



Bajaj Electricals Ltd.

Inspiring Trust

BAJAJ ELECTRICALS LIMITED

Corporate Identification Number (CIN) : L31500MH1938PLC009887

Registered Office : 45/47, Veer Nariman Road, Mumbai 400 001. Tel. : 022-22043841 / 5046 Fax: 022-22851279

Email: legal@bajajelectricals.com / Website: www.bajajelectricals.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013

Dear Members,

NOTICE is hereby given that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below are proposed to be passed by way of Postal Ballot/e-Voting.

The proposed Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out all material facts concerning each resolution and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed. The Company has appointed Shri Anant B. Khamankar of Anant B. Khamankar & Co., Practicing Company Secretaries, as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (17:00 hrs.) on Saturday, 26th July, 2014. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Chairman or any other Director of the Company will announce the results on Wednesday, 30th July, 2014 at 2.00 p.m. at the Registered Office of the Company at Bajaj Electricals Limited, 45/47, Veer Nariman Road, Mumbai 400 001. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, published in the newspaper and displayed on the Company's website viz. www.bajajelectricals.com.

By Order of the Board
For Bajaj Electricals Limited

Sd/-

Mangesh Patil

Vice President - Legal & Company Secretary

Place: Mumbai
Date: May 29, 2014

PROPOSED RESOLUTIONS

Resolution No.1: Limits of Borrowing u/s 180(1)(c) of the Companies Act, 2013

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED that in supersession of the earlier resolution passed at the 69th Annual General Meeting of the members of the Company held on 24th July, 2008, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (corresponding to Section 293(1)(d) of the Companies Act, 1956) and all other applicable provisions, if any, (including any amendment thereto or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow from time to time such sum or sums of monies as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from company’s bankers/financial institutions in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount upto which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs.1500 Crores (Rupees One Thousand Five Hundred Crores).”

“RESOLVED FURTHER that the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required, in its absolute discretion, pursuant to the above resolution.”

Resolution No.2: Providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED that, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to sell, lease, mortgage or otherwise dispose of whole or substantially the whole of the undertaking of the Company or to create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future and such charge to rank either first, pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), and/or to such other persons, if any, from whom the Company has proposed or proposes to borrow money/sums of moneys by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of Directors of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER that, in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto.”

“RESOLVED FURTHER that, for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty

or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Resolution No.3: Approval for issue of Redeemable Non-Convertible Debentures on Private Placement Basis

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED that, pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (Issue and Listing of Debt Securities) Regulations, 2008, including any amendment, modification, variation or re-enactment thereof, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof), to issue secured/unsecured redeemable Non-Convertible Debentures (NCDs), in one or more series/tranches aggregating upto an amount not exceeding Rs.100 crores (Rupees Hundred crores only), on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.”

“RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion consider necessary in relation thereto.”

“RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution.”

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
 2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on 20th June, 2014.
 3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 20th June, 2014.
 4. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
 5. In compliance with provisions of Section 108 of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. **Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.** For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.
- (A) The instructions for e-voting are as under:
- (i) Open your web browser and log on to the e-voting website **www.evotingindia.com** during the voting period.
 - (ii) Click on “Shareholders” tab.
 - (iii) Now, select the “**Electronic Voting Sequence Number (EVSN) - 140621001**” alongwith “**BAJAJ ELECTRICALS LIMITED**” from the drop down menu and click on “**SUBMIT**”.
 - (iv) Now Enter your **User ID** (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and **Captcha Code** as displayed and then Click on “**Login**”.
 - (v) If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

a) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in DD/MM/YYYY format.	
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use default number 'BAJEV1234Z' in the PAN field for e-voting.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company, please enter the 'Member ID' / 'Folio Number' in the Dividend Bank details field.

- b) After entering these details appropriately, click on "SUBMIT" tab.
- c) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on relevant EVSN on which you choose to vote. This will take you to the voting page.

(vii) On the voting page, you will see Resolution Description and against the same the option "YES / NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.

(viii) If you wish to view the entire Resolutions, click on the "Resolutions File Link".

(ix) After selecting the resolution you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the Scrutinizer to verify the vote.

(xiii) In case you have any queries or issues regarding e-voting, you may refer the **Frequently Asked Questions ("FAQs")** and e-voting manual available at <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.

(B) Members are requested to register their e-mail id with Registrar and Transfer Agent (RTA), being Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (West), Mumbai 400 078, Tel. No.: 022-25946970, Fax No.: 022-25946969, E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.com.

(C) The voting period commences on Friday, 27th June, 2014 at 10:00 a.m. and ends at 5:00 p.m. on Saturday, 26th July, 2014. The e-voting module will be disabled by CDSL for voting thereafter.

(D) Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.

(E) Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions Nos. 1 to 3 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”):

Resolution No. 1 & 2:

In terms of the resolution passed by the members of the Company at the 69th Annual General Meeting held on 24th July, 2008, the amount of loans borrowed by the Board of Directors on behalf of the Company cannot exceed Rs.500 crores over and above the aggregate of the paid up capital and free reserves, at any point of time. As on March 31, 2014, the total borrowings of the Company amounted to Rs.344.52 crores. In view of expected growth in business of the Company, it may be necessary for the Company to borrow monies from various sources consequent to which the amount outstanding could exceed the present limit. The borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company. Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board of Directors, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. It is therefore considered necessary for the Members to authorise the Board to create mortgage/charge on Company's assets in the manner proposed in the resolution to secure the funds borrowed by the Company from time to time.

Further, the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 now require that such a resolution be passed by way of a special resolution. However, according to the clarification issued by GOI, MCA, vide General Circular No.04/2014 dated 25th March, 2014, the Resolution(s) passed u/s.293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013, for a period of 1 year from the date of its notification.

Hence, in order to remain in compliant with the relevant provisions on borrowings and creation of security under the Companies Act, 2013 beyond 12th September, 2014, the consent of the members is hereby requested by way of proposed Special Resolution(s).

Your Directors accordingly commend increase in the borrowing powers to Rs.1500 Crores (Rupees One Thousand Five Hundred Crores) and providing security in connection with the borrowings, as set out in Resolution No.1 & 2 for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolutions set out at No.1 & 2.

Resolution No. 3:

For the purpose of the business of the Company, your Board has been borrowing funds, within the limits approved by you, inter alia, by issue of Non-Convertible Debentures (NCDs) in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities including NCDs subject to prior approval of the shareholders by way of special resolution. The Rules further provide that the said special resolution shall be passed in respect of all offers/invitations for such debentures made during the year.

As on March 31, 2014, the outstanding NCD's were Rs.100 Crores. The NCD's would be issued for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions.

Accordingly, the approval of the members is being sought by way of special resolution as set out at No.3 for issue of secured/unsecured redeemable Non-Convertible Debentures on a private placement basis, from time to time, for a year from the date of passing of this resolution, in one or more series or tranches.

Your Directors commend the passing of the special resolution proposed at No.3 of this Notice.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at No.3.

By Order of the Board
For Bajaj Electricals Limited
Sd/-

Mangesh Patil

Vice President - Legal & Company Secretary

Place: Mumbai
Date: May 29, 2014