

L-1&PB/574/MGP

April 8, 2016

To,  
BSE Ltd. : **Code No.500031**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

National Stock Exchange of India Ltd. : **Symbol: BAJAJELEC – Series: EQ**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051

Delhi Stock Exchange Ltd. : **Code No. 02031**  
DSE House, 3/1, Asaf Ali Road  
New Delhi 110 002

Dear Sirs,

**Sub: Postal Ballot Result**

Further to our letter No.L-1&210/530/MGP, dated 3 March 2016, 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 8 April 2016 on the same.

We would like to inform you that the special resolution as mentioned in the Notice of Postal Ballot dated 10 February 2016 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.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we also enclose herewith the details of the postal ballot voting results in the prescribed format.

You are requested to take the above details 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**

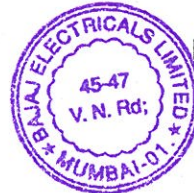
It is hereby notified to the Shareholders of Bajaj Electricals Limited ("Company") and all other concerned entities/authorities that the Company has conducted the process of Postal Ballot (including remote e-voting) pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Administration and Management) Rules, 2014, for passing a Special Resolution to approve the re-appointment of Shri Anant Bajaj as the Joint Managing Director of the Company and remuneration payable to him.

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	44992413	44.57	44973842	18571	99.96	0.04

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 &amp; Company Secretary

Friday, April 8, 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 10 February 2016, 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013.

I submit my report as under:

1. On 03 March 2016, 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. 26 February 2016. 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 07 April 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 Wednesday, 06 April 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 06 April 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 07April 2016, which was closed by CDSL on 06April 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 RE-APPOINTMENT OF SHRI ANANT BAJAJ AS THE JOINT MANAGING DIRECTOR OF THE COMPANY AND REMUNERATION PAYABLE TO HIM.**

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	365	1847234
Less: Total no. of invalid postal ballot forms	28	1685847
Total no. of valid postal ballot forms	337	161387
Assented to Resolution	303	143018
Dissented to Resolution	34	18369

**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	130	44831026
Assented to Resolution	127	44830824
Dissented to Resolution	3	202

**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	467	44992413	100.00
Assented to Resolution	430	44973842	99.96
Dissented to Resolution	37	18571	0.04



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  
CPNo.1860



Place: Mumbai  
Date: 08 April 2016

For and on behalf of  
**Bajaj Electricals Limited**



Mangesh Patil  
Vice President-Legal & Company Secretary

**The Results of Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Date of Declaration of result of Postal Ballot (including e-voting)	<b>8 April 2016</b>
Total Number of Shareholders as on the record date (cut-off date for reckoning the voting rights of the shareholders) i.e. <b>26 February 2016</b>	<b>38,742</b>

**Details of Agenda:**

Resolution No.1: **Approval of re-appointment of Shri Anant Bajaj as the Joint Managing Director of the Company and remuneration payable to him**

Resolution Required: **Special Resolution**

Mode of Voting: **Postal Ballot (including remote e-Voting)**

Whether Promoter / Promoter Group is interested in the Resolution: **Shri Anant Bajaj, Shri Shekhar Bajaj and Shri Madhur Bajaj are deemed to be concerned or interested in this Resolution.**

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
<b>Promoter and Promoter Group</b>	64218485	34504207	53.73	34504207	Nil	100.00	Nil
<b>Public – Institutional Holders</b>	15260968	10319076	67.62	10319076	Nil	100.00	Nil
<b>Public-Others</b>	21469523	169130	0.79	150559	18571	89.02	10.98
<b>Grand Total</b>	<b>100948976</b>	<b>44992413</b>	<b>44.57</b>	<b>44973842</b>	<b>18571</b>	<b>99.96</b>	<b>0.04</b>

Result: **Resolution passed with requisite majority.**

Thanking you,

Yours faithfully,  
For Bajaj Electricals Limited



Mangesh Patil  
Vice President – Legal & Company Secretary