

BAJAJ ELECTRICALS LIMITED

Minutes of the 75th Annual General Meeting of Bajaj Electricals Limited held at Kamalnayan Bajaj Hall, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400 021, on Thursday, the 31st day of July, 2014, at 11.30 A.M.

PRESENT:

Shri Shekhar Bajaj	-	Chairman & Managing Director
Shri Ashok Jalan	-	Director
Shri V.B. Haribhakti	-	Director
Shri Madhur Bajaj	-	Director
Shri Anant Bajaj	-	Joint Managing Director
Dr.(Mrs.) Indu Shahani	-	Director
Dr.R.P.Singh	-	Director
Shri B.H. Antia	-	Solicitor – Mulla & Mulla
Shri Mangesh Patil	-	Vice President – Legal & Company Secretary

MEMBERS PRESENT:

In Person	: 139 Members
In Proxy	: 32 Proxies representing 2,51,87,580 (25.12%) Equity Shares
In Representation	: 5 representing 4,06,60,670 (40.55%) Equity Shares

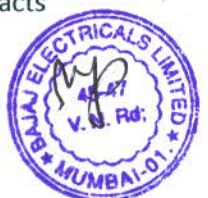
Shri V.B. Haribhakti, Chairman of the Stakeholders' Relationship Committee was also present for the meeting.

Shri Russell Parera, Partner, M/s Dalal and Shah, Statutory Auditors of the Company and Shri Anant B. Khamankar, Secretarial Auditor and the Scrutinizer appointed by the Company for e-voting process were also present.

Shri Shekhar Bajaj, Chairman & Managing Director of the Company occupied the Chair and upon requisite quorum being present, called the meeting to order.

The Chairman welcomed all the members to the 75th Annual General Meeting of the Company and thereafter introduced the Directors, Solicitor, Company Secretary and the Business Unit Heads to the members present. He added that Shri Ajit Gulabchand and Shri Harsh Vardhan Goenka, Independent Directors, have requested leave of absence from attending seventy fifth Annual General Meeting of the Company.

The Chairman mentioned that the records required to be made available during the Annual General Meeting as statutorily mandated or for matters stated in the notice were placed before the Members for their inspection. He added that, among other items, the Register of Directors' Shareholding under section 170 of the Companies Act, 2013, Register of Proxies, Proxies received, Register of contracts



under section 189 of the Companies Act, 2013 and original copy of Annual Accounts together with Directors Report are laid on the table for inspection of the Shareholders, if so desired.

The Chairman stated that 32 proxies for 2,51,87,580 shares (25.12%) were received. He added that representations/resolutions under section 113 of the Companies Act, 2013 for authorization to vote in respect of 4,06,60,670 shares (40.55%) had also been received. He further stated that these had a very limited purpose under the new law, since shareholders with 74.36% holdings had already exercised their voting through the newly introduced e-voting system.

Notice convening the Meeting and the Directors' Report were, with the consent of the members present, taken as read.

Thereafter, the Chairman stated that under the new law, the Auditors' Report was to be read only when there were qualifications or adverse observations or comments in the Report. As there were no such qualifications, observations or comments, the Auditors' Report was not read out at the meeting, unlike in the previous years.

The Chairman while addressing the meeting and commenting upon the working of the Company :-

- *stated that Net sales / income from operations during the first quarter of the current year ended 30 June 2014 increased to Rs.887.61 crore from Rs.789.04 crore, a growth of 12.5% over the corresponding period of the previous year;*
- *stated that Operating profit (EBIT) during the first quarter of the current year ended 30 June 2014 increased to Rs.31.17 crore from Rs.22.05 crore, a growth of 41.4% over the corresponding quarter of the previous year;*
- *stated that Profit before Tax increased to Rs.7.61 crore during the first quarter of the current year ended 30 June 2014, from Rs.1.72 crore in the corresponding period of the previous year; and*
- *stated that Net Profit increased to Rs.5.63 crore during the first quarter of the current year ended 30 June 2014, from Rs.0.66 crore, in the corresponding period of the previous year.*
- *stated that Consumer Durables segment achieved a total Revenue of Rs.504.60 crore during the first quarter of the current year ended 30 June 2014, as against Rs.432.08 crore, a growth of 16.8% over the previous period. However, the Operating Profit (EBIT) has declined from Rs.40.34 crore to Rs.34.63 crore.*
- *stated that Lighting Segment registered a growth of 7.2% with a total Revenue of Rs.168.64 crore during the first quarter of the current year ended 30 June 2014, as against Rs.157.38 crore in the corresponding period of the previous year. However, the Operating Profit (EBIT) has declined from Rs.7.67 crore to Rs.2.94 crore.*
- *stated that E & P, registered a total Revenue of Rs.214.23 crore during the first quarter of the current year ended 30 June 2014, as against Rs.199.38 crore, a growth of 7.4% over the corresponding period of previous year; and*



- Updated on the status of the old projects, stating that most of the old projects are now closed and hence, the performance of E&P in the first quarter had shown an improvement in the form of reduction in operating loss from Rs.25.87 crore to Rs.5.93 crore. With a good order book of Rs.2240 crore, E&P is expected to be on the profitable track in the current year.

The Chairman then while elaborating on the new provisions of the Companies Act, 2013 concerning voting, inter alia stated the following :

- Companies Act, 1956 had been replaced by Companies Act, 2013 with effect from 1 April 2014.
- Rules had also been framed in respect of many provisions, including in respect of conduct of General Meetings.
- Major changes had been brought into force by MCA and SEBI, due to which a new procedure was being followed by companies from this year.
- Electronic voting system had been introduced and accordingly, the Company had now provided facility to shareholders to exercise votes on the items of business given in the Notice through electronic voting system.
- Shri Anant B. Khamankar, a practicing Company Secretary, was appointed by the Board of Directors of the company as Scrutinizer for scrutinizing the e-voting process.

The Chairman then summarised the report made by the Scrutinizer of the votes cast "in favour of" or "against" the resolutions as stated below, based on the reports generated from the e-voting system provided by Central Depository Services Limited ("CDSL") together with the votes, if any, cast in physical Assent/Dissent forms.

1. Adoption of financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast
Ordinary	74.36%	74564449	0	100.00%	0.00%

In light of the above, the Chairman declared the following resolution as unanimously passed as an ordinary resolution:

"RESOLVED that the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended 31st March, 2014 and the Directors' Report and Auditors' Report thereon be and are hereby approved and adopted."



2. Declaration of Dividend on Equity Shares

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast
Ordinary	74.36%	74564449	0	100.00%	0.00%

In light of the above, the Chairman declared the following resolution as unanimously passed as an ordinary resolution:

"RESOLVED that dividend @ 75% (Rs.1.50 per share) on 10,02,73,314 Equity Shares of Rs.2/- each as recommended by the Board of Directors be and is hereby declared and paid on the said Equity Shares to all those Shareholders whose names appear in the Register of Members as on 31st July, 2014 and to those whose names are furnished by NSDL & CDSL, as beneficial owners, for the year ended 31st March, 2014."

3. Re-appointment of Shri Anant Bajaj, who retires by rotation

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast
Ordinary	74.36%	74564394	55	99.99%	0.01%

In light of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

"RESOLVED that Shri Anant Bajaj (holding DIN 00089460), who retires by rotation as Director in terms of Section 152(6) of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company."

4. Appointment of M/s Dalal & Shah, Chartered Accountants, as Auditors and fixing their remuneration

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast
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Ordinary	74.36%	74564449	0	100.00%	0.00%
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In light of the above, the Chairman declared the following resolution as unanimously passed as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s.Dalal & Shah, (Firm Registration No. 102021W), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 3rd Annual General Meeting (after commencement of the Companies Act, 2013), subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out-of- pocket expenses incurred by them for the purpose of audit.”

5. Appointment of Shri H. V. Goenka as an Independent Director

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes “in favour”	No. of votes “against”	% of votes “in favour” on valid votes cast	% of votes “against” on votes cast
Ordinary	74.36%	74564449	1	99.99%	0.01%

In light of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri H.V. Goenka (holding DIN 00026726) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 01 April 2014 upto 31 March 2019.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri H.V. Goenka be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

6. Appointment of Shri Ashok Jalan as an Independent Director

The Chairman took up and presented the voting result for the said item of Notice as under:



Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast
Ordinary	74.36%	74551575	12874	99.98%	0.02%

In light of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Ashok Jalan (holding DIN 00115265) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 01 April 2014 upto 31 March 2019."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ashok Jalan be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

7. Appointment of Shri V.B. Haribhakti as an Independent Director

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast
Ordinary	74.36%	74551575	12874	99.98%	0.02%

In light of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri V.B. Haribhakti (holding DIN 00088062) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 01 April 2014 upto 31 March 2019."



"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri V.B. Haribhakti be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

8. Appointment of Dr.(Smt) Indu Shahani as an Independent Director

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast
Ordinary	74.36%	68969286	5595163	92.50%	7.50%

In light of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr.(Smt.) Indu Shahani (holding DIN 00112289) and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 01 April 2014 upto 31 March 2019."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr.(Smt.) Indu Shahani be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

9. Appointment of Dr.R.P. Singh as an Independent Director

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast
Ordinary	74.36%	74564444	5	99.99%	0.01%



In light of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. R.P. Singh (holding DIN 00004812) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 01 April 2014 upto 31 March 2019.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. R.P. Singh be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

10. Not filling, for the time being, the vacancy caused by the Retirement of Shri Ajit Gulabchand as an Independent Director

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes “in favour”	No. of votes “against”	% of votes “in favour” on valid votes cast	% of votes “against” on votes cast
Ordinary	74.36%	74564388	61	99.99%	0.01%

In light of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

“RESOLVED not to fill, for the time being, the vacancy caused by the retirement of Shri Ajit Gulabchand, Director who retires by rotation at the AGM and does not seek re-appointment.”

11. Payment of Remuneration to non-executive directors

The Chairman took up and presented the voting result for the said item of Notice as under:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes “in favour”	No. of votes “against”	% of votes “in favour” on valid votes cast	% of votes “against” on votes cast
Special	74.36%	73666523	897926	98.79%	1.21%

In light of the above, the Chairman declared the following resolution as passed with requisite



majority as an ordinary resolution:

"RESOLVED that in supersession of the resolution previously passed by the shareholders in this regard and pursuant to the provisions of Clause 49 (IB) of the Listing Agreement, and pursuant to the provisions of Sections 197(1), 198 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof, the non-whole time directors of the Company in addition to sitting fees being paid / payable to them for attending the meetings of the Board of Directors of the Company (hereinafter referred to as the 'Board') and its Committees thereof, be paid every year for a period of five years with effect from 01 April 2014, commission of an amount as may be determined by the Board from time to time, subject to an overall ceiling upto 1% (one percent) of the net profits of the Company (computed in the manner referred to in Section 198 of the Companies Act, 2013), to be divided amongst them in such manner as the Board may, from time to time, determine."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

He added that, the results declared along with Scrutinizers Report were being placed on Company's website www.bajajelectricals.com under the investors section and also being communicated to the stock exchanges on which Company's shares are listed.

The Chairman then invited and answered the comments / queries on accounts and other connected matters from the shareholders.

There being no other business, the Chairman declared the proceedings to be closed.

Thereafter, the meeting was concluded with a vote of thanks to the chair.

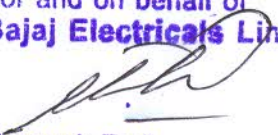
Date: 7th August, 2014

Place: Mumbai

CHAIRMAN

CERTIFIED TRUE COPY

For and on behalf of
Bajaj Electricals Limited


Mangesh Patil
Vice President-Legal & Company Secretary