

L-1&PB/472/MGP

January 21, 2016

BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

: **Code No.500031**

National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051

: **Symbol: BAJAJELEC – Series: EQ**

Delhi Stock Exchange Ltd.  
DSE House, 3/1, Asaf Ali Road  
New Delhi 110 002

: **Code No. 02031**

Dear Sirs,

**Sub: Postal Ballot Result**

Further to our letter No.L-1/424/MGP, dated 15 December 2015, we are pleased to inform you that the Company has conducted a Postal Ballot (including remote e-voting), the result of which has been announced today by the undersigned, based on the Scrutinizer's Report dated 21 January 2016 on the same.

We would like to inform you that the Special Resolution as mentioned in the Notice of Postal Ballot dated 5 November 2015 has been passed with the requisite majority.

The Result of Postal Ballot (including remote e-voting), along with Scrutinizers Report, is enclosed herewith for your information and records. The said Result is also being displayed on the Notice Board at the Registered Office of the Company; published in the newspapers and posted on the Company's website [www.bajajelectricals.com](http://www.bajajelectricals.com) along with the Scrutinizers Report.

We request you to kindly take the same on your records and put it on the notice board of the exchange for the information of the investors and general public.

Thanking you,

Yours faithfully,  
For Bajaj Electricals Limited



Mangesh Patil  
Vice President – Legal & Company Secretary

Encl: as above.

**BAJAJ ELECTRICALS LIMITED**

CIN: L31500MH1938PLC009887

Registered Office: 45-47, Veer Nariman Road, Mumbai 400 001.

Tel: 022-2204 3780 Fax: 022-2285 1279

Email: [legal@bajajelectricals.com](mailto:legal@bajajelectricals.com)

Website: [www.bajajelectricals.com](http://www.bajajelectricals.com)

**RESULT OF POSTAL BALLOT**

It is hereby notified to the Shareholders of Bajaj Electricals Limited. ("Company") and all other concerned entities/authorities that the Company has conducted the process of Postal Ballot (including remote e-voting) pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Administration and Management) Rules, 2014, for passing a Special Resolution to approve the Company's Employee Stock Option Plan 2015 (ESOP 2015) under Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder.

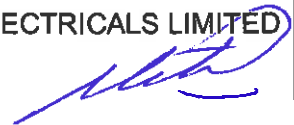
The Company had appointed Shri Anant B. Khamankar of M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, as a Scrutinizer for conducting the Postal Ballot / remote e-voting, who has submitted his report. The result of the Postal Ballot (including remote e-voting) is as under:

Type of Resolution	Total Number of shares as on cut-off date	No. of valid votes polled	% of votes polled	No. of Votes in favour	No. of Votes against	Percentage (%) of votes polled	
						Votes in favour	Votes against
Special Resolution	100948976	77432672	76.70	73322976	4109696	94.69	5.31

In light of the above, the resolution has been passed with requisite majority.

The result of the Postal Ballot (including remote e-voting) is being displayed on the Notice Board at the Registered Office of the Company; communicated to the Stock Exchanges; published in the newspapers and has also been posted on the website of the Company [www.bajajelectricals.com](http://www.bajajelectricals.com) along with the Scrutinizers report.

For BAJAJ ELECTRICALS LIMITED



Mangesh Patil

Vice President – Legal & Company Secretary

Thursday, January 21, 2016

**SCRUTINIZER'S REPORT**

To,  
The Chairman  
Bajaj Electricals Limited  
45/47, Veer Nariman Road  
Mumbai- 400001.

Dear Sir,

**Re.: Report of the Postal Ballot.**

The Board of Directors of Bajaj Electricals Limited ('Company') at its meeting held on 5 November 2015, had appointed me as the Scrutinizer for conducting the postal ballot voting process, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, for passing a Special Resolution under Section 62(1)(b) of the Companies Act, 2013.

**I submit my report as under:**

1. On 15 December 2015, the Company has completed the dispatch of postal ballot forms along with postage prepaid business reply envelopes to its members, whose name appeared on the Register of Members/list of beneficiaries as on the "cut-off date" i.e. 4 December 2015. Simultaneously, the soft copies of the postal ballot notice/form were emailed to those shareholders who have registered their email addresses with the Company / Depository.
2. Particulars of the postal ballot forms received from the Members and votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
3. All the postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. The ballot boxes were opened on 19 January 2016 in my presence.
5. The Postal ballot forms were taken out in my presence and scrutinized and the shareholding was matched and confirmed with the Register of Members of the Company/list of beneficiaries, as on the cut-off date.
6. All postal ballot forms received/receivable up to the close of working hours (17.00 hours) on 18 January 2016, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. Envelopes containing postal ballot forms received after 18 January 2016, were not considered for my scrutiny.





8. I did not find any defaced or mutilated ballot paper.
9. Thereafter, I have generated complete records of votes cast by electronic mode from Central Depository Services (India) Limited, the agency appointed for providing and supervising electronic platform: [www.evotingindia.com](http://www.evotingindia.com) on 19 January 2016, which was closed by CDSL on 18 January 2016 at 17.00 Hours.
10. Based on such e-voting records generated combined with physical ballot forms received, I hereby report as under:

**SPECIAL RESOLUTION FOR APPROVAL OF EMPLOYEE STOCK OPTION PLAN 2015 (ESOP 2015) U/S 62(1)(b) OF THE COMPANIES ACT, 2013.**

**THE RESOLUTION HAS BEEN PASSED WITH THE REQUISITE MAJORITY.**

**DETAILS OF POSTAL BALLOT FORMS RECEIVED:**

Particulars	No. of forms	No. of equity shares voted
Total no. of postal ballot forms received	275	2672103
<b>Less:</b> Total no. of invalid postal ballot forms	24	1684349
Total no. of valid postal ballot forms	251	987754
<b>Assented to Resolution</b>	<b>225</b>	<b>980448</b>
<b>Dissented to Resolution</b>	<b>26</b>	<b>7306</b>

**DETAILS OF VOTING BY ELECTRONIC MODE AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:**

Particulars	No. of members who cast electronically	No. of equity shares voted
Total valid votes received by electronic mode (Excluding 17794 Abstain Votes)	121	76444918
<b>Assented to Resolution</b>	<b>99</b>	<b>72342528</b>
<b>Dissented to Resolution</b>	<b>22</b>	<b>4102390</b>

**DETAILS OF TOTAL VOTING:**

Particulars	Aggregate of Physical ballot forms and e-voting	No. of equity shares voted	Percentage of valid votes received
Total valid postal ballots/ e-Votes received	372	77432672	100.00
<b>Assented to Resolution</b>	<b>324</b>	<b>73322976</b>	<b>94.69</b>
<b>Dissented to Resolution</b>	<b>48</b>	<b>4109696</b>	<b>5.31</b>



11. All the postal ballot forms and other related papers/registers and records will be handed over to Mr. Mangesh Patil, Vice-President-Legal & Company Secretary of the Company after the declaration of postal ballot results.
12. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you.

Yours truly,

**For Anant B. Khamankar & Co.**  
**(Company Secretaries)**



**Anant B. Khamankar**

FCS No.3198  
CP No.1860

Place: Mumbai  
Date: 21 January 2016

