should note that the ASBA process involves application procedures that are different from the procedure applicable to Bidders other than the ASBA Bidders. Bidders applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process.

Book Building Procedure

In terms of Rule 19(2)(b) of the SCRR, this is an Issue for less than 25% of the post-Issue capital, and therefore, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Issue shall be allocated to QIBs on a proportionate basis. Out of the QIB Portion (excluding Anchor Investor Portion), 5% shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. If at least 60% of the Issue cannot be allocated to QIBs, then the entire application money will be refunded forthwith. Further, not less than 10% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 30% of the Issue will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. Allocation to Anchor Investors shall be on a discretionary basis and not on a proportionate basis.

Bidders are required to submit their Bids through the Syndicate. ASBA Bidders are required to submit their Bids to SCSBs.

Investors should note that our Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account shall be treated as incomplete and rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. Our Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FIIs or Foreign Venture Capital Funds, registered Multilateral and Bilateral Development Financial Institutions applying on a repatriation basis	[●]
ASBA Bidders	[●]
Anchor Investors*	[●]

**Bid cum Application forms for Anchor Investors will be made available at the office of the BRLMs.*

Bidders (except ASBA Bidders) are required to submit their Bids through the Syndicate. Bidders shall only use the specified Bid cum Application Form bearing the stamp of a member of the Syndicate for the purpose of making a Bid in terms of the RHP. The Bidder shall have the option to make a maximum of three Bids in the Bid cum Application Form and such options shall not be considered as multiple Bids. Upon the allocation of Equity Shares, dispatch of the CAN, and filing of the Prospectus with the RoC, the Bid cum Application Form shall be considered as the Application Form. Upon completing and submitting the Bid cum Application Form to a member of the Syndicate, the Bidder is deemed to have authorised our Company to make the necessary changes in the RHP as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Bidder.

ASBA Bidders shall submit a Bid cum Application Form either in physical or electronic form to the SCSB authorising blocking of funds that are available in the bank account specified in the Bid cum Application Form used by ASBA Bidders.

- Only Bidders other than QIBs can participate by way of ASBA process.

- Only QIBs can participate in the Anchor Investor Portion.

Who can Bid?

- Indian nationals resident in India who are not minors in single or joint names (not more than three);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of Sole or First bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non repatriation basis subject to applicable laws. NRIs other than eligible NRIs are not eligible to participate in this issue;
- Indian financial institutions, commercial banks (excluding foreign banks), regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional Bidders category.
- Venture Capital Funds registered with SEBI;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorised under their constitution to hold and invest in equity shares;
- Scientific and/or industrial research organisations authorised to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority;
- Provident Funds with minimum corpus of Rs. 250 million and who are authorised under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 250 million and who are authorised under their constitution to hold and invest in equity shares;
- National Investment Fund; and
- Insurance funds set up and managed by army, navy or air force of the Union of India.

As per the existing regulations, OCBs cannot participate in this Issue.

Participation by Associates of BRLM and Syndicate Member

The BRLM and Syndicate Member shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLM and Syndicate Member may subscribe to or purchase Equity Shares in the Issue, either in the QIB Portion or in Non-Institutional Portion as may be applicable to such investors, where the allocation is on a proportionate basis.

The BRLM, and any persons related to the BRLM, our Promoter and our Group Companies cannot apply in the Issue under the Anchor Investor Portion.

Bids by Mutual Funds

An eligible Bid by a Mutual Fund shall first be considered for allocation proportionately in the Mutual Fund Portion. In the event that the demand is greater than [●] Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the QIB Portion, after excluding the allocation in the Mutual Fund Portion.

One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

1. Bid cum Application Forms have been made available for Eligible NRIs at the Registered Office of our Company and with members of the Syndicate.
2. Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Bids by FIIs

As per the current regulations, the following restrictions are applicable for investments by FIIs:

The issue of Equity Shares to a single FII should not exceed 10% of our post-issue issued capital (i.e. 10% of [●] Equity Shares). In respect of an FII investing in our Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub-account is a foreign corporate or an individual.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended (the "SEBI FII Regulations"), an FII, as defined in the SEBI FII Regulations, or its sub-account may issue, deal or hold, off shore derivative instruments (defined under the SEBI FII Regulations as any instrument, by whatever name called, which is issued overseas by a foreign institutional investor against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. The FII or sub-account is also required to ensure that no further issue or transfer of any Offshore Derivative Instrument issued by it is made to any persons that are not regulated by an appropriate foreign regulatory authority as defined under the SEBI Regulations. Associates and affiliates of the underwriters including the BRLM and the Syndicate Member that are FIIs may issue offshore derivative instruments against Equity Shares Allotted to them in the Issue.

Bids by SEBI registered Venture Capital Funds

As per the current regulations, the following restrictions are applicable for SEBI Registered Venture Capital Funds and Foreign Venture Capital Investors:

The SEBI (Venture Capital) Regulations, 1996 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI.

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund. Further, Venture Capital Funds can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this DRHP. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

Maximum and Minimum Bid Size

- (a) **For Retail Individual Bidders:** The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Share thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed Rs. 100,000. In case of revision of Bids, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 100,000. In case the Bid Amount is over Rs. 100,000 due to revision of the Bid or revision of the Price Band or on exercise of Cut-off option, the Bid would be considered for allocation under the Non-Institutional Portion. The Cut-off option is an option given only to the Retail Individual Bidders indicating their agreement to Bid and purchase at the final Issue Price as determined at the end of the Book Building Process.
- (b) **For Other Bidders (Non-Institutional Bidders and QIBs):** The Bid must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs. 100,000 and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB Bidder cannot withdraw its Bid after the Bid/Issue Closing Date and is required to pay QIB Margin upon submission of Bid.**
- In case of revision in Bids, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs. 100,000 for being considered for allocation in the Non-Institutional Portion. In case the Bid Amount reduces to Rs. 100,000 or less due to a revision in Bids or revision of the Price Band, Bids by Non-Institutional Bidders who are eligible for allocation in the Retail Portion would be considered for allocation under the Retail Portion. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off'.
- (c) **For Bidders in the Anchor Investor Portion:** The Bid must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs. 100 million and in multiples of [●] Equity Shares thereafter. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids. A Bid cannot be submitted for more than 30% of the QIB Portion. **Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid Date.**

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this DRHP.

Information for the Bidders:

- (a) Our Company and the BRLM shall declare the Bid/Issue Opening Date, Bid/Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one Marathi newspaper with wide circulation. This advertisement shall be in the prescribed format.
- (b) Our Company will file the RHP with the RoC at least three days before the Bid/Issue Opening Date.

- (c) Copies of the Bid cum Application Form and, at the request of potential investors, copies of the RHP will be available with the Syndicate and the SCSBs.
- (d) Any investor (who is eligible to invest in the Equity Shares) who would like to obtain the RHP and/ or the Bid cum Application Form can obtain the same from our Registered Office.
- (e) Eligible investors who are interested in subscribing for our Equity Shares should approach any of the BRLM or Syndicate Member or their authorised agent(s) to register their Bids.
- (f) The Bids should be submitted on the prescribed Bid cum Application Form only. Bid cum Application Forms (other than ASBA Bid cum Application Forms) should bear the stamp of the members of the Syndicate, otherwise they will be rejected. Bids by ASBA Bidders shall be accepted by the Designated Branches in accordance with the SEBI ICDR Regulations and any circulars issued by SEBI in this regard.

Method and Process of Bidding

- (a) Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in [●] edition of [●] in the English language, [●] edition of [●] in the Hindi language and [●] edition of [●] in the Marathi language at least two working days prior to the Bid/ Issue Opening Date. The Syndicate and the SCSBs shall accept Bids from the Bidders during the Issue Period.
- (b) The Bid/Issue Period shall be for a minimum of three working days and shall not exceed 10 working days. The Bid/ Issue Period maybe extended, if required, by an additional three working days, subject to the total Bid/Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in two national newspapers (one each in English and Hindi) and one Marathi newspaper with wide circulation and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate.
- (c) During the Bid/Issue Period, eligible investors, other than QIBs, who are interested in subscribing for our Equity Shares should approach Syndicate or their authorised agents to register their Bid. The Syndicate shall accept Bids from all other Bidders and have the right to vet the Bids during the Bidding/ Issue Period in accordance with the terms of the RHP.
- (d) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “**Bids at Different Price Levels**” beginning on page 255 of this DRHP) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- (e) The Bidder cannot Bid on another Bid cum Application Form after Bids on one Bid cum Application Form have been submitted to any member of the Syndicate or SCSBs. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate or SCBS will be treated as multiple Bids and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph titled “**Build up of the Book and Revision of Bids**” beginning on page 257 of this DRHP.
- (f) Except in relation to Bids received from the Anchor Investors, the members of the Syndicate will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- (g) The BRLM shall accept Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period

i.e. one working day prior to the Bid/ Issue Opening Date. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

- (h) Along with the Bid cum Application Form, all Bidders (other than ASBA Bidders) will make payment in the manner described in the section titled “***Escrow Mechanism - Terms of payment and payment into the Escrow Accounts***” beginning on page 255 of this DRHP.
- (i) Upon receipt of the ASBA Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the ASBA Bid cum Application Form, prior to uploading such Bids with the Stock Exchanges.
- (j) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchanges.
- (k) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the ASBA Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

Bids at Different Price Levels and Revision of Bids

- (a) Our Company, in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of our Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed at least two days prior to the Bid/ Issue Opening Date and the Cap Price will be revised accordingly.
- (b) Our Company, in consultation with the BRLM will finalise the Issue Price within the Price Band in accordance with this clause, without the prior approval of, or intimation, to the Bidders.
- (c) Our Company, in consultation with the BRLM, can finalise the Anchor Investor Issue Price within the Price Band in accordance with this clause, without the prior approval of, or intimation, to the Anchor Investors.
- (d) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may bid at the Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- (e) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the cap of the Price Band with the members of the Syndicate. In case of ASBA Bidders bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block amount based on the cap of the Price Band.

Escrow mechanism, terms of payment and payment into the Escrow Accounts

For details of the escrow mechanism and payment instructions, please refer to the section titled “***Issue Procedure - Payment Instructions***” on page 264 of this DRHP.

Electronic Registration of Bids

- (a) The members of the Syndicate and SCSBs will register the Bids using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Bids are being accepted. The BRLM, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Bids accepted by the Syndicate Member and the SCSBs, (ii) the Bids uploaded by the Syndicate Member and the SCSBs, (iii) the Bids accepted but not uploaded by the Syndicate Member and the SCSBs or

(iv) with respect to ASBA Bids, Bids accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant ASBA Account.

- (b) The Stock Exchanges will offer an electronic facility for registering Bids for the Issue. This facility will be available with the Syndicate and their authorised agents and the SCSBs during the Bidding/ Issue Period. The Syndicate Member and the Designated Branches can also set up facilities for off-line electronic registration of Bids subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for book building on a regular basis. On the Bid/ Issue Closing Date, the members of the Syndicate and the Designated Branches shall upload the Bids till such time as may be permitted by the Stock Exchanges. This information will be available with the BRLM on a regular basis.
- (c) Based on the aggregate demand and price for Bids registered on the electronic facilities of the BSE and the NSE, a graphical representation of consolidated demand and price would be made available at the bidding centres during the Bidding Period.
- (d) At the time of registering each Bid, the members of the Syndicate shall enter the following details of the investor in the on-line system:
 - Name of the investor: Bidders should ensure that the name given in the Bid cum Application Form is exactly the same as the name in which the Depository Account is held. In case the Bid cum Application Form is submitted in joint names, Bidders should ensure that the Depository Account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form.
 - Investor Category – Individual, Corporate, FII, NRI, Mutual Fund, etc.
 - Numbers of Equity Shares bid for.
 - Bid Amount.
 - Bid cum Application Form number.
 - Whether Margin Amount has been paid upon submission of Bid cum Application Form.
 - Depository Participant Identification Number and Client Identification Number of the beneficiary account of the Bidder.

With respect to ASBA Bids, at the time of registering each Bid, the Designated Branches of the SCSBs shall enter the following information pertaining to the Bidder into the electronic bidding system:

- Name of the Bidder(s).
 - Application Number.
 - PAN.
 - Number of Equity Shares Bid for.
 - Depository Participant Identification Number and Client Identification Number of the beneficiary account of the Bidder.
- (e) A system generated TRS will be given to the Bidder as a proof of the registration of each of the bidding options. It is the Bidder's responsibility to obtain the TRS from the members of the Syndicate or the Designated Branches. The registration of the Bid by the member of the Syndicate or the Designated Branches does not guarantee that our Equity Shares shall be allocated/Allotment either by the members of the Syndicate or our Company.
- (f) Such TRS will be non-negotiable and by itself will not create any obligation of any kind.
- (g) In case of QIB Bidders, members of the Syndicate have the right to accept the bid or reject it. However, such rejection should be made at the time of receiving the bid and only after assigning a reason for such rejection in writing. In case of Non-Institutional Bidders and Retail Individual Bidders, Bids would not be rejected except on the technical grounds listed on page 267 of this DRHP.
- (h) The permission given by BSE and NSE to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and

other requirements by our Company and/or the BRLM are cleared or approved by BSE and NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the Promoter, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this DRHP; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

- (i) Only Bids that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/ Allotment. In case of discrepancy of data between the BSE or the NSE and the members of the Syndicate or the Designated Branches, the decision of our Company, in consultation with the BRLM and the Registrar, based on the physical records of Bid Application Forms shall be final and binding on all concerned.
- (j) Details of Bids in the Anchor Investor Portion will not be registered on the on-line facilities of electronic facilities of BSE and NSE.

Build up of the book and revision of Bids

- (a) Bids received from various Bidders through the members of the Syndicate and the SCSBs shall be electronically uploaded to the Stock Exchanges' mainframe on a regular basis.
- (b) The book gets built up at various price levels. This information will be available with the BRLM on a regular basis.
- (c) During the Bidding/Issue Period, any Bidder who has registered his or her interest in our Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the printed Revision Form, which is a part of the Bid cum Application Form.
- (d) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form. Apart from mentioning the revised options in the Revision Form, the Bidder must also mention the details of all the options in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, he must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate and the Designated Branches will not accept incomplete or inaccurate Revision Forms.
- (e) The Bidder can make this revision any number of times during the Bidding Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the same member of the Syndicate or the SCSB through whom such Bidder had placed the original Bid. Bidders are advised to retain copies of the blank Revision Form and the revised Bid must be made only in such Revision Form or copies thereof.
- (f) In case of an upward revision in the Price Band announced as above, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed Rs. 100,000 if the Bidder wants to continue to Bid at Cut-off Price), with the members of the Syndicate to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 100,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of this DRHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Bidder and the Bidder is deemed to have approved such revised Bid at Cut-off Price.
- (g) In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders, who have bid at Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding would be refunded from the Escrow Account.
- (h) Our Company, in consultation with the BRLM, shall decide the minimum number of Equity Shares for

each Bid to ensure that the minimum application value is within the range of Rs. 5,000 to Rs. 7,000.

- (i) Any revision of the Bid shall be accompanied by payment in the form of cheque or demand draft for the incremental amount, if any, to be paid on account of the upward revision of the Bid. With respect to the ASBA Bids, if revision of the Bids results in an incremental amount, the SCSB shall block the additional Bid amount. In case of QIB Bidders, the members of the Syndicate shall collect the payment in the form of cheque or demand draft if any, to be paid on account of the upward revision of the Bid at the time of one or more revisions by the QIB Bidders.
- (j) When a Bidder revises his or her Bid, he or she shall surrender the earlier TRS and may get a revised TRS from the members of the Syndicate or the SCSB, as applicable. It is the responsibility of the Bidder to request for and obtain the revised TRS, which will act as proof of his or her having revised the previous Bid.

Price Discovery and Allocation

- (a) Based on the demand generated at various price levels, our Company in consultation with the BRLM shall finalise the Issue Price.
- (b) Under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories at the sole discretion of our Company in consultation with the BRLM. If at least 60% of the Issue is not allocated to the QIBs, the entire subscription monies shall be refunded.
- (c) Allocation to Non-Residents, including Eligible NRIs and FIIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- (d) The BRLM, in consultation with our Company, shall notify the members of the Syndicate of the Issue Price and allocations to their respective Bidders, where the full Bid Amount has not been collected from the Bidders.
- (e) QIB Bidders shall not be allowed to withdraw their Bid after the Bid/Issue Closing Date.
- (f) Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Period.
- (g) The Basis of Allotment shall be put on the website of the Registrar to the Issue.

Signing of Underwriting Agreement and RoC Filing

- (a) Our Company, the BRLM and the Syndicate Member shall enter into an Underwriting Agreement on or immediately after the finalisation of the Issue Price.
- (b) After signing the Underwriting Agreement, our Company will update and file the updated RHP with the RoC in accordance with the applicable law, which then would be termed 'Prospectus'. The Prospectus would have details of the Issue Price, Issue size, underwriting arrangements and would be complete in all material respects.

Pre-Issue Advertisement

Subject to Section 66 of the Companies Act, our Company shall, after registering the RHP with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one Marathi language daily newspaper, each with wide circulation.

Advertisement regarding Issue Price and Prospectus

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the Issue Price and the Anchor Investor Issue Price. Any material updates between the date of the RHP and the date of Prospectus will be included in such statutory advertisement.

Issuance of Confirmation of Allocation Note (“CAN”)

- (a) Upon approval of the basis of Allotment by the Designated Stock Exchange, the BRLM or the Registrar to the Issue shall send to the members of the Syndicate a list of their Bidders who have been allocated/allotted Equity Shares in the Issue. The approval of the basis of Allotment by the Designated Stock Exchange for QIB Bidders may be done simultaneously with or prior to the approval of the basis of allocation for the Retail and Non-Institutional Bidders. However, investors should note that our Company shall ensure that the date of Allotment of the Equity Shares to all investors in this Issue shall be done on the same date.
- (b) The BRLM or members of the Syndicate or the Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder to pay the entire Issue Price for all our Equity Shares allocated to such Bidder. Those Bidders who have not paid the entire Bid Amount into the Escrow Account at the time of bidding shall pay in full the amount payable into the Escrow Account by the Pay-in Date specified in the CAN.
- (c) The approval of the basis of Allotment by the Designated Stock Exchange for QIB Bidders may be done simultaneously with or prior to the approval of the basis of allocation for the Retail and Non-Institutional Bidders. However, investors should note that our Company shall ensure that the instructions by our Company for the demat credit of our Equity Shares to all investors in the Issue shall be given on the same date.
- (d) Bidders who have been allocated Equity Shares and who have already paid the Bid Amount into the Escrow Account at the time of bidding shall directly receive the CAN from the Registrar to the Issue subject, however, to realisation of his or her cheque or demand draft paid into the Escrow Account. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder to pay the entire Issue Price for the Allotment to such Bidder.
- (e) The Issuance of CAN is subject to “*Notice to Anchor Investors - Allotment Reconciliation and Revised CANs*” and “*Notice to QIBs - Allotment Reconciliation and Revised CANs*” as set forth under the section titled “*Issue Procedure*” beginning on page 250 of this DRHP.

Notice to Anchor Investors: Allotment Reconciliation and Revised CANs

A physical book will be prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of our Company and the BRLM, select Anchor Investors may be sent a CAN, within two working days of the Anchor Investor Bid/ Issue Period, indicating the number of Equity Shares that may be allocated to them. The provisional CAN shall constitute the valid, binding and irrevocable contract (subject only to the issue of a revised CAN) for the Anchor Investors to pay the entire Anchor Investor Issue Price for all our Equity Shares allocated to such Anchor Investor. This provisional CAN and the final allocation is subject to the physical application being valid in all respect along with receipt of stipulated documents, the Issue Price being finalised at a price not higher than the Anchor Investor Issue Price and allotment by the Board of Directors. In the event that the Issue Price is higher than the Anchor Investor Issue Price, a revised CAN will be sent to Anchor Investors. The price of Equity Shares in such revised CAN may be different from that specified in the earlier CAN. Anchor Investors should note that they may be required to pay additional amounts, if any, by the Pay-in Date specified in the revised CAN, for any increased allocation of Equity Shares or increased price of Equity Shares. The Pay-in Date in the revised CAN shall not be later than two working days after the Bid/ Issue Closing Date. Any revised CAN, if issued, will supersede in entirety the earlier CAN.

Notice to QIBs: Allotment Reconciliation and Revised CANs

After the Bid/Issue Closing Date, an electronic book will be prepared by the Registrar on the basis of Bids uploaded on the BSE/NSE system. This shall be followed by a physical book prepared by the Registrar on the basis of Bid cum Application Forms received. Based on the electronic book or the physical book, as the case may be, QIBs may be sent a CAN, indicating the number of Equity Shares that may be allocated to them. This CAN is subject to the basis of final Allotment, which will be approved by the Designated Stock Exchange and reflected in the reconciled book prepared by the Registrar. Subject to SEBI Regulations, certain Bids may be

rejected due to technical reasons, non-receipt of funds, insufficient funds, incorrect details, etc., and these rejected applications will be reflected in the reconciliation and basis of Allotment as approved by the Designated Stock Exchange. As a result, a revised CAN may be sent to QIBs and the allocation of Equity Shares in such revised CAN may be different from that specified in the earlier CAN. QIBs should note that they may be required to pay additional amounts, if any, by the Pay-in Date specified in the revised CAN, for any increased allocation of Equity Shares. The CAN will constitute the valid, binding and irrevocable contract (subject only to the issue of a revised CAN) for the QIB to pay the entire Issue Price for all our Equity Shares allocated to such QIB. The revised CAN, if issued, will supersede in entirety the earlier CAN.

Designated Date and Allotment of Equity Shares

- (a) Our Company will ensure that the Allotment of Equity Shares is done within 15 days of the Bid/Issue Closing Date. After the funds are transferred to the Public Issue Account on the Designated Date, our Company would ensure the credit to the successful Bidders depository account within two working days of the date of allotment.
- (b) In accordance with the SEBI Regulations, Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
- (c) Allottees will have the option to re-materialise our Equity Shares so Allotted as per the provisions of the Companies Act and the Depositories Act.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ allotted to them pursuant to this Issue.

GENERAL INSTRUCTIONS

Do's:

- (a). Check if you are eligible to apply;
- (b). Ensure that you have Bid within the Price Band;
- (c). Read all the instructions carefully and complete the Bid cum Application Form;
- (d). Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialised form only;
- (e). Ensure that the Bids are submitted at the bidding centres only on forms bearing the stamp of a member of the Syndicate or with respect to ASBA Bidders ensure that your Bid is submitted at a Designated Branch of the SCSB where the ASBA Bidder or the person whose bank account will be utilised by the ASBA Bidder for Bidding has a bank account;
- (f). With respect to ASBA Bids ensure that the ASBA Bid cum Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the ASBA Bid cum Application Form;
- (g). Ensure that you have been given a TRS for all your Bid options;
- (h). Ensure that you have funds equal to the Bid Amount in your bank account maintained with the SCSB before submitting the ASBA Bid cum Application Form to the respective Designated Branch of the SCSB;
- (i). Instruct your respective banks to not release the funds blocked in the bank account under the ASBA process;
- (j). Submit revised Bids to the same member of the Syndicate through whom the original Bid was placed and obtain a revised TRS;
- (k). Except for Bids submitted on behalf of the Central Government or the State Government and officials

appointed by a court, all Bidders should mention their Permanent Account Number (PAN) allotted under the IT Act;

- (l). Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- (m). Ensure that the name(s) given in the Bid cum Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form.

Don'ts:

- (a). Do not Bid for lower than the minimum Bid size;
- (b). Do not submit a Bid through the ASBA process if you are a QIB;
- (c). Do not Bid/ revise Bid Amount to less than the lower end of the Price Band or higher than the higher end of the Price Band;
- (d). Do not Bid on another Bid cum Application Form after you have submitted a Bid to the members of the Syndicate or the SCSB;
- (e). Do not pay the Bid Amount in cash, by money order or by postal order or by stockinvest;
- (f). Do not send Bid cum Application Forms by post; instead submit the same to a member of the Syndicate or the SCSBs only;
- (g). Do not bid at Cut-off Price;
- (h). Do not Bid for a Bid Amount exceeding Rs. 100,000 (for Bids by Retail Individual Bidders);
- (i). Do not fill up the Bid cum Application Form such that our Equity Shares Bid for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- (j). Do not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground; and
- (k). Do not submit the Bid without the QIB Margin Amount in case of Bids by a QIB.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

Bids must be:

1. Made only in the prescribed Bid cum Application Form or Revision Form, as applicable.
2. Completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained herein, in the Bid cum Application Form or in the Revision Form. Incomplete Bid cum Application Forms or Revision Forms are liable to be rejected.
3. For Retail Individual Bidders, the Bid must be for a minimum of [●] Equity Shares and in multiples of [●] thereafter subject to a maximum Bid Amount of Rs. 100,000.
4. For Non-Institutional Bidders and QIB Bidders, Bids must be for a minimum of such number of Equity Shares that the Bid Amount exceeds or equal to Rs. 100,000 and in multiples of [●] Equity Shares thereafter. Bids cannot be made for more than the Issue. Bidders are advised to ensure that a single Bid from them should not exceed the investment limits or maximum number of Equity Shares that can be held by them under the applicable laws or regulations.

5. For Anchor Investors, Bids must be for a minimum of such number of Equity Shares that the Bid Amount exceeds or equal to Rs. 100 million and in multiples of [●] Equity Shares thereafter.
6. In single name or in joint names (not more than three, and in the same order as their Depository Participant details).
7. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.

Bidder's Depository Account and Bank Account Details

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant-Identification number and Beneficiary Account Number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as "Demographic Details"). These Bank Account details would be used for giving refunds (including through physical refund warrants, direct credit, ECS, NEFT and RTGS) to the Bidders. Hence, Bidders are advised to immediately update their Bank Account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch/ credit of refunds to Bidders at the Bidders sole risk and neither the BRLMs or the Registrar to the Issue or the Escrow Collection Banks or the SCSBs nor our Company shall have any responsibility and undertake any liability for the same. Hence, Bidders should carefully fill in their Depository Account details in the Bid cum Application Form.

IT IS MANDATORY FOR ALL THE BIDDERS TO GET THEIR EQUITY SHARES IN DEMATERIALIZED FORM. ALL BIDDERS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE BID CUM APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE BID CUM APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE BID CUM APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE BID CUM APPLICATION FORM.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs/Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Bidders in the Bid cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid cum Application Form, the Bidder would be deemed to have authorised the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Refund Orders/Allocation Advice/CANs would be mailed at the address of the Bidder as per the Demographic Details received from the Depositories. Bidders may note that delivery of refund orders/allocation advice/CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Bidder in the Bid cum Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Bidders sole risk and neither our Company, Escrow Collection Banks nor the BRLMs shall be liable to compensate the Bidder for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches the three parameters, namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such Bids are liable to be rejected.

Our Company in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/CANs/allocation advice or refunds through electronic transfer of funds, the Demographic Details given on the Bid cum Application Form should be used (and not those obtained from the Depository of the Bidder). In

such cases, the Registrar shall use Demographic Details as given in the Bid cum Application Form instead of those obtained from the depositories.

Bids by Non Residents including NRIs, FIIs and Foreign Venture Capital Funds registered with SEBI on a repatriation basis

Bids and revision to Bids must be made in the following manner:

1. On the Bid cum Application Form or the Revision Form, as applicable (blue in colour), and completed in full in BLOCK LETTERS in ENGLISH in accordance with the instructions contained therein.
2. In a single name or joint names (not more than three and in the same order as their Depository Participant Details).
3. Bids on a repatriation basis shall be in the names of individuals, or in the name of FIIs but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees.

Bids by Eligible NRIs for a Bid Amount of up to Rs. 100,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount of more than Rs. 100,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form. Our Company will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

As per the existing policy of the Government of India, OCBs are not permitted to participate in the Issue.

There is no reservation for Eligible NRIs and FIIs and all applicants will be treated on the same basis with other categories for the purpose of allocation.

Bids under Power of Attorney

In case of Bids (including ASBA Bids) made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 250 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 250 million a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefor.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a. With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b. With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c. With respect to Bids made by provident funds with minimum corpus of Rs. 250 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

PAYMENT INSTRUCTIONS

Escrow Mechanism for Bidders other than ASBA Bidders

Our Company and the Syndicate shall open Escrow Accounts with one or more Escrow Collection Bank(s) in whose favour the Bidders shall make out the cheque or demand draft in respect of his or her Bid and/or revision of the Bid. Cheques or demand drafts received for the full Bid Amount from Bidders in a certain category would be deposited in the Escrow Account.

The Escrow Collection Banks will act in terms of the DRHP and the Escrow Agreement. The Escrow Collection Banks for and on behalf of the Bidders shall maintain the monies in the Escrow Account until the Designated Date. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Bidders. On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the DRHP.

The Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Banks and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism for ASBA Bidders

The ASBA Bidders shall specify the bank account number in the ASBA Bid cum Application Form and the SCSB shall block an amount equivalent to the application money in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Bid Amount in the relevant bank account blocked until withdrawal/rejection of the ASBA Bid or receipt of instructions from the Registrar to unblock the Bid Amount. In the event of withdrawal or rejection of Bid cum Application Form or for unsuccessful Bid cum Application Forms, the Registrar shall give instructions to the SCSB to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the ASBA Bid, as the case may be.

Payment into Escrow Account for Bidders other than ASBA Bidders

Each Bidder shall draw a cheque or demand draft or remit the funds electronically through the RTGS mechanism for the amount payable on the Bid and/or on allocation/Allotment as per the following terms:

1. QIB Bidders, Non-Institutional Bidders and Retail Individual Bidders would be required to pay their applicable Margin Amount at the time of the submission of the Bid cum Application Form. The Margin Amount payable by each category of Bidders is mentioned under the section titled “*Issue Structure*” beginning on page 243 of this DRHP.
2. The Bidders for whom the applicable Margin Amount is equal to 100%, shall, with the submission of the Bid cum Application Form, draw a payment instrument for the Bid Amount in favour of the Escrow Account and submit the same to the members of the Syndicate.
3. In case the above Margin Amount paid by the Bidders during the Bidding Period is less than the Issue Price multiplied by our Equity Shares allocated to the Bidder, the balance amount shall be paid by the Bidders into the Escrow Account within the period specified in the CAN which shall be subject to a minimum period of two days from the date of communication of the allocation list to the members of the Syndicate by the BRLM. If the payment is not made favouring the Escrow Account within the time stipulated above, the Bid of the Bidder is liable to be cancelled.

4. The payment instruments for payment into the Escrow Account should be drawn in favour of:
 - (a) In case of Resident QIB Bidders: “[●]”
 - (b) In case of Non Resident QIB Bidders: “[●]”
 - (c) In case of Resident Retail and Non-Institutional Bidders: “[●]”
 - (d) In case of Non-Resident Retail and Non-Institutional Bidders: “[●]”
5. Anchor Investors would be required to pay the Anchor Investor Margin Amount at the time of submission of the application form and the balance shall be payable within two working days of the Bid/ Issue Closing Date. In the event of Issue Price being higher than the price at which allocation is made to Anchor Investors, the Anchor Investors shall be required to pay such additional amount to the extent of shortfall between the price at which allocation is made to them and the Issue Price. If the Issue Price is lower than the price at which allocation is made to Anchor Investors, the amount in excess of the Issue Price paid by Anchor Investors shall not be refunded to them.
6. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:
 - (a) In case of resident Anchor Investors: “[●]”
 - (b) In case of non-resident Anchor Investors: “[●]”
7. In case of Bids by NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non-Resident (FCNR) Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Bidder bidding on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.
8. In case of Bids by NRIs applying on non-repatriation basis, the payments must be made through Indian Rupee Drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non-Resident (FCNR) Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance or out of a Non-Resident Ordinary (NRO) Account of a Non-Resident Bidder bidding on a non-repatriation basis. Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR or NRO Account.
9. In case of Bids by FIIs, the payment should be made out of funds held in a Special Rupee Account along with documentary evidence in support of the remittance. Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting the Special Rupee Account.
10. The monies deposited in the Escrow Account will be held for the benefit of the Bidders till the Designated Date.
11. On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Account as per the terms of the Escrow Agreement into the Public Issue Account with the Bankers to the Issue.
12. On the Designated Date and no later than 15 days from the Bid/Issue Closing Date, the Escrow Collection Bank shall also refund all amounts payable to unsuccessful Bidders and also the excess amount paid on Bidding, if any, after adjusting for allocation/Allotment to the Bidders.
13. Payments should be made by cheque, or demand draft drawn on any Bank (including a Co-operative

Bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected. Cash/ Stockinvest/Money Orders/ Postal orders will not be accepted.

Payment by cash/ stockinvest/ money order

Payment through cash/ stockinvest/ money order shall not be accepted in this Issue.

Submission of Bid cum Application Form

All Bid cum Application Forms or Revision Forms duly completed and accompanied by account payee cheques or drafts shall be submitted to the members of the Syndicate at the time of submission of the Bid. With respect to ASBA Bidders, the ASBA Bid cum Application Form or the ASBA Revision Form shall be submitted to the Designated Branches.

No separate receipts shall be issued for the money payable on the submission of Bid cum Application Form or Revision Form. However, the collection centre of the members of the Syndicate will acknowledge the receipt of the Bid cum Application Forms or Revision Forms by stamping and returning to the Bidder the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder.

OTHER INSTRUCTIONS

Joint Bids in the case of Individuals

Bids may be made in single or joint names (not more than three). In the case of joint Bids, all payments will be made out in favour of the Bidder whose name appears first in the Bid cum Application Form or Revision Form. All communications will be addressed to the First Bidder and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Bids

A Bidder should submit only one Bid (and not more than one) for the total number of Equity Shares required. Two or more Bids will be deemed to be multiple Bids if the sole or First Bidder is one and the same.

In case of a mutual fund, a separate Bid can be made in respect of each scheme of the mutual fund registered with SEBI and such Bids in respect of more than one scheme of the mutual fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made. Bids by QIBs under the Anchor Investor Portion and QIB Portion (excluding Anchor Investor Portion) will not be considered as multiple Bids.

Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

1. All applications with the same name and age will be accumulated and taken to a separate process file which would serve as a multiple master.
2. In this master, a check will be carried out for the same PAN. In cases where the PAN is different, the same will be deleted from this master.
3. The Registrar to the Issue will obtain, from the depositories, details of the applicant's address based on the DP ID and Beneficiary Account Number provided in the Bid cum Application Form and create an address master.
4. The addresses of all the applications in the multiple master will be strung from the address master. This involves putting the addresses in a single line after deleting non-alpha and non-numeric characters i.e. commas, full stops, hash etc. Sometimes, the name, the first line of address and pin code will be

converted into a string for each application received and a photo match will be carried out amongst all the applications processed. A print-out of the addresses will be taken to check for common names. The applications with same name and same address will be treated as multiple applications.

5. The applications will be scrutinised for DP ID and Beneficiary Account Numbers. In case applications bear the same DP ID and Beneficiary Account Numbers, these will be treated as multiple applications.
6. Subsequent to the aforesaid procedures, a print out of the multiple master will be taken and the applications (other than ASBA Bids) will be physically verified to tally signatures as also father's/ husband's names. On completion of this, the applications with same signatures and father's/ husband's names will be identified as multiple applications.

Permanent Account Number or PAN

The Bidders, or in the case of a Bid in joint names, each of the Bidders, should mention his/ her Permanent Account Number (PAN) allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. **Any Bid cum Application Form without the PAN is liable to be rejected. It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground.**

REJECTION OF BIDS

In case of QIB Bidders, our Company in consultation with the BRLM may reject Bids provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders, our Company has a right to reject Bids based on technical grounds. Consequent refunds shall be made by cheque or pay order or draft and will be sent to the Bidder's address at the Bidder's risk. With respect to ASBA Bids, the Designated Branches of the SCSBs shall have the right to reject ASBA Bids if at the time of blocking the Bid Amount in the Bidder's bank account, the respective Designated Branch ascertains that sufficient funds are not available in the Bidder's bank account maintained with the SCSB. Subsequent to the acceptance of the ASBA Bid by the SCSB, our Company would have a right to reject the ASBA Bids only on technical grounds.

Grounds for Technical Rejections

Bidders are advised to note that Bids are liable to be rejected *inter alia* on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares bid for. With respect to ASBA Bids, the amounts mentioned in the ASBA Bid cum Application Form does not tally with the amount payable for the value of our Equity Shares Bid for;
- Age of First Bidder not given;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- GIR number furnished instead of PAN;
- Bids for lower number of Equity Shares than specified for that category of investors;
- Bids at a price less than lower end of the Price Band;
- Bids at a price more than the higher end of the Price Band;
- Submission of more than five ASBA Bid cum Application Forms per bank account;

- Bids at Cut-off Price by Non-Institutional and QIB Bidders.
- Bids for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Bids as defined in this DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted;
- Bids accompanied by Stockinvest/money order/postal order/cash;
- Signature of sole and / or joint Bidders missing. With respect to ASBA Bids, the Bid cum Application form not being signed by the account holders, if the account holder is different from the Bidder;
- Bid cum Application Forms does not have the stamp of the BRLM or Syndicate Member or the SCSB;
- Bid cum Application Forms does not have Bidder's depository account details;
- Bid cum Application Forms are not delivered by the Bidders within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- With respect to ASBA Bids, inadequate funds in the bank account to block the Bid Amount specified in the ASBA Bid cum Application Form at the time of blocking such Bid Amount in the bank account;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bids in respect whereof the Bid cum Application Form do not reach the Registrar to the Issue prior to the finalisation of the Basis of Allotment;
- Bids where clear funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- Bids by QIBs not submitted through members of the Syndicate;
- Bids by persons in the United States excluding U.S. QIBs as defined in Rule 144A of the Securities Act;
- Bids by FVCIs;
- Bids by multilateral and bilateral development institutions;
- Bids by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Bids not uploaded on the terminals of the Stock Exchanges; and
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

As per the provisions of Section 68B of the Companies Act, the Allotment of Equity Shares in this Issue shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode).

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated [●], between NSDL, our Company and the Registrar to the Issue;
- Agreement dated [●], between CDSL, our Company and the Registrar to the Issue.

All Bidders can seek allotment only in dematerialised mode. Bids from any Bidder without relevant details of his or her depository account are liable to be rejected.

- (a) A Bidder applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Bid.
- (b) The Bidder must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Bid cum Application Form or Revision Form.
- (c) Allotment to a successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Bidder
- (d) Names in the Bid cum Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- (e) If incomplete or incorrect details are given under the heading 'Bidders Depository Account Details' in the Bid cum Application Form or Revision Form, it is liable to be rejected.
- (f) The Bidder is responsible for the correctness of his or her Demographic Details given in the Bid cum Application Form vis-à-vis those with his or her Depository Participant.
- (g) Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. All the Stock Exchanges where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- (h) The trading of Equity Shares of our Company would be in dematerialised form only for all investors in the demat segment of the respective Stock Exchanges.

Communications

All future communications in connection with Bids made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of bid form, name and address of the member of the Syndicate or the Designated Branch where the Bid was submitted and cheque or draft number and issuing bank thereof or with respect to ASBA Bids, bank account number in which the amount equivalent to the Bid Amount was blocked.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc.

PAYMENT OF REFUND

Bidders other than ASBA Bidders must note that on the basis of the names of the Bidders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Bid cum Application Form,

the Registrar to the Issue will obtain, from the Depositories, the Bidders' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf. Hence Bidders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Bidders' sole risk and neither our Company, the Registrar to the Issue, Escrow Collection Bank(s), Bankers to the Issue nor the BRLM shall be liable to compensate the Bidders for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

Mode of making refunds

The payment of refund, if any, for Bidders other than ASBA Bidders would be done through various modes in the following order of preference:

1. ECS – Payment of refund would be done through ECS for applicants having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds is mandatory for applicants having a bank account at any of the abovementioned centres, except where the applicant, being eligible, opts to receive refund through direct credit or RTGS.
2. Direct Credit – Applicants having bank accounts with the Refund Bank (s), as mentioned in the Bid cum Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company.
3. RTGS – Applicants having a bank account at any of the abovementioned centres and whose refund amount exceeds Rs. 5 million, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the Bid cum Application Form. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.
4. NEFT – Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. The process flow in respect of refunds by way of NEFT is at an evolving stage, hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment of refunds would be made through any one of the other modes as discussed in the sections.
5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be despatched under certificate of posting for value upto Rs. 1,500 and through Speed Post/ Registered Post for refund orders of Rs. 1,500 and above. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Bids are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

With respect to Bidders other than ASBA Bidders, our Company shall ensure dispatch of Allotment advice, refund orders (except for Bidders who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchanges within two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through ECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 15 days from the Bid/ Issue Closing Date. A suitable communication shall be sent to the bidders receiving refunds through this mode within 15 days of Bid/ Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed, are taken within seven working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchanges and the SEBI Regulations, our Company further undertakes that:

- Allotment of Equity Shares shall be made only in dematerialised form within 15 days of the Bid/Issue Closing Date;
- With respect to Bidders other than ASBA Bidders, dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 15 days of the Bid/Issue Closing Date would be ensured. With respect to the ASBA Bidders' instructions for unblocking of the ASBA Bidder's Bank Account shall be made within 15 days from the Bid/Issue Closing Date; and

Our Company shall pay interest at 15% per annum for any delay beyond the 15 day time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to investors within the 15 day time prescribed above as per the guidelines issued by the Government of India, Ministry of Finance.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 68 A of the Companies Act, which is reproduced below:

“Any person who:

- (a) makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or***
- (b) otherwise induces a company to allot, or register any transfer of shares, therein to him, or any other person in a fictitious name,***

shall be punishable with imprisonment for a term which may extend to five years.”

BASIS OF ALLOTMENT

A. For Retail Individual Bidders

- Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.
- The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.
- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.
- If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue

Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares. For the method of proportionate basis of Allotment, refer below.

B. For Non-Institutional Bidders

- Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Bidders will be made at the Issue Price.
- The Issue size less Allotment to QIBs and Retail Portion shall be available for Allotment to Non-Institutional Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.
- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.
- In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares. For the method of proportionate basis of Allotment refer below.

C. For QIBs

- Bids received from the QIB Bidders at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Allotment to all the QIB Bidders will be made at the Issue Price.
- The QIB Portion shall be available for Allotment to QIB Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.
- Allotment shall be undertaken in the following manner:
 - (a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Portion (excluding Anchor Investor Portion) shall be determined as follows:
 - (i) In the event that Mutual Fund Bids exceeds 5% of the QIB Portion (excluding Anchor Investor Portion), allocation to Mutual Funds shall be done on a proportionate basis for up to 5% of the QIB Portion (excluding Anchor Investor Portion).
 - (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion (excluding Anchor Investor Portion) then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
 - (iii) Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
 - (b) In the second instance Allotment to all QIBs shall be determined as follows:
 - (i) In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis for up to 95% of the QIB Portion.
 - (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIB Bidders.
 - (iii) Under-subscription below 5% of the QIB Portion (excluding Anchor Investor Portion), if any, from Mutual Funds, would be included for

allocation to the remaining QIB Bidders on a proportionate basis.

- The aggregate Allotment to QIB Bidders shall not be less than [●] Equity Shares

D. For Anchor Investor Portion

- Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of our Company, in consultation with the BRLM, subject to compliance with the following requirements:
 - not more than 30% of the QIB Portion will be allocated to Anchor Investors;
 - one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors;
 - allocation to Anchor Investors shall be on a discretionary basis and subject to a minimum number of two Anchor Investors for allocation upto Rs. 2,500 million and minimum number of five Anchor Investors for allocation more than Rs. 2,500 million.
- The number of Equity Shares Allotted to Anchor Investors and the Anchor Investor Issue Price, shall be made available in the public domain by the BRLM before the Bid/ Issue Opening Date by intimating the Stock Exchanges.

Method of Proportionate Basis of Allotment in the Issue

In the event of the Issue being over-subscribed, our Company shall finalise the basis of Allotment in consultation with the Designated Stock Exchange. The Executive Director (or any other senior official nominated by them) of the Designated Stock Exchange along with the BRLM and the Registrar to the Issue shall be responsible for ensuring that the basis of Allotment is finalised in a fair and proper manner.

The Allotment shall be made in marketable lots, on a proportionate basis as explained below:

- a) Bidders will be categorised according to the number of Equity Shares applied for.
- b) The total number of Equity Shares to be allotted to each category as a whole shall be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio.
- c) Number of Equity Shares to be allotted to the successful Bidders will be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio.
- d) In all Bids where the proportionate Allotment is less than [●] Equity Shares per Bidder, the Allotment shall be made as follows:
 - (a) The successful Bidders out of the total Bidders for a category shall be determined by draw of lots in a manner such that the total number of Equity Shares allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and
 - (b) Each successful Bidder shall be allotted a minimum of [●] Equity Shares.
- e) If the proportionate Allotment to a Bidder is a number that is more than [●] but is not a multiple of one (which is the marketable lot), the decimal would be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it would be rounded off to the lower whole number. Allotment to all in such categories would be arrived at after such rounding off.
- f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares allotted to the Bidders in that category, the remaining Equity Shares available for Allotment shall be first adjusted against any other category, where the allotted shares are not sufficient for proportionate

Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising Bidders applying for minimum number of Equity Shares.

- g) Subject to valid Bids being received, allocation of Equity Shares to Anchor Investors shall be at the sole discretion of our Company, in consultation with the BRLM.

Illustration of Allotment to QIBs and Mutual Funds (“MF”)

A. Issue Details

Sr. No.	Particulars	Issue details
1.	Issue size	200 million equity shares
2.	Allocation to QIB (60%)	120 million equity shares
3.	Anchor Investor Portion	36 million equity shares
4.	Portion available to QIBs other than Anchor Investors [(2) minus (3)]	84 million equity shares
	Of which:	
	a. Allocation to MF (5%)	4.20 million equity shares
	b. Balance for all QIBs including MFs	79.8 million equity shares
3	No. of QIB applicants	10
4	No. of shares applied for	500 million equity shares

B. Details of QIB Bids

Sr. No.	Type of QIB bidders [#]	No. of shares bid for (in million)
1	A1	50
2	A2	20
3	A3	130
4	A4	50
5	A5	50
6	MF1	40
7	MF2	40
8	MF3	80
9	MF4	20
10	MF5	20
	Total	500

[#] A1-A5: (QIB bidders other than MFs), MF1-MF5 (QIB bidders which are Mutual Funds)

C. Details of Allotment to QIB Bidders/ Applicants

(Number of equity shares in million)

Type of QIB bidders	Shares bid for	Allocation of 4.20 million Equity Shares to MF proportionately (please see note 2 below)	Allocation of balance 79.80 million Equity Shares to QIBs proportionately (please see note 4 below)	Aggregate allocation to MFs
(I)	(II)	(III)	(IV)	(V)
A1	50	0	8.05	0
A2	20	0	3.22	0
A3	130	0	20.92	0
A4	50	0	8.05	0
A5	50	0	8.05	0
MF1	40	0.84	6.30	7.14
MF2	40	0.84	6.30	7.14
MF3	80	1.68	12.61	14.29
MF4	20	0.42	3.15	3.57

Type of QIB bidders	Shares bid for	Allocation of 4.20 million Equity Shares to MF proportionately (please see note 2 below)	Allocation of balance 79.80 million Equity Shares to QIBs proportionately (please see note 4 below)	Aggregate allocation to MFs
MF5	20	0.42	3.15	3.57
	500	4.20	79.80	35.71

Please note:

1. The illustration presumes compliance with the requirements specified in the section titled “**Issue Structure**” beginning on page 243 of this DRHP.
2. Out of 84 million equity shares allocated to QIBs, 4.2 million (i.e. 5%) will be allocated on proportionate basis among five Mutual Fund applicants who applied for 200 million equity shares in QIB category.
3. The balance 79.80 million equity shares (i.e. 84 - 4.2 (available for MFs)) will be allocated on proportionate basis among 10 QIB applicants who applied for 500 million equity shares (including five MF applicants who applied for 200 million equity shares).
4. The figures in the fourth column entitled “Allocation of balance 79.80 million Equity Shares to QIBs proportionately” in the above illustration are arrived as under:
 - For QIBs other than Mutual Funds (A1 to A5)= No. of shares bid for (i.e. in column II) X $79.80 / 495.80$.
 - For Mutual Funds (MF1 to MF5)= [(No. of shares bid for (i.e. in column II of the table above) less Equity Shares allotted (i.e., column III of the table above)] X $79.80 / 495.80$.
 - The numerator and denominator for arriving at allocation of 84 million shares to the 10 QIBs are reduced by 4.2 million shares, which have already been allotted to Mutual Funds in the manner specified in column III of the table above.

Letters of Allotment or Refund Orders or instructions to the SCSBs

Our Company shall give credit to the beneficiary account with depository participants within two working days from the date of the finalisation of basis of allotment. Applicants residing at the centres where clearing houses are managed by the RBI, will get refunds through ECS only except where applicant is otherwise disclosed as eligible to get refunds through direct credit and RTGS. Our Company shall ensure dispatch of refund orders, if any, of value up to Rs. 1,500, by “Under Certificate of Posting”, and shall dispatch refund orders above Rs. 1,500, if any, by registered post or speed post at the sole or first Bidder’s sole risk within 15 days of the Bid Closing Date. Applicants to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post, intimating them about the mode of credit of refund within 15 days of closure of Bid. In case of ASBA Bidders, the Registrar to the Issue shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the ASBA Bid cum Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 15 days of the Bid Closing Date.

Interest in case of delay in despatch of Allotment Letters or Refund Orders/ instruction to SCSB by the Registrar

Our Company agrees that the allotment of Equity Shares in the Issue shall be made not later than 15 days of the Bid Closing Date. Our Company further agrees that it shall pay interest at the rate of 15% p.a. if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given in the disclosed manner within 15 days from the Bid/ Issue Closing Date.

Our Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay-orders or demand drafts drawn on a bank appointed by our Company as a Refund Bank and payable at par at places where Bids are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
- That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where our Equity Shares are proposed to be listed within seven working days of finalisation of the basis of Allotment;
- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;
- That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of the Bid/ Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That the Promoters' contribution in full has already been brought in;
- That the certificates of the securities/ refund orders to the non-resident Indians shall be despatched within specified time;
- That no further issue of Equity Shares shall be made till our Equity Shares offered through the RHP are listed or until the Bid monies are refunded on account of non-listing, under-subscription etc.; and
- That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.

Our Company shall not have recourse to the Issue proceeds until the approval for trading of our Equity Shares from all the Stock Exchanges where listing is sought has been received.

Withdrawal of the Issue

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue anytime after the Bid Opening Date but before the Allotment of Equity Shares. In such an event our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two days of the Bid Closing Date, providing reasons for not proceeding with the Issue. Our Company shall also inform the same to Stock Exchanges on which our Equity Shares are proposed to be listed.

Any further issue of Equity Shares by our Company shall be in compliance with applicable laws.

Utilisation of Issue proceeds

Our Board of Directors certify that:

- All monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 73 of the Companies Act;
- Details of all monies utilised out of Issue shall be disclosed, and continue to be disclosed till the time any part of the issue proceeds remains unutilised, under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilised;
- details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate

head in the balance sheet indicating the form in which such unutilised monies have been invested;

- the utilisation of monies received under Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- the details of all unutilised monies out of the funds received under Promoters' contribution shall be disclosed under a separate head in the balance sheet of the issuer indicating the form in which such unutilised monies have been invested.

SECTION VIII - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

SHARE CAPITAL

4. (a) The Authorised Share Capital of our Company shall be as per the Clause V of Memorandum of Association. The Company shall have powers to increase the capital, to divide the shares in the capital for the time being into several classes and to attach thereto such preferential, deferred, qualified or special rights, privileges, or condition in such manner as may be determined by or in accordance with the regulations of our Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or by the regulations of our Company and consolidate or sub-divide the shares and issue shares of higher or lower denominations.
- (b) The minimum paid-up capital of our Company shall be Rs.5,00,000/-(Rupees Five Lakhs only)
5. The Shares of our Company shall be under the control and discretion of the Board of Directors who may divide the shares into several classes and subject to the provisions herein contained, may allot, transfer or otherwise dispose of the same to such person or persons and for such consideration upon such terms and conditions and such time as the Directors may in their absolute discretion think fit and such shares may be issued at par or at a premium or at a discount.
6. Subject to the provisions of Section 80 of the Act preference Shares may, with the sanction of an ordinary resolution, be issued on the terms that they are or at the option of our Company are, liable to be re-deemed on such terms and in such manner as our Company, before the issue of the shares may be special resolution determine.
7. The Directors may with the sanction of an ordinary resolution of the company increase the share capital by such sum, to be divided into shares of such amount as the resolution shall prescribe.
8. Save as our Company may by ordinary resolution otherwise direct, the shares in the Capital of our Company for the time being shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose them of to such persons at such times and on such terms as they think proper, But so that no shares shall be issued at a discount except in accordance with the Act and the provisions of the Articles.
9. Except as required by law, our Company shall not be bound to recognise any person as holding the shares upon trust and the company shall not be bound or be compelled to recognise any equitable, contingent, future or partial interest in any shares or any interest in any fractional part of shares or (except only as by these regulations or by law otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

MODIFICATION OF RIGHTS

10. Whenever the capital by reason of the issue of preference or otherwise is divided into different classes of shares all or any of the rights and privileges attached to any class may subject to the provisions of Section 106 and 107 of the Act, be modified, commuted, affected, abrogated or dealt with by the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class and all the provisions hereinafter contained as to the general meeting shall mutandis apply to every such meeting but so that the quorum thereof shall be members holding or representing by proxy three-fourth of the nominal amount of the issued shares of the class. The clause is not to derogate from any powers of our Company would have had if this clause were omitted. The power conferred upon the Company by the clause is subject to the provisions of the Act.

GENERAL AUTHORITY

11. Wherever in the said Act it has been provided that the Company shall have any right, privileges or authority or that the Company could carry out any transaction only if the Company is so authorised by

its Article, then and in that case these regulations hereby authorise and empower the Company to have such right, privilege or authority and to carry such transactions as have been permitted by the Act without there being any specific regulations in that behalf herein provided. As an illustration of such rights, privileges, authorities and transaction, the following are set out with the relevant sections:

Section 76 to pay commission on issue of shares and debentures.

Section 80 to issue Redeemable Preference Shares.

Section 92 to accept unpaid share capital although not called up.

Section 95 to pay dividend in proportion to amount paid up.

Section 94 to alter the share capital of the Company.

Section 100 to reduce the share capital of the Company.

Section 106 to alter right of holders as special class shares.

Section 208 to pay interest out of capital in certain cases.

Section 265 to adopt proportional representation for the appointment of Directors.

Section 300 to have dis-interested quorum.

Section 313 to authorise the Board to appoint alternate Directors, etc.

SHARE CERTIFICATE

12. Every person whose name is entered as a member in the register of members shall, without payment be entitled to a certificate under the common seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of the several joint holders shall be sufficient delivery to all.
13. Subject to the provisions of Companies (Issue of Share Certificate) Rules 1960 or any statutory modification or re-enactment thereof the certificate of title of shares and duplicate thereof when necessary shall be issued under the seal of and signed by:
 - (1) Two Directors of the Company or persons acting on behalf of the Directors under a duly Registered Power of Attorney and;
 - (2) The Secretary or some other persons appointed by the Directors for the purposes, provided that if the composition of the Board permit of it, at least one of the aforesaid two Directors shall be a person other than whole time Director or Managing Director.

LIEN

14. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person and upon the proceeds of sale thereof, for the debts, liabilities and engagements, whether solely or jointly with any other person to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time, provided that the Board of Directors may at any time, declare shares to be exempt wholly or partly from the provisions of these Articles.
15. The Company may sell in such manner as the Directors think fit any shares on which the Company has a lien, but no sale be made unless such amount in respect of which the lien exists is presently payable, and not until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the

registered holders for the time being of the shares, or the person entitled by reason of the death or insolvency.

CALLS ON SHARES

16. The Directors may, from time to time by resolution passed at a meeting of the Directors and not by a circular resolution, make such calls as they think fit, upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of nominal value of the shares or by way of premium) and not, by the conditions of allotment thereof, made payable at fixed times and such member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by installments.
17. In Clause 13(1) of Table A the words "Provided that no call shall exceed one-fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

18. No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer of any share in the Company shall be duly stamped and executed by or on behalf of both the transferor and transferee and shall specify the name, address and occupation, if any, of the transferee. Each signature to such transfer shall be duly attested by the signature of a credible witness who shall add his address. The transferor shall deem to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
19. The Directors may in their absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares and in particular may so decline in respect of shares upon which the Company has a lien or while any member executing the transfer either alone or jointly with any other person or persons is indebted to the Company on any account whatsoever or whilst any moneys in respect of the shares desired to be transferred or otherwise remain unpaid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. If the Directors refuse to register the transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee and to the transferor notice of refusal.
20. If the Directors refuse to register a transfer of any share they shall, within (one month) after the date on which the transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal.
21. The Directors shall cause a book called the 'Register of Transfer of Shares' to be kept and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of shares in the Company.
22. Every instrument of transfer shall be left at the office for registration accompanied by the certificate of the shares to be transferred, and such other evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. All instruments of transfer, which shall be registered, shall be retained by the Company, but any instrument of transfer which the directors may decline to register shall, on demand, be returned to the person depositing the same.
23. On giving 7 days' previous notice by advertisement in a newspaper circulating in neighborhood of the Office, the Transfer Registers & Registers of Members may be closed during such time as the Directors think fit, not exceeding in the whole forty-five days in each year, but not exceeding thirty days at a time.
24. No share shall in any circumstances be transferred to any insolvent or a person of unsound mind. No shares other than fully paid up shares be allotted or transferred to a minor and allow the dividend thereof to be collected by such person as it deems the guardian of such minor shareholder.
25. The executors or administrators or heirs of a deceased member (not being one of several joint holders) shall be only person recognized by the Company, as having any title to the shares registered in the name of such member and in case of death of any one or more of the joint holders of any registered

shares, the survivors shall be the only persons recognized the Company as having any title to or interest in such share. PROVIDED THAT in any case it shall be lawful for the Directors in their absolute discretion so dispense with production of probate or letters of administration or other legal representation upon such terms as to indemnity or otherwise as to the Directors may seem just.

26. Any person becoming entitled to the share in consequence of the death or bankruptcy of any member, upon producing evidence that he sustains the character in respect of which he proposed to act under this Article or of his title, as the Directors think sufficient, may, with the consent of the Directors, (which they shall not be under any obligation to give) be registered as a member in respect of such shares or may, subject to the regulations as to transfer hereinbefore, contained, transfer such shares. This Article is hereinafter referred to as the 'Transmission Article'.
27. The directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee, as if he were the transferee named in an ordinary transfer presented for registration.
28. The Board may, subject to the right of appeal conferred by Section 111 of the Act, decline to register:-
 - a. The transfer of share, not being a fully paid share, to a person of whom they do not approve, or
 - b. Any transfer of shares on which the Company has a lien. (Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares)
29. (1) Notwithstanding anything contained in this Article or in Section 82 or Section 111 of the Act but subject to the provisions of Section 22A of the Securities Contracts (Regulation) Act, 1956, the Company may refuse to register the Transfer of any of its securities on any one or more of the following grounds and no other ground:
 - (a) That the instrument of transfer is not proper or has not been duly stamped and executed or that the certificate relating to the security has not been delivered to the Company or that any other requirement under the law relating to registration of such transfer has not been complied with;
 - (b) That the transfer of the security is in contravention of any law;
 - (c) That the transfer of security is likely to result in such change in the composition of the Board of Directors as would be prejudicial to the interest of the Company or to the public interest;
 - (d) That the transfer of the security is prohibited by any order of any court, tribunal or other authority under any law for the time being force;
- (2) The Company shall before the expiry of two months from the date on which instruments of transfer of any of its securities is lodged for registration of such transfer:-
 - (a) if it has formed the opinion that such registration should not be refused effect such registration;
 - (b) if it has formed the opinion that such registration ought to be refused on the ground mentioned in Clause 1(a) hereinabove intimate the transferor and the transferee by notice in the prescribed form about the requirements under the law which have to be complied with for securing registration, and

- (c) in any other case make a reference to the Company Law Board and forward a copy of such reference to the transferor and transferee.
- (3) Without prejudice to the aforesaid the Company shall in general comply with the provisions of Section 22A of the Securities Contracts (Regulation) Act, 1956.
- 30. The Board may also decline to recognize any instrument of transfer unless:-
 - (a) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (b) the instrument of transfer is in respect of only one class of shares.
- 31. No fees shall be charged by the Company for registration of transfer.
- 32. A holder or joint holders of shares or debentures may nominate, in accordance with the provisions of Section 109A of the Companies Act, 1956 or any statutory modification or reenactment thereof and in the manner prescribed there under or any modification thereof, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of such holder/s. Any nomination so made shall be dealt with by the Company in accordance with and in the manner prescribed by and/or under the provisions of Section 109B of the Companies Act, 1956 or any statutory modification or reenactment thereof for the time being in force.

GENERAL MEETING

- 33. A general meeting of the Company may be called by giving not less than 21 (twenty one) days notice in writing. However, a general meeting may be called by giving a shorter notice, if consent is accorded thereto.
 - (i) In case of an Annual General Meeting by all the members entitled to vote thereat; and
 - (ii) In the case of any other meeting by members of Company holding not less than 95 percent of such part of the paid up share capital of the Company as gives a right to vote at the meeting.

Notice of every general meeting shall be given to every member of the Company in any manner authorised by Sub-Section (1) to (5) of Section 53 of the Act.
- 34. (a) No business shall be transacted at any General Meeting unless quorum of members is present. Five members present in person shall be a quorum for General Meeting.
- (b) Where any such business to be transacted at the meeting are deemed to be “special business”, there shall be annexed to the notice of the meeting a statement complying with 173 (2) and (3) of the Companies Act, 1956.

VOTES OF MEMBERS

- 35. Every member present in person shall have one vote for every share held by him either alone or jointly with any other person or persons.
- 36. The Company shall cause to be kept minutes of proceedings of general Meetings and of all proceedings at meetings of Board of Directors and of the committees of the Board, which shall contain a fair and correct summary of the proceedings thereat. Nothing herein contained shall require or be deemed to

require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting (a) is irrelevant or immaterial as regards to the proceedings or (b) is detrimental to the interests of the company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

ROTATION OF DIRECTORS

37. (1) Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly, provided in the Act and these Article, be appointed by Company in General Meeting.
- (2) The remaining Directors shall be appointed in accordance with the provisions of these articles.
38. (1) At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- (2) Subject to section 284(5) of the Act, the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who becomes Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves be determined by lot. A retiring Director shall be eligible for reappointment.

BOARD OF DIRECTORS

39. Subject to the provisions of Section 252 of the Act and unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than three (3) or more than twelve (12) including the alternate Directors, Nominated Directors, and Debenture Directors.
40. (a) The first Directors of the Company shall be
- 1. Mr. Sunil Kumar Avasthi**
 - 2. Mr. Rajiv Gandhi**
- (b) First Directors shall be permanent Directors unless and otherwise removed by the members in the meeting and act as Directors until he/ she dies or voluntarily resigns or becomes incapable of acting and shall not be liable to retire by rotation.
- (c) Subject to the provisions of the Act, the permanent Directors shall be entitled by his will or codicil to appoint his/her wife/husband or one of their children to be the permanent Director in his/her place and stead and in default of appointment and in so far as the said appointment shall not extend or become effective the legal representative of the permanent Director/(s) concerned shall be entitled to exercise the aforesaid power in favour of one from amongst the children of the permanent Director.
41. It shall not be necessary for a Director to hold any qualification shares in the Company.
42. The Board shall have power at any time and from time to time to appoint any other qualified persons to be an additional Director, provided that the total number of Directors shall not at any time exceed the maximum fixed under the Articles. Any such additional Director shall hold office only up to the date of the next Annual General Meeting but shall be eligible for re-appointment as a Director.
43. The Board shall have power at any time and from time to time to appoint any person to be a Director to fill up a casual vacancy. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would hold office if it has not been vacated by him.

44. Subject to the provisions of the Act, a Managing Director who is in the whole-time employment of the Company or a part-time Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

POWERS AND DUTIES OF DIRECTORS

45. The management and control of the business of the Company shall have been vested in the Director whom may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the Act expressly directed or required to be exercised or done by the Company, in General Meeting but subject nevertheless to the provisions of the Act and to any regulations from time to time made by the Company in General Meeting, provided that no regulations so made invalidate any prior act of the Director which would have been valid if such regulation had not been made. No resolution shall be deemed to have been duly passed by the Board or by a Committee hereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or committee as the case may be) and to all other Directors or members of the Committee at their usual address in India and has been approved by such of the Directors or members of the Committee as are then in India or by a majority of such of them as are entitled to vote on the resolution.
46. Every Director who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement shall disclose the nature of his concern or interest at a meeting of the Board, such disclosure should be made at the first meeting of the Board held after the Director becomes concerned or interested or at the meeting of the Board at which such contract or arrangement is taken into consideration. A General Notice shall given to the Board by a Director to the effect that he is a Director or member of a particular Company or firm and is to be regarded as concerned or interested in the contract or arrangement shall be deemed to be sufficient disclosure. But if any such notice expires as the end of the financial year in which it is given, it may be renewed for a further period of one financial year or by a fresh notice given in the last month of the financial year in which it could otherwise expire.
47. No director shall be disqualified from his office by reason of his contracting with the Company either as a vendor, purchaser or otherwise nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director be liable to account for the company any profit realised by any such contract or arrangement by reason only of such Director holding that office of the fiduciary relation in the very establishment but it is necessary that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract arrangement is determined on, if he is interested. A general Notice that a Director is a member of any specified firm or member of the Board of Directors of any specified company and is to be regarded as interested in all transactions with that firm or company, shall be sufficient disclosure under this clause as regards such Directors and the transaction and after such general notice, it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or Company.
48. A Director may vote in respect of any contract or arrangement in which he is interested.
49. The quorum for all the Board meeting shall be one third of the total strength (any fraction contained in that one-third being counted off as one) or two Directors whichever is higher.
50. (a) Notwithstanding anything to the contrary contained in these presents, any Director shall be Director to be entitled to take any part in the discussion of, and vote on, any contract or arrangement entered into, by or on behalf of the Company in spite of his being in any way, whether directly or indirectly concerned or interested in any such contract or arrangement and his presence shall count for the purpose of forming a quorum at the time of any such discussion or vote and if he does his vote shall be valid and effective for all purpose and in all respects.
- (b) The meeting of the Board may be convened at such time and at such place as may be reasonable convenient, preference being given to the Registered Office (If the Company. The Meeting of the Board if requisitioned shall be held only at the Registered Office of the Company.

51. The Board of Directors may from time to time appoint one or more of their body to be a Managing Director or whole time Director of the Company either for a fixed term or without any limitation as to the period for which he/she or they is or are to hold such office in terms and conditions as they deem fit and delegate such powers to him or them as they deem proper and may from time to time remove or dismiss him or them from office and appoint another or others in his or their places. The Directors may fix the remuneration of such Managing Directors, whole-time directors, whether by way of salary or commission or by conferring a right to participate in the profits of the Company or by a combination of both.
52. Subject to the provisions of the Act the Directors may from time to time raise or borrow any sum of money for and on behalf of the company from the member or any other persons, companies or banks, financial institution or any of their directors may himself advance money to the company on such interest as may be approved by the Directors.
53. The directors, may from time to time secure the payment in such loans and upon such terms and conditions in any respect as they think fit in the overall interest of the company and in particular by the issue of debenture or bonds of the Company or by mortgages or charge of all or any part of property of the company and of the uncalled capital for the time being.
54. (a) So long as any money be owing by the Company to any Finance Corporation or to any Financial Company or Body (which corporation or body is hereinafter in these Articles is referred to as the Corporation) the Directors may authorise such Corporation to appoint from time to time any person or persons as a Director or directors of the company (which Director is hereinafter referred to as corporation Director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director.
- (b) The Corporation may at any time and from time to time remove any such corporation Director appointed by it and may at the time of such removal of and also in the case of death or resignation of the person appointed, appoint any other person as a corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman of the Corporation or any Director or any person authorised by the Board of directors thereof and shall be delivered to the company at its registered office.
- (c) If it is provided by any Trust Deed Securities or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company in the case of any and every such issue of debenture the person or persons having such powers may exercise such power from time to time and appoint a director accordingly. Any Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A debenture Director shall not be liable to retire by rotation, nor shall be bound to hold any qualification shares.

MANAGING DIRECTOR

55. The Managing Director shall, subject to such power as the Act expressly directs or requires to be exercised or done by the Company in General Meeting or by the Directors in the Board's meeting, be entitled to the Management of the whole affairs of the Company under the control and directions of the Board of Directors.

MANAGER OR SECRETARY

56. A Manager or Secretary may be appointed by the Board for such terms, at such remuneration and upon such conditions as it may think fit, and any manager or secretary so appointed may be removed by the Board of Directors.

THE SEAL

57. The Company shall have common seal and the Board shall provide for the safe custody thereof. The seal shall not be affixed to any instrument, except by the authority of a resolution of the Board or

Committee of the Board authorised by it in that behalf and in the presence of two Directors or such other person as the Board may appoint for the purpose and such Director or other persons aforesaid shall sign every instrument to which seal of the Company is so affixed in his presence.

RESERVE AND DIVIDEND

58. (i) The Company in General Meeting may declare dividend but no dividend shall exceed the amount recommended by the Board.
- (ii) Subject to the provisions of the Section 205 of the Act, the profits of the Company, subject to any special rights relating these to be created or authorised \ by these Articles and subject to the provision here, shall be divisible among the members in proportion to the amount of capital called upon the shares held by them respectively.
- (iii) The Board may from time to time pay to the members such interim dividend as in their judgment the position of the Company justifies.
59. (i) Where the capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not carry any interest.
- (ii) The Company shall pay dividends in proportion to the amount paid up or credited as paid up on each share.
60. The Board may, from time to time as it thinks fit before recommending any dividend, set aside out of the profit of the Company any sums as Reserve to meet any contingencies or for liquidation or any debentures, debts or other liabilities of the Company, for the equalization of Dividend for repairing, improving or maintaining any of the property of the Company and other purpose of the Company as the Board in its absolute discretion thinks conducive to the interest of the Company and may invest the several sums so set aside upon such investment (other than shares of the Company) as it thinks fit and from time to time deal with and vary such investment and dispose off all or any part thereof for the benefit of the Company and may divide the Reserve into such special accounts as it thinks fit with full powers to employ the Reserve or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.

ACCOUNTS

61. The Company shall cause to be kept in accordance with Section 209 of the Act proper books of account with respect to:
- (a) All sums of money received and expended by the company and the matter in respect of which the receipt and expenditure take place.
- (b) All sales and purchase of goods by the Company.
- (c) Books of accounts shall be kept at the registered office or at such other place in India as the Board thinks fit and shall always be open to inspection by the Directors during business hours.

AUDIT

62. Once at least in every year the accounts of the company shall be examined and the correctness of the balance sheet ascertained by one or more Auditors.
63. The Board may fill any casual vacancy in the office of an Auditor except the one caused by the resignation of an Auditor shall be filled by the company in General Meeting.
64. The remuneration of the Auditor shall be fixed by the Company in General Meeting except that the remuneration of an Auditor appointed by the Board may be fixed by the Board.

BUY BACK OF SHARES

65. Subject to the provisions of the Act, the Company may pass special resolution in general meeting for the purpose of buy-back or purchase of its own shares out of the moneys forming part of undivided profit in the hands of company or out of the moneys representing the premium received on the issue of shares and standing to the credit of Share Premium A/c. or out of the money raised from the issue of fresh securities by the company. Buy back of shares by the company shall be effected at the price decided in the general meeting in which the resolution for the buy-back of shares is passed. Directors shall have to give effect to such resolution and apply such portion of profit or moneys to buy-back its own shares. To carry out the procedure for the buy-back of shares, Directors have to first give notice to all the members and inform them about their intention to buy-back of shares. In the said notice directors shall invite from each of the members in writing within 15 days from the date of the said notice whether they are willing to surrender their shares for the purpose of buy-back and the number of shares they intend to surrender. On the expiry of the 15 days from the day from the date of such notice, Board of Directors shall buy back its shares among members who have expressed their willingness if the invitation they have received is less than or equal to total number of shares offered for buy back. However in the event of offer for surrender of shares for buy back from member is received more than the shares offered for buy back, then the board shall allocate buy-back of shares in pro rata basis according to the total number of shares offered for surrender. Upon such buy-back the company shall be bound to make payment of the said price to the members. The company may authorise to cancel the said buy-back of shares from its members' register.

WINDING UP

66. If the Company shall be wound up, whether voluntarily or otherwise the liquidator may with sanction of a Special Resolution or any other sanction required by the Act divide among members in specie or kind any part of the Assets of the Company and may with the like sanction vest any part of the Assets of the Company in trustees upon such trust for the benefit of the members or any of them as the Liquidator with the like sanction, shall think fit.

INDEMNITY

67. Subject to Section 201 every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in connection with any application under Section 633 in which relief is granted to him by the Court.

SECTION IX: OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which are or may be deemed material have been entered into or will be entered into by our Company. These contracts, copies of which have been attached to the copy of this DRHP, delivered to the Registrar of Companies for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from 10.00 am to 4.00 pm on working days from the Bid Opening Date until the Bid Closing Date.

Material Contracts to the Issue

1. Issue Agreement dated February 24, 2010 among our Company and the BRLM.
2. Agreement dated February 20, 2010 between our Company and the Registrar to the Issue.
3. Escrow Agreement dated [●] among our Company, the BRLM, the Escrow Collection Banks and the Registrar to the Issue.
4. Syndicate Agreement dated [●] among our Company, the BRLM and the Syndicate Member.
5. Underwriting Agreement dated [●] among our Company, the BRLM and the Syndicate Member.

Material Documents

1. Memorandum and Articles of Association of our Company, as amended.
2. Certificate of incorporation dated April 25, 2006 for incorporation as “Bhaumik Agro Products Private Limited” and certificates of incorporation for the subsequent name changes up to the latest certificate of incorporation consequent to change of name to “Bajaj Corp Limited” dated October 16, 2007.
3. Resolution of the Board of Directors dated February 20, 2010 authorising the Issue.
4. Shareholders’ resolutions dated February 22, 2010 in relation to the Issue and other related matters.
5. Report of the Auditor, R.S. Dani & Co., Chartered Accountants, dated February 25, 2010 prepared in accordance with Indian GAAP as required by Part II of Schedule II to the Companies Act and mentioned in this DRHP.
6. Copies of annual reports of our Company for the fiscal years ended March 31, 2009, 2008 and 2007.
7. Statement of Tax Benefits of our Company the Auditor, R.S. Dani & Co., Chartered Accountants, dated February 25, 2010
8. Consent of the Auditor, R.S. Dani & Co., Chartered Accountants, for inclusion of their report in the form and context in which it appears in this DRHP.
9. General Powers of Attorney executed by the Directors of our Company in favour of person(s) for signing and making necessary changes to this DRHP and other related documents.
10. Consents of the Bankers to our Company, the BRLM, the Syndicate Member, the Registrar to the Issue, the Bankers to the Issue, Domestic Legal Counsel to our Company, Domestic Legal Counsel to the Underwriters, International Legal Counsel to the Underwriters, Directors of our Company, Company Secretary and Compliance Officer, as referred to, in their respective capacities.
11. Trademark license agreement dated March 12, 2008.
12. Amendment agreement to the trademark license agreement dated January 22, 2010.
13. Novation agreement dated February 24, 2010.

14. Memorandum of Understanding dated October 14, 2009 between our Company, Bajaj Infrastructure Development Company Limited, Bajaj Hindustan Limited and Teracon Constructions (India) Private Limited
15. Applications dated [●] and [●] for in-principle listing approval to the BSE and NSE, respectively.
16. In-principle listing approvals dated [●] and [●] from the BSE and the NSE respectively.
17. Agreement among NSDL, our Company and the Registrar to the Issue dated [●].
18. Agreement among CDSL, our Company and the Registrar to the Issue dated [●].
19. Listing agreements of our Company with the BSE and the NSE, each dated [●].
20. Due diligence certificate dated [●] to the SEBI from the BRLM.
21. SEBI observation letter [●] dated [●] and our Company's *in seriatim* reply to the SEBI observation letter dated [●].
22. IPO grading report dated [●] by [●].

Any of the contracts or documents mentioned in this DRHP may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We certify that all relevant provisions of the Companies Act, and the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this DRHP is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules or regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this DRHP are true and correct.

Signed by all the Directors of our Company

Mr. Kushagra Bajaj, *Chairman*

Mr. R.F. Hinger, *Vice-Chairman*

Mr. Sumit Malhotra, *Whole-time Director*

Mr. Haigreve Khaitan, *Independent, Non-Executive Director*

Mr. Gaurav Dalmia, *Independent, Non-Executive Director*

Mr. Dilip Cherian, *Independent, Non-Executive Director*

Mr. Aditya Vikram Somani, *Independent, Non-Executive Director*

Signed by the Chief Financial Officer, Company Secretary and Compliance Officer

Mr. D.K. Maloo, *Company Secretary*

Mr. V.C. Nagori, *Chief Financial Officer*

Date:

Place: Mumbai