BAJAJ
Bajaj Electricals Ltd.
Inspiring Trust

CELEBRATING 75 YEARS SHINE ON 1938-2013

L-1&PB/4575/MGP

July 30, 2014

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

: **Code No.500031**

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

: **Symbol: BAJAJELEC - Series: EQ**

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

: **Code No. 02031**

Dear Sirs,

Sub: Postal Ballot Result

Further to our letter No.L-1/4536/MGP, dated 25 June 2014, we are pleased to inform you that the Company has conducted a Postal Ballot (including e-voting), the results of which have been announced today by the Chairman & Managing Director, based on the Scrutinizer's Report dated 29 July 2014 on the same.

We would like to inform you that all the Resolutions as mentioned in the Notice of Postal Ballot dated 29 May 2014 have been passed with the requisite majority.

The said Results of Postal Ballot (including e-voting), are being displayed on the notice board at the Registered Office of the Company, published in the newspapers and posted on the Company's website www.bajajelectricals.com along with the Scrutinizer's Report.

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

Thanking you,

Yours faithfully,
For BAJAJ ELECTRICALS LIMITED

MANGESH PATIL
VICE PRESIDENT - LEGAL & COMPANY SECRETARY

Encl: as above.

BAJAJ ELECTRICALS LIMITED
CIN: L31500MH1938PLC009887
Registered Office: 45-47, Veer Nariman Road, Mumbai 400 001.
Tel: 022-22043780 Fax: 022-22851279
Email: legal@bajajelectricals.com
Website: www.bajajelectricals.com

RESULT OF POSTAL BALLOT

It is hereby notified to the Shareholders of the Company and all other concerned entities / authorities that the Company conducted the process of Postal Ballot (including e-voting) pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Administration and Management) Rules, 2014, for passing Special Resolution(s) in respect of the following businesses:

Resolution 1: Increase in Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013;

Resolution 2: Providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company; and

Resolution 3: Approval for issue of Redeemable Non-Convertible Debentures on private placement basis.

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

Total of Postal Ballot & e-voting	Total Number of shares as on cut-off date	No. of votes polled	No. of Votes in favour	No. of Votes against	Percentage (%) of votes polled	
					Votes in favour	Votes against
Resolution 1	100132273	72651688	72621714	29974	99.96	0.04
Resolution 2		72651653	72622829	28824	99.96	0.04
Resolution 3		72651653	72617607	34046	99.95	0.05

All the above resolutions have been passed with requisite majority.

The result of the Postal Ballot has been displayed on the notice board at the Registered Office of the Company, communicated to the Stock Exchanges and has also been posted on the website of the Company www.bajajelectricals.com along with Scrutinizers report.

For BAJAJ ELECTRICALS LIMITED

Shekhar Bajaj
Chairman & Managing Director

Mumbai, July 30, 2014

Anant Khamankar
B.Com. LL.B. F.C.S.

ANANT B KHAMANKAR & CO.
COMPANY SECRETARIES

21, Sethi Mansion, 3rd Floor, Kumtha Street,
Ballard Estate, Mumbai - 400 001 • Tel.: 2269 2961
TeleFax: 91-22-2263 5450 • Mobile : 98200 44752
e-mail : khamankar@gmail.com

SCRUTINIZER'S REPORT

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

Dear Sir,

Re.: Report of the Postal Ballot

The Board of Directors of the Company at its meeting held on 29th May, 2014, had appointed me as the Scrutinizer for conducting the postal ballot voting process, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, for passing Special Resolutions under Section 180 (1) (a), Section 180 (1) (c) & Section 42 of the Companies Act, 2013.

I submit my report as under:

1. On 25th June, 2014, the Company completed the dispatch of postal ballot forms along with postage prepaid business reply envelopes to its members. Simultaneously, the soft copy of Postal Ballot Notice / Form were emailed to those shareholders who have registered their email addresses with the Company / Depository.

2. The members of the Company as on "cut-off" date i.e. Friday, 20th June 2014, were entitled to vote on the resolutions in the notice of the postal ballot.

3. I have maintained a register separately for the purpose of postal ballot in electronic mode to record the assent or dissent received, particulars of names, addresses, folio numbers or client IDs of the shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of postal ballots which are received in defaced or mutilated form and postal ballot forms which are invalid.

4. The postal ballot forms received back from Members and all other papers relating to postal ballot including voting by electronic means, were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

5. The ballot boxes were opened on 28th July, 2014 in my presence.

6. All the Postal ballot forms received were taken out in my presence and the shareholding was confirmed with the Register of Members of the Company/list of beneficiaries, as on the cut-off date.

ANANT B KHAMANKAR & CO. MUMBAI COMPANY SECRETARIES

7. All postal ballot forms received up to the close of working hours (17.00 hours) on 26th July, 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.

8. Envelopes containing postal ballot forms received after the close of working hours (17.00 hours) on 26th July, 2014, were not considered for my scrutiny.

9. I did not find any defaced or mutilated ballot paper.

10. I have also generated complete records of votes cast by electronic mode from Central Depository Services (India) Limited (CDSL), the agency appointed for providing and supervising electronic platform: www.evotingindia.com on 28th July, 2014 which was closed by CDSL on 26th July, 2014 at 17.00 Hours.

11. Based on such e-voting records generated combined with physical postal ballot forms received, I hereby report as under:

RESOLUTION NO.1: LIMITS OF BORROWING POWERS U/S 180(1) (c) OF THE COMPANIES ACT, 2013

THE RESOLUTION HAS BEEN PASSED WITH THE REQUISITE MAJORITY.

	TOTAL NO. OF SHARES	PERCENTAGE (%)
Total number of shares polled in **FAVOUR** of Special Resolution under Section 180 (1) (c) of the Companies Act, 2013.	72621714	99.96
Total number of shares polled **AGAINST** the Special Resolution under Section 180 (1) (c) of Companies Act, 2013.	29974	0.04
Total Number of Valid Votes	**72651688**	**100.00**

RESOLUTION NO.2: PROVIDING SECURITY U/s 180(1) (a) of THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWINGS OF THE COMPANY

THE RESOLUTION HAS BEEN PASSED WITH THE REQUISITE MAJORITY.

	TOTAL NO. OF SHARES	PERCENTAGE (%)
Total number of shares polled in **FAVOUR** of Special Resolution under Section 180 (1) (a) of the Companies Act, 2013.	72622829	99.96
Total number of shares polled **AGAINST** the Special Resolution under Section 180 (1) (a) of Companies Act, 2013.	28824	0.04
Total Number of Valid Votes	**72651653**	**100.00**

ANANT B KHAMANKAR & CO. COMPANY SECRETARIES MUMBAI

RESOLUTION NO.3: APPROVAL FOR ISSUE OF REDEEMABLE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS UNDER SECTION 42 OF THE COMPANIES ACT, 2013

THE RESOLUTION HAS PASSED WITH THE REQUISITE MAJORITY

	TOTAL NO. OF SHARES	PERCENTAGE (%)
Total number of shares polled in **FAVOUR** of Special Resolution for approval for issue of Redeemable Non- Convertible Debentures on private placement basis.	72617607	99.95
Total number of shares polled **AGAINST** the Special Resolution for approval for issue of Redeemable Non- Convertible Debentures on private placement basis.	34046	0.05
Total Number of Valid Votes	**72651653**	**100.00**

12. All the postal ballot forms and other related papers/registers and records will be handed over to Mr. Mangesh Gunwant Patil, Vice President – Legal & Company Secretary of the Company, once the Chairman declares the postal ballot results.

13. You may accordingly declare the result of the voting by Postal Ballot.

(ANANT B KHAMANKAR)

Place: Mumbai
Date: 29th July, 2014

F.C.S NO. 3198
C.P. NO. 1860

ANANT B KHAMANKAR & CO. F.C.S. 3198 C.P. No. 1860 COMPANY SECRETARIES