

L-1/0033/JG/PD

March 26, 2026

To,

BSE Limited : **Code No. 500031**

Department of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street Mumbai 400 001

National Stock Exchange of India Limited : **BAJAJELEC - Series: EQ**

Listing Department

Exchange Plaza, Bandra Kurla Complex,

Bandra (East), Mumbai 400 051

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") by Bajaj Electricals Limited (the "Company")

Dear Sir/Madam,

In continuation to our letter dated February 9, 2026, and pursuant to the provisions of Regulation 30 (read in conjunction with Part A of Schedule III) of the SEBI Listing Regulations, we enclose herewith a copy of the Notice of Postal Ballot dated February 9, 2026, along with the Explanatory Statement ("Notice"), which is being dispatched today i.e. Thursday, March 26, 2026, seeking consent of the Members of the Company on the Special Businesses as contained in the Notice by passing the following Resolutions, by means of Postal Ballot:

Sr. No.	Description of Special Business(es)	Type of Resolution
1.	Appointment of Mr. Pramod Agrawal (DIN: 00279727) as an Independent Director	Special Resolution
2.	Approval of Payment of Remuneration to Directors in Case of Absence or Inadequacy of Profits	Special Resolution

Pursuant to the provisions of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024, and the latest one being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Notice is being sent electronically to all the Members whose names appeared in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) ("DP"), on Friday, March 20, 2026 ("Cut-off date") and who had registered their e-mail addresses with the Company/DP. As per the MCA Circulars, the communication of assent or dissent of the Members would take place only through the remote e-Voting system.

Members holding shares in physical mode and who have not updated their e-mail addresses with the Company/DP are requested to update the same as per the instructions given in the Notes to the Notice.

The following details pertain to the remote e-Voting facility provided by the Company:

Remote E-Voting Details		
1.	Cut-off date [for determining the Members entitled to vote on the resolutions set forth in the Notice]	Friday, March 20, 2026
2.	Date and time of commencement of remote e-Voting	Wednesday, April 1, 2026, at 09:00 a.m. (IST)
3.	Date and time of conclusion of remote e-Voting	Thursday, April 30, 2026, at 05:00 p.m. (IST)
4.	Date of declaration of voting results	On or before Saturday, May 2, 2026



5.	Manner of voting	Voting through electronic means only (remote e-Voting)
6.	Authority entrusted for registration of email addresses for receiving the Notice	MUFG Intime India Private Limited (“MUFG Intime”) (formerly Link Intime India Private Limited)
7.	Detailed Procedure for Remote e-Voting	Please refer Note No. 12 to the Notice under the heading "Remote e-Voting Instructions for Members"
8.	Agency appointed for providing remote e-Voting facility to the Members	MUFG Intime

A copy of the said Notice is being made available on the website of the Company, viz., www.bajajelectricals.com and on the websites of BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com. It is also being made available on the website of MUFG Intime at <https://instavote.linkintime.co.in/>.

We request you to take the above on record and the same be treated as compliance under the applicable provisions of the SEBI Listing Regulations.

Thanking you,

Yours faithfully,
For Bajaj Electricals Limited

Prashant Dalvi
Chief Compliance Officer & Company Secretary
(ICSI Membership No.: A51129)

Encl.: As above.



BAJAJ ELECTRICALS LIMITED

Registered Office: Mulla House, 51, M. G. Road, Fort, Mumbai 400 001 | Tel.: 022-61497000

E-mail address: legal@bajajelectricals.com | Website: www.bajajelectricals.com

Corporate Identification Number (CIN): L31500MH1938PLC009887

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and any applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, April 1, 2026, at 09:00 a.m. (IST)	Thursday, April 30, 2026, at 05:00 p.m. (IST)

To,
The Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), to transact the special business as set out hereunder, through passing of resolution(s) by way of Postal Ballot, through voting by electronic means ("Remote e-Voting") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA') / Depositories. Accordingly, physical copies of the Notice along with the Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members shall take place only through the Remote e-Voting system. In case the e-mail address of a Member is not registered with the Company / RTA / Depositories, please follow the process provided in the notes to receive this Postal Ballot Notice. The Notice is also available on

SPECIAL BUSINESS

1. Appointment of Mr. Pramod Agrawal (DIN: 00279727) as an Independent Director and, in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), along with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations

the website of the Company at: <https://www.bajajelectricals.com/pages/investors>.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act, pertaining to the resolution(s) setting out the material facts and the reasons therefor, is appended to this Postal Ballot Notice for your consideration and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on February 9, 2026, has appointed Mr. Vaibhav Dandawate (COP No. 27947), failing him, Ms. Deepti Kulkarni (COP No. 22502), Designated Partners of Messrs Makarand M. Joshi & Co., Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through the Remote e-Voting process in a fair and transparent manner.

The Remote e-Voting period commences from 09.00 A.M. IST on Wednesday, April 1, 2026 and ends at 05.00 P.M. IST on Thursday, April 30, 2026. The Scrutinizer shall submit the report to the Chairman of the Company or any other person duly authorised by him, upon completion of the scrutiny of the votes cast through Remote e-Voting.

The said results, along with the Scrutinizer's Report, shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively referred to as the "Stock Exchanges"), where the equity shares of the Company are listed, within two working days from the last date of Remote e-Voting. The results shall also be uploaded on the Company's website at <https://www.bajajelectricals.com/pages/investors> and on the website of the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), at <https://instavote.linkintime.co.in>.

and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the provisions of the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Pramod Agrawal (DIN: 00279727), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from February 9, 2026, and who has submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the



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Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and is eligible for appointment under the provisions of the Act, the rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, as an Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years, i.e., from February 9, 2026 up to and including February 8, 2031.

RESOLVED FURTHER THAT the Board of Directors or any Committee duly constituted by the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient in connection therewith or incidental thereto, and to settle any question, difficulty or doubt that may arise in giving effect to the foregoing resolution."

2. Approval of Payment of Remuneration to Directors in Case of Absence or Inadequacy of Profits and, in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and Regulations 17(6)(ca) and 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and the Special Resolution dated October 12, 2022 passed by the Members of the Company through Postal Ballot (in connection with the re-designation and appointment of Mr. Shekhar Bajaj (DIN: 00089358) as Executive Chairman, in the category of a Whole-time Director, with the title of "Chairman" of the Company, for a fresh term of five (5) consecutive years commencing from August 12, 2022), the Special Resolutions dated August 6, 2024 passed by the Members of the Company at the 85th Annual General Meeting (in connection with (i) the appointment of Ms. Pooja Anant Bajaj (DIN: 08254455) as a Whole-time Director of the Company, with the designation and title of 'Executive Director', and approval of the remuneration payable to her, and (ii) approval of the payment of

remuneration to Non-Executive Directors), and the Special Resolution dated June 18, 2025 passed by the Members of the Company through Postal Ballot (in connection with the appointment of Mr. Sanjay Sachdeva (DIN: 11017868) as Managing Director & Chief Executive Officer of the Company and approval of the remuneration payable to him), and subject to such other approvals as may be necessary, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the Members do hereby approve, ratify and confirm the remuneration paid and/or payable to the Executive Directors, Non-Executive Directors and Independent Directors for FY 2025-26 as minimum remuneration, in accordance with the terms of their respective appointments, including in particular the remuneration paid and/or payable to them for FY 2025-26 in excess of the limits prescribed under Section 197 read with Schedule V of the Act, calculated in accordance with the applicable provisions of the Act, in view of the inadequacy or absence of profits, and further approve the waiver of recovery of the aforementioned excess amount from them to the extent it exceeds the statutory limits prescribed under the Act, and also approve the consequential retention thereof by them.

RESOLVED FURTHER THAT the Board of Directors or any Committee duly constituted by the Board, be and is hereby authorised to take all such steps as may be necessary, whether statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings as may be required on behalf of the Company, and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution, with power to settle any questions, difficulties or doubts that may arise in this regard, in conformity with the provisions of the Act, the SEBI Listing Regulations, the Memorandum and Articles of Association of the Company and other applicable laws."

By Order of the Board of Directors
of Bajaj Electricals Limited

Prashant A. Dalvi
Chief Compliance Officer & Company Secretary
ICSI Membership No. A51129

Mumbai, February 9, 2026

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and the rules made thereunder, setting out the material facts and reasons for the proposed resolutions, is appended to this Notice.
2. In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or the List

of Beneficial Owners maintained by the Company or as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively, "Depositories"), as on Friday, March 20, 2026 (the "Cut-off Date"), and whose e-mail addresses are registered with the Company or the Depositories. Members who have not registered their e-mail addresses



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are requested to follow the instructions set out under Note No. 9 below.

Company as on Friday, March 20, 2026, being the Cut-off Date fixed for this purpose.

3. In accordance with the MCA Circulars, physical copies of this Notice will not be sent to Members for this Postal Ballot. Members are requested to record their assent (FOR) or dissent (AGAINST) exclusively through the Remote e-Voting process, no later than 5:00 P.M. IST on Thursday, April 30, 2026. Votes not cast by this deadline shall not be considered, and it shall be deemed that no vote has been received from such Member.
4. Only those Members whose names appear in the Register of Members or the List of Beneficial Owners, as received from the Depositories as of the Cut-off Date, shall be entitled to vote on the resolutions set forth in this Notice. A person who is not a Member as of the Cut-off Date should treat this Postal Ballot Notice as information only.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with the rules made thereunder, the Company is providing a Remote e-Voting facility to all its Members. For this purpose, the Company has engaged MUFG Intime India Private Limited, formerly known as Link Intime India Private Limited ("MUFG InTime"), as the agency to facilitate Remote e-Voting, enabling Members to cast their votes electronically.
6. This Postal Ballot Notice will also be available on the Company's website at www.bajajelectricals.com, on the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of MUFG InTime at <https://instavote.linkintime.co.in>.
7. All material documents referred to in the Explanatory Statement shall be available for inspection by Members through electronic mode from Wednesday, April 1, 2026 to Thursday, April 30, 2026, upon a written request sent to legal@bajajelectricals.com, stating the Member's name, Folio Number or Client ID and DP ID, and specifying the documents sought for inspection, along with a self-attested copy of the Member's PAN card.
8. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, March 20, 2026, being the Cut-off Date fixed for this purpose.
9. Members holding shares in physical form who have not registered their e-mail addresses with the Company may do so by visiting www.in.mpms.mufig.com and clicking on the link https://web.in.mpms.mufig.com/EmailReg/Email_Register.html under the Investor Services tab, selecting the "E-mail Registration" option and updating their details including name, folio number, certificate number, PAN, mobile number and e-mail address, along with an upload of a scanned copy of the share certificate (front and back) in PDF or JPEG format (up to 1MB). Members holding shares in dematerialised form are requested to update their e-mail addresses directly with their respective Depository Participants. For any queries or assistance in registering e-mail addresses, Members may write to enotices@in.mpms.mufig.com or contact the helpline at Tel: 022-49186000.
10. The Scrutinizer shall submit the report to the Chairman of the Company or any other person duly authorised by him, upon completion of the scrutiny of votes cast through Remote e-Voting. The results of the Postal Ballot shall be announced on or before Saturday, May 2, 2026, within two working days from the last date of Remote e-Voting. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, April 30, 2026, being the last date specified by the Company for Remote e-Voting.
11. The results of the Postal Ballot, along with the Scrutinizer's Report, shall be communicated to BSE and NSE and uploaded on the Company's website at www.bajajelectricals.com and on the website of MUFG InTime at <https://instavote.linkintime.co.in>. The said results shall also be made available for inspection at the registered office and the corporate office of the Company.
12. **Remote e-Voting Instructions for Members:** Appended separately at the end of this Notice, which forms an integral part of this Notice. In these Remote e-Voting Instructions, references to 'shareholders' shall be read as references to 'Members' as defined in the Postal Ballot Notice.

EXPLANATORY STATEMENT

Item No.1

The Board of Directors, at its meeting held on February 9, 2026, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, appointed Mr. Pramod Agrawal (DIN: 00279727) as an Additional Director in the capacity of an Independent Director, with effect from February 9, 2026, under Sections 149, 150 and 152 of the Act and the rules made

thereunder and the provisions of the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Agrawal shall hold office until the date of the next General Meeting or for a period of three months from the date of his appointment, whichever is earlier. The Company has received a



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notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director.

Mr. Agrawal has submitted a declaration of independence confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. He is neither disqualified from being appointed as a Director under Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any order of SEBI or any other authority, and has successfully registered himself on the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee, while recommending the appointment of Mr. Agrawal, considered various factors including his experience, expertise and competencies, diversity of skills on the Board, current tenure of existing directors, time-commitment and applicable statutory requirements. The Committee noted that the skills, expertise and competencies possessed by Mr. Agrawal are in alignment with the skills matrix identified by the Board for its directors, and that his appointment would contribute to a robust and diverse pipeline of succession for the Board.

Brief Profile of Mr. Pramod Agrawal:

Mr. Pramod Agrawal is the former Chairman and Managing Director ('CMD') of Coal India Limited. He has served as Joint Secretary in the Department of Disinvestment, Ministry of Finance, Government of India. He has about three decades of administrative experience as an IAS Officer in varied fields at State as well as Central level. Mr. Agrawal has worked as Principal Secretary in Government of Madhya Pradesh in different departments directly linked with public welfare. He served as CMD of Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited, CEO of Madhya Pradesh Rural Road Development Authority and District Collector, Morena & Mahasamund. He is also a distinguished visiting professor at the Indian Institute of Management, Ranchi.

Mr. Agrawal has completed B. Tech (Civil) in 1986, from IIT Mumbai and M. Tech (Design Engineering) in 1988, from IIT

Item No.2

The Members, vide their:

i. Special Resolution dated October 12, 2022, passed through Postal Ballot, approved the re-designation and appointment of Mr. Shekhar Bajaj (DIN: 00089358) as Executive Chairman, in the category of a Whole-time Director, with the title of "Chairman" of the Company, for a fresh term of five (5) consecutive years commencing from August 12, 2022;

Delhi. He has been professionally trained in Project Appraisal and Risk Management from Duke University, Raleigh, USA, Management of Technical Cooperation Projects from ITCILO Turin, Programme on Infrastructure, Development and Financing from IIM Ahmedabad, and Infrastructure Planning and Management from IIM Bangalore, and Study on Road Management Policies and Practices from Royal Melbourne Institute of Technology, Melbourne. His core competencies include project management, strategic alliances, tactical planning and high-stakes negotiations.

In the opinion of the Board, Mr. Agrawal fulfils the conditions set out in Section 149(6) and Schedule IV of the Act and SEBI Listing Regulations and is eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the "Annexure 1" to the Notice. The remuneration (by way of sitting fees and commission) payable to Mr. Agrawal shall be linked to the factors like number of board and committee meetings attended and shall be governed by the Nomination and Remuneration Policy of the Company.

Documents referred to in this Notice and Explanatory Statement are available for inspection by Members in the manner set out in Note No. 7 to this Notice.

The Board is of the view that Mr. Agrawal's extensive knowledge and vast experience will be of significant value to the Company. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution as set out at Item No.1 of the Postal Ballot Notice for approval of the Members of the Company.

Mr. Agrawal, being the appointee, is interested in the proposed resolution. His relatives are also deemed to be interested in the proposed resolution to the extent of their shareholding, if any, in the Company. Except as stated above, none of the other Directors or Key Managerial Personnel of the Company, whether directly or through their relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

ii. Special Resolutions dated August 6, 2024, passed at the 85th Annual General Meeting, approved (a) the appointment of Ms. Pooja Anant Bajaj (DIN: 08254455) as a Whole-time Director of the Company, with the designation and title of 'Executive Director', and the remuneration payable to her; and (b) the payment of remuneration to Non-Executive Directors; and



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- iii. Special Resolution dated June 18, 2025, passed through Postal Ballot, approved the appointment of Mr. Sanjay Sachdeva (DIN: 11017868) as Managing Director & Chief Executive Officer of the Company and the remuneration payable to him.

The Members had also authorised the Board of Directors to alter and vary the terms and conditions of their respective appointments, including the remuneration and increments payable to them from time to time, subject to such remuneration being within the limits specified under Section 197 of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations.

Section 197(1) of the Act provides that the total managerial remuneration payable by a public company to all its directors, including the Managing Director, Whole-time Directors and its Manager, in respect of any financial year, shall not exceed eleven percent (11%) of the net profits of the company for that financial year, computed in the manner laid down under Section 198 of the Act, except that the remuneration of the directors shall not be deducted from the gross profits. Within this overall ceiling, remuneration payable to the Managing Director and Whole-time Directors shall not exceed five percent (5%) of the net profits for each such director, and in case there is more than one such director, the aggregate shall not exceed ten percent (10%) of the net profits. Remuneration payable to directors who are neither Managing Directors nor Whole-time Directors shall not exceed one percent (1%) of the net profits, if the company has a Managing Director, Whole-time Director or Manager, and three percent (3%) in any other case.

Where a company has no profits or its profits are inadequate in any financial year, Section 197 read with Schedule V of the Act provides that remuneration may be paid to its Managing Director, Whole-time Director or Manager in accordance with the provisions of Schedule V, without the requirement of any Central Government approval. Schedule V prescribes the maximum permissible remuneration payable as minimum remuneration in such cases, based on the effective capital of the company. The effective capital of the Company as at March 31, 2025, computed in the manner prescribed under Schedule V of the Act, is ₹1,494.66 crore, on the basis of which the maximum permissible remuneration under Schedule V is ₹132.45 lakhs per annum for each managerial person. For reference, the effective capital of the Company as at December 31, 2025, is ₹1,378.32 crore, on the basis of which the maximum permissible remuneration would be ₹131.28 lakhs per annum for each managerial person. Where the remuneration paid or payable exceeds the limits under Schedule V, approval of the Members by way of a Special Resolution is required, failing which such excess remuneration is liable to be refunded to the Company in accordance with Sections 197(9) and 197(10) of the Act. It may be noted that where such a Special Resolution is passed, Schedule V does not prescribe any upper ceiling on the quantum of remuneration that may be so approved.

Section 197(3) of the Act provides that in a year of no profits or inadequate profits, no remuneration shall be paid to directors

except in accordance with Schedule V. Pursuant to Section 197(9), any director who draws remuneration in excess of prescribed limits or without requisite approval shall refund such sum to the Company within two years, and shall hold it in trust for the Company until refunded. Further, under Section 197(10), the Company shall not waive recovery of any such refundable sum unless approved by the Members by Special Resolution within two years from the date the sum becomes refundable.

In addition to the above, the SEBI Listing Regulations impose the following specific obligations on listed companies in relation to director remuneration. Under Regulation 17(6)(ca), in the event of absence or inadequacy of profits in any financial year, any remuneration paid to Executive Directors shall require approval of the Members by Special Resolution. This provision operates independently of and in addition to the requirements under Section 197 read with Schedule V of the Act, and makes Member approval by Special Resolution mandatory for listed entities regardless of whether remuneration falls within or exceeds Schedule V limits. Under Regulation 17(6)(e), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group shall be subject to Member approval by Special Resolution in each financial year, if (i) the annual remuneration payable to such Executive Director exceeds ₹5 (five) crore or two and a half percent (2.5%) of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration payable to all such directors exceeds five percent (5%) of the net profits of the listed entity. This requirement applies irrespective of whether the company has adequate profits, and accordingly both triggers under Regulation 17(6)(e)(i) and 17(6)(e)(ii) are potentially applicable to the Company for FY 2025-26 given that Mr. Shekhar Bajaj and Ms. Pooja Anant Bajaj are both promoter or promoter group Executive Directors of the Company.

It may be noted that sitting fees payable to Non-Executive and Independent Directors are not linked to the profitability of the Company and are payable regardless of profit levels. However, commission payable to Non-Executive and Independent Directors, being linked to net profits under Section 197(5) of the Act, is directly affected by the inadequacy of profits and is therefore included within the scope of this resolution.

The remuneration paid or payable to Executive, Non-Executive and Independent Directors, is being treated as minimum remuneration for FY 2025-26 in accordance with Schedule V of the Act.

The detailed break-up of remuneration components, reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profits in measurable terms, and other Schedule V disclosures form part of this Notice as **"Annexure 2."**

The annual remuneration of Mr. Shekhar Bajaj, Executive Chairman, and Ms. Pooja Anant Bajaj, Executive Director, being promoter Executive Directors of the Company, for FY 2025-26, is likely to exceed the threshold of ₹5 (five) crore or two and a half



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percent (2.5%) of net profits, whichever is higher, as prescribed under Regulation 17(6)(e) of the SEBI Listing Regulations. Accordingly, the Special Resolution being proposed shall also constitute compliance with the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations, to the extent applicable for FY 2025-26.

The approval being sought by this Special Resolution is limited to FY 2025-26. In the event of inadequacy or absence of profits in any subsequent financial year, fresh approval of the Members by Special Resolution shall be obtained as required under the applicable provisions of the Act and the SEBI Listing Regulations.

The proposed resolution is intended to authorise payment of remuneration to the Directors as minimum remuneration in the event of absence or inadequacy of profits. Save as aforesaid, there will be no change in the remuneration of the Directors in absolute terms, other than annual salary increments and restructuring of remuneration components, if any, undertaken in anticipation of or pursuant to the implementation of the applicable Labour Codes.

The Nomination and Remuneration Committee, while recommending the payment of remuneration to the Directors, takes into consideration the individual performance of each director, the overall performance of the Company, industry benchmarks for comparable positions, and the terms of their respective appointments as approved by the Members. The Board of Directors, at its meeting held on February 9, 2026, on the recommendation of the Nomination and Remuneration Committee, approved and recommended the payment of remuneration to the Directors on the same terms and conditions as previously approved by the Members or the Board of

Directors, as the case may be, treating such remuneration as minimum remuneration for FY 2025-26.

It is hereby confirmed that the Company has not committed any default in repayment of any of its debts or in payment of interest payable thereon to any bank, public financial institution or secured creditor.

Documents referred to in this Notice and Explanatory Statement are available for inspection by Members in the manner set out in Note No. 7 to this Notice.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 2 of this Notice for approval of the Members as a Special Resolution.

All the Directors of the Company and their relatives (including Executive, Non-Executive and Independent Directors) may be deemed to be concerned or interested in the proposed resolution insofar as it relates to their own remuneration. Except as stated above, none of the other Directors or Key Managerial Personnel of the Company, whether directly or through their relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
of Bajaj Electricals Limited

Prashant A. Dalvi
Chief Compliance Officer & Company Secretary
ICSI Membership No. A51129

Mumbai, February 9, 2026



BAJAJ ELECTRICALS LIMITED

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 Corporate Identification Number (CIN): L31500MH1938PLC009887

Annexure 1

Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed:

Name of the Director	Mr. Pramod Agrawal
DIN	00279727
Date of Birth	03-Jun-1963
Age	62 years
Date of first appointment on the Board	February 9, 2026
Qualifications	Refer to Notice and Explanatory Statement.
Expertise in specific functional areas	Refer to Notice and Explanatory Statement.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer to Notice and Explanatory Statement.
Terms and conditions of appointment	Appointment as an Independent Director for a period of five (5) consecutive years effective from February 9, 2026, to February 8, 2031 (for further details refer the Notice and Explanatory Statement).
Details of remuneration last drawn	Not Applicable.
Details of remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company.
Directorships in other Companies (excluding foreign companies)#	<ol style="list-style-type: none"> 1. The Tata Power Company Limited 2. Tata Steel Limited 3. Century Plyboards (India) Limited 4. Trident Limited 5. Tata Power Renewable Energy Limited
Membership/ Chairpersonship of Committees in other listed companies#	<ul style="list-style-type: none"> • Audit Committee <i>Member</i> The Tata Power Company Limited Tata Steel Limited Trident Limited • Stakeholders' Relationship Committee <i>Chairperson</i> Tata Steel Limited • Nomination and Remuneration Committee <i>Chairperson</i> Trident Limited • Safety, Health and Environment Committee <i>Member</i> Tata Steel Limited
Listed entities from which the Director has resigned from Directorship in last 3 (three) years#	<ol style="list-style-type: none"> 1. Coal India Limited 2. BSE Limited 3. Infrastructure Leasing And Financial Services Limited
No. of Board Meetings attended during the year 2025-26 (up to the date of this Notice)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil Nil
Justification for choosing the appointee for appointment as an Independent Director	Refer to Notice and Explanatory Statement.

#Refers to directorships/committee positions as of February 9, 2026.



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Annexure 2

The Statement Containing Additional Information as Required Under Schedule V of the Act:

I. General information																												
1.	Nature of Industry The Company is engaged in 'Consumer Products (CP)' business which includes domestic appliances, kitchen appliances, and electric Fans and in 'Lighting Solutions' business which includes consumer and professional lighting solutions.																											
2.	Date of Commencement of Commercial Production Commercial operations commenced in the year 1938.																											
3.	In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. Not applicable.																											
4.	Financial Performance based on given indicators As per Standalone Financials: (₹ in crore)																											
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>For Nine months period ended 31-Dec-2025 (Unaudited)*</th> <th>For Financial Year 2024-25 (Audited)</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>23.08</td> <td>23.07</td> </tr> <tr> <td>Reserves excluding Revaluation Reserves</td> <td>1,498.88</td> <td>1,535.83</td> </tr> <tr> <td>Total Income</td> <td>3,275.39</td> <td>4,883.21</td> </tr> <tr> <td>Total Expenses</td> <td>3,266.47</td> <td>4,734.90</td> </tr> <tr> <td>Exceptional items</td> <td>(35.57)</td> <td>21.37</td> </tr> <tr> <td>Profit before Tax</td> <td>(26.65)</td> <td>169.68</td> </tr> <tr> <td>Tax Expenses</td> <td>(13.71)</td> <td>36.25</td> </tr> <tr> <td>Profit after Tax</td> <td>(12.94)</td> <td>133.42</td> </tr> </tbody> </table> <p><i>*Members are requested to refer to the Company's published financial results for the quarter and nine months ended December 31, 2025, available on the stock exchanges and the Company's website, for further details.</i></p>	Particulars	For Nine months period ended 31-Dec-2025 (Unaudited)*	For Financial Year 2024-25 (Audited)	Paid up Capital	23.08	23.07	Reserves excluding Revaluation Reserves	1,498.88	1,535.83	Total Income	3,275.39	4,883.21	Total Expenses	3,266.47	4,734.90	Exceptional items	(35.57)	21.37	Profit before Tax	(26.65)	169.68	Tax Expenses	(13.71)	36.25	Profit after Tax	(12.94)	133.42
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5.	Foreign investments or collaborators, if any The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs, FPIs, etc. are investors in the Company on account of past issuance of securities / purchase of shares of the Company from the secondary market.																											
II. Information about the appointee / director																												
1.	Background details For detailed profiles, background information, recognition or awards, if any, and job profile and suitability of the Directors of the Company, Members are requested to refer to the Company's website at: https://www.bajajelectricals.com/pages/investors .																											
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5.	Remuneration proposed	<p>Mr. Shekhar Bajaj: The Members, vide their Special Resolution dated October 12, 2022, passed through Postal Ballot, approved the re-designation and appointment of Mr. Shekhar Bajaj as Executive Chairman, in the category of a Whole-time Director, with the title of "Chairman" of the Company, for a fresh term of five (5) consecutive years commencing from August 12, 2022, and approved the remuneration payable to him. The Members had also authorised the Board of Directors to alter and vary the terms and conditions of his appointment, including the remuneration and increments payable to him from time to time, subject to such remuneration being within the limits specified under Section 197 of the Act and the SEBI Listing Regulations.</p> <p>In terms of the applicable provisions of the Act read with Schedule V thereto, where in any financial year the Company has no profits or its profits are inadequate, the remuneration comprising salary, perquisites and other allowances, benefits and emoluments as approved by the Members, and as may be revised by the Board of Directors from time to time within such approved limits, shall continue to be paid to Mr. Shekhar Bajaj as minimum remuneration, subject to the provisions of Schedule V of the Act and the approval of the Members as sought by this resolution.</p> <p>Mr. Sanjay Sachdeva: The Members, vide their Special Resolution dated June 18, 2025, passed through Postal Ballot, approved the appointment of Mr. Sanjay Sachdeva as Managing Director & Chief Executive Officer of the Company, for a term of three (3) consecutive years commencing from April 15, 2025, and approved the remuneration payable to him. The Members had also authorised the Board of Directors to alter and vary the terms and conditions of his appointment, including the remuneration and increments payable to him from time to time, subject to such remuneration being within the limits specified under Section 197 of the Act and the SEBI Listing Regulations.</p> <p>In terms of the applicable provisions of the Act read with Schedule V thereto, where in any financial year the Company has no profits or its profits are inadequate, the remuneration comprising salary, perquisites and other allowances, benefits and emoluments as approved by the Members, and as may be revised by the Board of Directors from time to time within such approved limits, shall continue to be paid to Mr. Sanjay Sachdeva as minimum remuneration, subject to the provisions of Schedule V of the Act and the approval of the Members as sought by this resolution.</p>																																													



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		<p>Ms. Pooja Anant Bajaj: The Members, vide their Special Resolution dated August 6, 2024, passed at the 85th Annual General Meeting, approved the appointment of Ms. Pooja Anant Bajaj as a Whole-time Director of the Company, with the designation and title of 'Executive Director', and approved the remuneration payable to her. The Members had also authorised the Board of Directors to alter and vary the terms and conditions of her appointment, including the remuneration and increments payable to her from time to time, subject to such remuneration being within the limits specified under Section 197 of the Act and the SEBI Listing Regulations.</p> <p>In terms of the applicable provisions of the Act read with Schedule V thereto, where in any financial year the Company has no profits or its profits are inadequate, the remuneration comprising salary, perquisites and other allowances, benefits and emoluments as approved by the Members, and as may be revised by the Board of Directors from time to time within such approved limits, shall continue to be paid to Ms. Pooja Anant Bajaj as minimum remuneration, subject to the provisions of Schedule V of the Act and the approval of the Members as sought by this resolution.</p> <p>Other Non-Executive Directors (including Independent Directors): The remuneration of Non-Executive Directors including Independent Directors is determined within the limits prescribed under Section 197 of the Act and the rules made thereunder, and the SEBI Listing Regulations. The Non-Executive Directors of the Company are entitled to remuneration by way of sitting fees and commission, as detailed below:</p> <p>(i) <u>Sitting Fees:</u> ₹1,00,000 per meeting of the Board of Directors and the Audit Committee, and ₹50,000 per meeting of any other Committee of the Board, attended by the Director. The sitting fees have been approved by the Board of Directors within the limits prescribed under the Act and the rules made thereunder.</p> <p>(ii) <u>Commission:</u> Commission is payable on an annual basis, not exceeding one percent (1%) of the net profits of the Company computed in the manner prescribed under Section 198 of the Act, as approved by the Members at the 85th Annual General Meeting held on August 6, 2024. The commission payable to each Non-Executive Director shall be determined by the Board of Directors based on the number of meetings of the Board of Directors and the Audit Committee attended by such Director during the relevant financial year, subject to the overall ceiling prescribed under the Act.</p>
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities and accountabilities shouldered by them, the Nomination and Remuneration Committee has reviewed the remuneration of each Director against industry benchmarks for comparable positions and Board-level roles in companies of similar size and business profile. On the basis of this review, the remuneration proposed is considered commensurate with industry standards and the profile of each position.
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any.	<p>Mr. Shekhar Bajaj (DIN: 00089358), Executive Chairman, has a pecuniary relationship with the Company insofar as it relates to his own remuneration. He is related to Ms. Pooja Anant Bajaj (Executive Director) as her father-in-law and to Mr. Nirav Bajaj (Non-Executive Director) as his uncle. He is one of the Promoters of the Company and holds 18,14,639 equity shares constituting 1.57% of the paid-up share capital of the Company as on the date of this Notice.</p> <p>Mr. Sanjay Sachdeva (DIN: 11017868), Managing Director & Chief Executive Officer, has a pecuniary relationship with the Company insofar as it relates to his own remuneration. He does not hold any equity shares in the Company as on the date of this Notice.</p>



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		<p>Ms. Pooja Anant Bajaj (DIN: 08254455), Executive Director, has a pecuniary relationship with the Company insofar as it relates to her own remuneration. She is related to Mr. Shekhar Bajaj (Executive Chairman) as his daughter-in-law. She is a member of the promoter group of the Company and holds 15,41,875 equity shares constituting 1.34% of the paid-up share capital of the Company as on the date of this Notice.</p> <p>Mr. Nirav Bajaj (DIN: 08472468), Non-Executive Director, has a pecuniary relationship with the Company insofar as it relates to his own remuneration. He is related to Mr. Shekhar Bajaj (Executive Chairman) as his nephew. He is a member of the promoter group of the Company and holds 2,82,507 equity shares constituting 0.24% of the paid-up share capital of the Company as on the date of this Notice.</p> <p>Mr. Shailesh Haribhakti (DIN: 00007347), Mr. Sudarshan Sampathkumar (DIN: 01875316), Mr. Vikram Hosangady (DIN: 09757469), Ms. Swati Salgaocar (DIN: 03500612), Mr. Saurabh Kumar (DIN: 06576793) and Mr. Pramod Agrawal (DIN: 00279727), Independent Directors, have a pecuniary relationship with the Company insofar as it relates to their own remuneration. None of the said Independent Directors hold any equity shares in the Company as on the date of this Notice.</p>
III.	Other Information	
1.	Reasons for loss or inadequate profits	<p>During FY 2025-26, the Company's financial performance has been materially impacted by a significant decline in revenue and margins in its Consumer Products vertical, which witnessed a revenue decline of twenty-five percent (25%) in Q3 FY 2025-26. This decline was primarily on account of deliberate channel inventory normalisation measures undertaken in response to elevated inventory levels that had accumulated in the trade channel, arising from the underperformance of summer-related product categories — including air coolers and other temperature-linked products — which typically contribute twenty to twenty-five percent (20%-25%) of Consumer Products revenue in a normal year but delivered approximately half of their expected contribution during the year. A second summer season, which typically provides a supplementary liquidation window, also did not materialise as expected. The consequent prioritisation of secondary offtake over primary billing resulted in a sharp decline in primary sales, negative EBIT margins in the Consumer Products vertical due to operating deleverage, and additional margin pressure from promotional expenditure incurred to facilitate trade-level inventory liquidation. In contrast, the Lighting Solutions vertical delivered revenue growth of nine percent (9%) and EBIT margins of approximately seven percent (7%) in Q3 FY 2025-26, as compared to two percent (2%) in the corresponding prior period. However, this was insufficient to offset the impact of the decline in Consumer Products on the overall financial performance of the Company.</p>
2.	Steps taken or proposed to be taken for improvement	<p>The Company has undertaken and is continuing to implement the following measures:</p> <ul style="list-style-type: none"> • Channel restructuring: Transition from a volume-led primary billing model to a secondary offtake-led execution model to align primary sales with actual consumer demand, resulting in a reduction of channel inventory levels by approximately thirty percent (30%) in terms of number of days in the Consumer Products vertical. • Price increases: Price increases of two percent (2%) to five percent (5%) announced with effect from February 1, 2026, to cover the bulk of commodity inflation, supplemented by concurrent value engineering and value addition initiatives.



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		<ul style="list-style-type: none"> • Cost rationalisation: Comprehensive review and corrective actions across logistics costs, variable cost elements including product demonstration expenses, customer service expenses and trade schemes, and tighter control over fixed costs. Capital expenditure and innovation investments are being evaluated more stringently to ensure judicious deployment and superior returns. • Distribution optimisation: Refinement of the distribution model to align coverage frequency and investment with the revenue potential of each outlet, improving overall distribution efficiency and return on investment. • Portfolio expansion: Entry into adjacent categories within the Lighting Solutions vertical, including Switchgear (Q2 FY 2025-26), Solar Solutions (Q3 FY 2025-26) and Wires (February 2026), to build an integrated portfolio leveraging the Company's brand strength and distribution reach for long-term sustainable growth.
3.	Expected increase in productivity and profits in measurable terms	The channel inventory normalisation process is expected to be substantially complete within the next few quarters, following which primary sales are expected to more accurately reflect consumer demand, improving revenue quality and margin predictability. Management has stated that a meaningful recovery in Consumer Products revenue and margins is anticipated from FY 2026-27 onwards, supported by the progressive accrual of benefits from cost rationalisation measures across logistics, fixed costs and variable costs. The price increases effective February 1, 2026 are expected to cover the bulk of near-term commodity inflation impact. The Company has also demonstrated early improvement in its liquidity position, having generated operating cash flow of ₹211 crore in Q3 FY 2025-26 and ending the period with cash and cash equivalents of ₹620 crore, providing adequate financial flexibility for judicious deployment of growth capital.
IV	Disclosures	
	The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance-linked incentives, performance criteria, service contracts, notice period, severance fees and stock option details of all the Directors, as applicable, are disclosed in the Corporate Governance Report forming part of the Annual Report of the Company.	

Cautionary Statement Regarding Forward-Looking Statements: Certain statements in this Notice, Explanatory Statement and the annexures thereto contain forward-looking statements based on management's current expectations, estimates and assumptions. These statements are not guarantees of future performance and are subject to known and unknown risks and uncertainties, including general economic and market conditions, demand trends in the consumer durables and lighting industry, performance of seasonal product categories, commodity price volatility, the pace of channel inventory normalisation, competitive pressures, and changes in applicable laws and regulations, that could cause actual results to differ materially from those expressed or implied. Members are requested to note that these forward-looking statements reflect management's current assessment as of the date of this Notice and are subject to the risks and uncertainties described above. The Company does not undertake any obligation to update or revise any forward-looking statement, except to the extent required under applicable laws and regulations.

REMOTE EVOTING INSTRUCTIONS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsd.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:

- User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit”.
- (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

Shareholders not registered for INSTAVOTE facility:

Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

- User ID: Enter User ID
- PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
- Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
- Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%^), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code.
- Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- Select ‘View’ icon. E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at scrutinisers@mmjc.in with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at legal@bajaelectricals.com.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.
 NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.
 Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at scrutinisers@mmjc.in with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at legal@bajaelectricals.com.

HELPDESK: Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode: Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode: Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

Instavote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
