L/79AGM/1760/MGP



August 10, 2018

To, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 Code No. 500031

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Symbol: BAJAJELEC

Dear Sirs,

Sub:Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re.: 79th Annual General Meeting ("AGM") of Bajaj Electricals Limited ("Company") held on August 9, 2018

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the details of the AGM voting results in the prescribed format together with the Scrutinizers' Report. A copy of the same is being placed on the Company's website.

We would like to inform you that all the resolutions mentioned in the Notice of AGM dated June 15, 2018 have been passed with the requisite majority.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully, For Bajaj Electricals Limited

Mangesh Patil EVP – Legal & Taxation and Company Secretary

Encl.: as above

Mulla House, 51 Mahatma Gandhi Road, Mumbai 400 001. Tel: +91 22-6149 7000, 6149 7090 ! Fax: +91-22-2285 2179



Voting results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	August 9, 2018
Total Number of Shareholders on the record date (cut-off date for reckoning the voting rights of the shareholders) i.e. on August 2, 2018	37161

No. of shareholders present in the meeting either in person or through proxy:	145
- Promoters and Promoter Group	123
- Public	22
No. of Shareholders attended the meeting through Video Conferencing: (No video conferencing facility was made available)	Nil
- Promoters and Promoter Group	Nil
- Public	Nil



Details of Agenda:

Resolution No.1: Approval and adoption of audited financial statements (including audited consolidated financial statements) of the Company as at March 31, 2018 and the reports of the Board of Directors' and Auditors' thereon.

Mode of % of Votes % of Votes Promoter / % of Votes No. of *No. of No. of No. of Public Votina shares votes Polled on Votes Votes in favour against on held polled outstanding – in against on votes votes shares polled favour polled (1) (2)(3)= (4) (5) (6)= (7)=. [(4)/(2)][(5)/(2)]*100 [(2)/(1)]*100 *100 62830840 Promoter E-voting 62830840 97.84 0 100.00 0.00 0.00 NA NA and AGM Voting 0 NA NA 64218485 62830840 100.00 0.00 Promoter Total 62830840 97.84 0 Group 10259014 64.23 10259014 0 100.00 0.00 E-voting Public -0.00 NA NA NA AGM Voting 0 NA Institutions 15971365 10259014 64.23 10259014 100.00 Total 0 0.00 1907864 8.69 1907864 100.00 0.00 Public -0 E-votina 100.00 Non AGM Voting 21951806 22437 0.10 22437 0 0.00 8.79 1930301 100.00 1930301 0.00 Institutions 0 Total 75020155 100.00 0.00 Total 102141656 75020155 73.45 0

Resolution Required: Ordinary Resolution



Resolution No.2: Declaration of final dividend of ₹ 3.50 per equity share for the financial year ended March 31, 2018.

Promoter / Public	Mode of Voting	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
Promoter			97.84	62830840	0	100.00	0.00	
and	AGM Voting	64218485	0	0.00	NA	NA	NA	NA
Promoter	Total	04210403	62830840	97.84	62830840	0	100.00	0.00
Group		ði.						
Public –	E-voting		10457894	65.48	10457894	0	100.00	0.00
Institutions	AGM Voting	15971365	0	0.00	NA	NA	NA	NA
	Total		10457894	65.48	10457894	0	100.00	0.00
Public –	E-voting		1907864	8.69	1907864	0	100.00	0.00
Non	AGM Voting	21951806	22437	0.10	22437	0	100.00	0.00
Institutions	Total		1930301	8.79	1930301	0	100.00	0.00
Total		102141656	75219035	73.64	75219035	0	100.00	

Resolution Required: Ordinary Resolution

Resolution No.3: Re-appointment of Shri Anant Bajaj (DIN 00089460) at the aforesaid AGM, who retired by rotation and was eligible for re-appointment.

Resolution Required: Ordinary Resolution

Promoter / Public	Mode of Voting	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
Promoter	E-voting 62830840		97.84	62830840	0	100.00	0.00	
and	AGM Voting	64218485	0	0.00	NA	NA	NA	NA
Promoter Group	Total	04210400 -	62830840	97.84	62830840	0	100.00	0.00
Public –	E-voting		10457894	65.48	10457894	0	100.00	0.00
Institutions	AGM Voting	15971365	0	0.00	NA	NA	NA	NA
	Total		10457894	65.48	10457894	0	100.00	0.00
Public –	E-voting		1907864	8.69	1907864	0	100.00	0.00
Non	AGM Voting	21951806	22437	0.10	22437	0	100.00	0.00
Institutions	Total		1930301	8.79	1930301	0	100.00	0.00
Total		102141656	75219035	73.64	75219035	0	100.00	0.00



Resolution No.4: Ratification of the appointment of M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration No.324982E / E300003), as the Statutory Auditors of the Company

Resolution Required: Ordinary Resolution

Promoter / Public	Mode of Voting	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
Promoter	E-voting 62830840		97.84	62830840	0	100.00	0.00	
and	AGM Voting	64218485	0	0.00	NA	NA	NA	NA
Promoter Group	Total	04210403	62830840	97.84	62830840	0	100.00	0.00
Public –	E-voting		10457894	65.48	10457894	0	100.00	0.00
Institutions	AGM Voting	15971365	0	0.00	NA	NA	NA	NA
	Total		10457894	65.48	10457894	0	100.00	0.00
Public –	E-voting		1907864	8.69	1907864	0	100.00	0.00
Non	AGM Voting	21951806	22437	0.10	22437	0	100.00	0.00
Institutions	Total		1930301	8.79	1930301	0	100.00	0.00
Total		102141656	75219035	73.64	75219035	0	100.00	0.00

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* Excluding invalid & abstain votes.

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Resolution No.5: Ratification of Remuneration of ₹ 1,43,000/- payable to M/s. R. Nanabhoy & Co., Cost Accountants, having Firm Registration No.00010, to conduct the audit of the cost records of the Company for FY 2018-19.

Resolution Required: Ordinary Resolution

Promoter / Public	Mode of Voting	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
Promoter	E-voting	oting 6283084		97.84	62830840	0	100.00	0.00
and	AGM Voting	64218485	0	0.00	NA	NA	NA	NA
Promoter Group	Total	04210403	62830840	97.84	62830840	0	100.00	0.00
Public –	E-voting		10457894	65.48	10457894	0	100.00	0.00
Institutions	AGM Voting	15971365	0	0.00	NA	NA	NA	NA
	Total	ī	10457894	65.48	10457894	0	100.00	0.00
Public –	E-voting		1907864	8.69	1907845	19	99.99	0.01
Non	AGM Voting	21951806	22437	0.10	22437	0	100.00	0.00
Institutions	Total		1930301	8.79	1930282	19	99.99	0.01
Total		102141656	75219035	73.64	75219016	19	99.99	0.01

Resolution No.6: Approval for issue of Redeemable Non-Convertible Debentures / Commercial Paper on private placement basis upto an amount not exceeding ₹ 1,500 crore.

Resolution Required: Special Resolution

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Promoter / Public	Mode of No. of Voting 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
Promoter and	E-voting	5. C	62830840	97.84	62830840	0	100.00	0.00
Promoter	AGM Voting	64218485	0	0.00	NA	NA	NA	NA
Group	Total		62830840	97.84	62830840	0	100.00	0.00
Public –	E-voting		10457894	65.48	10406105	51789	99.50	0.50
Institutions	AGM Voting	15971365	0	0.00	NA	NA	NA	NA
	Total		10457894	65.48	10406105	51789	99.50	0.50
Public –	E-voting		1907864	8.69	1907864	0	100.00	0.00
Non	AGM Voting	21951806	22437	0.10	22437	0	100.00	0.00
Institutions	Total		1930301	8.79	1930301	0	100.00	0.00
Total		102141656	75219035	73.64	75167246	51789	99.93	0.07



Resolution No.7: Approval for promotion and re-designation of Shri Anant Bajaj as the Managing Director of the Company.

Resolution Required: Special Resolution

Promoter / Public	Mode of Voting	No. of shares held	shares votes		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
Promoter and	E-voting		62830840	97.84	62830840	0	100.00	0.00
Promoter	AGM Voting	64218485	0	0.00	NA	NA	NA	NA
Group	Total		62830840	97.84	62830840	0	100.00	0.00
Public –	E-voting		10457894	65.48	10388171	69723	99.33	0.67
Institutions	AGM Voting	15971365	0	0.00	NA	NA	NA	NA
	Total	l l	10457894	65.48	10388171	69723	99.33	0.67
Public –			1907864	8.69	1907864	0	100.00	0.00
Non	AGM Voting	21951806	22437	0.10	22437	0	100.00	0.00
Institutions	Total		1930301	8.79	1930301	0	100.00	0.00
Total		102141656	75219035	73.64	75149312	69723	99.91,	TRICA 0.09

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Resolution No.8: Approval for maintenance of Statutory Registers at a place other than the registered office of the Company

Resolution Required: Special Resolution

Promoter / Public	Mode of No. of Voting 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
0		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and	E-voting		62830840	97.84	62830840	0	100.00	0.00
Promoter	AGM Voting	64218485	0	0.00	NA	NA	NA	NA
Group	Total		62830840	97.84	62830840	0	100.00	0.00
Public –	E-voting		10457894	65.48	10457894	0	100.00	0.00
Institutions	AGM Voting	15971365	0	0.00	NA	NA	NA	NA
	Total		10457894	65.48	10457894	0	100.00	0.00
Public –	E-voting		1907864	8.69	1907262	602	99.97	0.03
Non	AGM Voting	21951806	22437	0.10	22437	0	100.00	0.00
Institutions	Total		1930301	8.79	1929699	602	99.97	0.03
Total		102141656	75219035	73.64	75218433	602	99.99	



Resolution No.9: Adoption of new Articles of Association of the Company in conformity with the Companies Act, 2013

Resolution Required: Special Resolution

Promoter / Public	Mode of Voting	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
Promoter and	E-voting		62830840	97.84	62830840	0	100.00	0.00
Promoter	AGM Voting	64218485	0	0.00	NA	NA	NA	NA
Group	Total		62830840	97.84	62830840	0	100.00	0.00
Public –	E-voting		10259014	64.23	7650495	2608519	74.57	25.43
Institutions	AGM Voting	15971365	0	0.00	NA	NA	NA	NA
	Total		10259014	64.23	7650495	2608519	74.57	25.43
Public –	E-voting		19078642195180622437		1907859	5	99.99	0.01
Non	AGM Voting	21951806			22437	0	100.00	0.00
Institutions	Total		1930301	8.79	1930296	5	99.99	0.01
Total		102141656	75020155	73.45	72411631	2608524	96.52	3.48

Amant Khamankon B.COM. LL.B. F.C.S.

ANANT B KHAMANKAR & CO. COMPANY SECRETARIES HANDHOLDING ENTREPRENEURS. WORLDWIDE.

B-510, Neelkanth Business Park, Nathani Road, Vidyavihar (West), Mumbai - 400 086. © +91-22-2510 4666, 2510 4777, 2510 0888 ☐ +91-98200 44752 ⊠ anant@cskhamankar.com website : www.cskhamankar.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman Bajaj Electricals Limited CIN: L31500MH1938PLC009887 45/47, Veer Nariman Road, Mumbai - 400001 Maharashtra

Dear Sir,

- 1. We, M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, were appointed by the Board of Directors of Bajaj Electricals Limited ("the Company") as the Scrutinizer for the purpose of Scrutinizing the evoting process along with the EVM at the AGM, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014, as amended, "the referred to 25 (hereinafter Resolutions on the Resolutions")contained in the Notice convening the 79th Annual General Meeting (AGM) of the members of the Company, held on Thursday the 9th day of August, 2018 at 12.00 noon at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai -400021.
- The Notice dated 15th June, 2018 convening the AGM of the Company along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the Resolutions to be passed at the said AGM of the Company.

SCRUTINIZERS REPORT-79TH AGM-BAJAJ ELECTRICALS LIMITED

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- 3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and EVM on the Resolutions contained in the Notice convening the 79thAGM. Our responsibility as the Scrutinizers for the remote e-voting process is restricted to make a Scrutinizer's Report of the votes, cast "in favor" or "against" the Resolutions and "invalid" and "abstained" votes, based on the reports generated from the remote e-voting process system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facilities.
- 4. Further to the above, We submit our report as under:-
 - The remote e-voting period remained open from Sunday, 5th August, 2018 at 9.00 a.m. (IST) and ended on Wednesday, 8th August, 2018 at 05.00 p.m. (IST).
 - ii. The members who were on record of the Company as on the "Cut-Off" date i.e. Friday, 2nd August, 2018 were entitled to vote on the Resolutions as set out in the Notice of the AGM.
 - iii. The EVM facility was provided at the AGM to those members who attended the meeting but had not voted through remote evoting facility.
 - iv. After the conclusion of counting of the votes cast at AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses, viz. Ms. Disha Salot and Ms. Kinnari Ghag, who are not in the employment of the Company.
 - v. Thereafter considering remote e-voting and EVM at AGM, the combined result of the voting by equity shareholders was prepared as annexed hereto as **Annexure**. The details containing inter alia, list of Equity Share Holders, who voted "for" or "against", on each of the Resolutions that were put to vote, and whose votes became invalid or who abstained from

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voting, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and is based on such reports generated.

vi. Based on the aforesaid results, I report that five Ordinary Resolutions as contained in Item No. 1 to Item No. 5 and four Special Resolutions as contained in Item No. 6 to Item No. 9 of the notice dated 15th June, 2018 have been passed with requisite majority.

Thanking You.

Yours truly, For Anant B. Khamankar & Co.

MA C S 3108 Anant B. Khamankar COLC:

FCS: 3198 CP No: 1860

Place: Mumbai, Date: 10th August, 2018

Based on the foregoing, the Resolutions Nos. 1 to 9 have been passed with requisite majority.

For Bajaj Electricals Limited

SHEKHAR BAJAJ CHAIRMAN

SCRUTINIZERS REPORT-79" AGM-BAJAJ ELECTRICALS LIMITED

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	Annexure															
				BAJAJ ELE	CTRICALS	IMITED										
		Bailot Con	trol Report	(E-Voting & AG	M Votine	for the AG	M held on t	09/08/2018.			22111111					
Resol	Resolution Description	AGM Poll	Total Vo	tes received	Invalid Votes		Abstain Votes		Valid Votes		Voted in FAVOI.R			4	oted AGAINST	-
No.			Ballots	No. of Votes / Shares	Ballots	No. of Votes / Shares	Ballots	No. of Votes / Shares	Baliots	No. of Votes / Shares	Ballots	No. of Votes / Shares	%	Ballots	No. of Votes / Shares	%
	Adoption of the Audited Standalong and Coeso Gated financial Statements for the	Remote e-vatrig	154	75196598	0	0	1	198880	153	74997718	153	74997718	100 00	0	0	0.0
1		AGM voting	44	22437	0	0	0	0	4.;	22437	44	22437	100.00	0	0	0.0
	Auditors thureon	TOTAL	198	75219035	0	0	1	198880	197	75020155	197	75020155	100.00	0	0	0.0
		Remote e-voting	154	75196598	0	U	0	0	154	75196598	154	75196598	100.00	0	0	0.0
2	Declaration of Dividend for the year ended 31 Merch 2018.	AGM voting	44	22437	0	0	0	0	4	22437	44	22437	100 00	0	O	0.0
		TOTAL	198	75219035	0	0	0	0	198	75219035	198	75219035	100.00	0	0	0.0
		Remote a verting	154	75196598	0	0	0 0	C	350	75196598	154	75196598	100 00	0	0	0.0
3	Re-appointment of Smi Anant Bajaj, who retires by rotation	AGM vetting	44	22437	0	0	0	C	4.8	22487	44	22437	100 00	0	0	0.0
		TOTAL	198	75219035	0	0	0 0	C	198	75219035	198	75219035	100.00	0 0	D	0.0
	Ratify the appointment of M/s. S R B C & Ce. LLP, Chartered Accountants, as the	Remote e-voting	154	75196598	0	C	0 0	C	134	75196396	154	75195598	200 00	0	0	00
4	datutory Auditors and fixing their remuneration.	AGAN VOLING	44	2243?	0	(0	(44	22437	-14	22437	100 00	0	0	00
		TOTAL	198	75219035	0	C	0 0	C	198	75219035	198	75219035	100.00	0	C	0.0
		Remote e-voting	154	75196598	0	(0	(154	75196598	152	75196579	100 00	2	19	
s	Ratification of Remuneration payable to Cost	AGM wating	44	224 33	Ð		0	(44	22137	44	22437	100.00	0	0	00
	Auditors	TOTAL	198	75219035	0	(0 0	(198	75219035	196	75219016	100.00	2 2	19	0.0
		Remote e-voting	154	75196598	0	(0 0	(154	75195394	151	75144809	29 93	3	51789	00
б	Approval of Borrowings by way of issue of Securities	AGM voting	44	22437	0		0	(44	22431	44	22437	100 00	9 0	0	00
		TOTAL	198	75219035	0	(0		198	75219039	A		99.93	3 3		-
	To Promote and re-designate Shri Anant Basal as the Memarine Director of the	Remote e-volting	154	751965%	c c	(0 0	(134	75196596	152	demonstration of the second se	99.91		69723	·
7	Company	ACM voting	44	22417	0	(0 0		44				130.00		0	00
	Company	TOTAL	198	75219035	0		0 0		198		1		99.91		59723	
	Approval for Maintaining Statutory Registers at a place other than the Registered	Remote e-voting	154			(0 0		154		-	the second secon	100.00		602	
8	Office of the Company	AGAS voting	-44	22491			0 0		0 44	2243			100.00		0	00
	Cince of the Combony	TOTAL	198				0 0		198	75219035		1	100.00	-	1	
	Approval to adopt new set of Articles of Association of the Company in conformity	Remote . woting	154	75:96598	0	1997-1998	c 1	19858	and the local division of the local division	and the second sec			98 52		-	
9	with the Companies Act, 2013	AGM voting	44		-		0 0		D 44	2:43			100.00	-		0.0
	the composite state state	TOTAL	1 198	7521903	0	and the state of t	0 1	19888	0 197	7502015	5 175	72411631	96.52	2! 22	2608524	3.4

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