

L/78AGM/1360/CMD

August 4, 2017

To,

Corporate Relations Department BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Tower, Dalal Street, Mumbai 400 001 Email: corp.relations@bseindia.com	Corporate Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No.C-1, G Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051 Email: cmlist@nse.co.in
BSE Code: 500031	NSE Symbol: BAJAJELEC – Series:EQ

Dear Sirs,

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

Re.: 78th Annual General Meeting (“AGM”) of Bajaj Electricals Limited (“Company”) held on 3 August 2017

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

We would like to inform you that all the resolutions mentioned in the Notice of AGM dated 29 May 2017 have been passed with the requisite majority.

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

Thanking you,

Yours faithfully,
 For Bajaj Electricals Limited



Shekhar Bajaj
 Chairman and Managing Director

Encl.: as above

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

Date of the AGM	3 August 2017
Total Number of Shareholders on the record date (cut-off date for reckoning the voting rights of the shareholders) i.e. on 28 July 2017	31,827

No. of shareholders present in the meeting either in person or through proxy:	215
- Promoters and Promoter Group	34
- Public	181
No. of Shareholders attended the meeting through Video Conferencing: (No video conferencing facility was made available)	Nil
- Promoters and Promoter Group	Nil
- Public	Nil

For and on behalf of
Bajaj Electricals Limited

Chairman & Managing Director

Details of Agenda:

Resolution No.1: Approval and adoption of audited financial statements (including audited consolidated financial statements) of the Company as at 31 March 2017 and the reports of the Board of Directors' and Auditors' thereon.

Resolution Required: Ordinary Resolution

Promoter / Public	Mode of Voting	No. of shares held	*No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	64218485	62860840	97.89	62860840	0	100.00	0.00
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		62860840	97.89	62860840	0	100.00	0.00
Public – Institutions	E-voting	14488656	8648700	59.69	4891222	3757478	56.55	43.45
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		8648700	59.69	4891222	3757478	56.55	43.45
Public – Non Institutions	E-voting	22703535	2157297	9.50	2157297	0	100.00	0.00
	AGM Voting		13531	0.06	13531	0	100.00	0.00
	Total		2170828	9.56	2170828	0	100.00	0.00
Total		101410676	73680368	72.66	69922890	3757478	94.90	5.10

* Excluding invalid & abstain votes.

For and on behalf of
Bajaj Electricals Limited

Chairman & Managing Director

Resolution No.2: Declaration of final dividend of ₹ 2.80 per equity share for the financial year ended 31 March 2017.

Resolution Required: Ordinary Resolution

Promoter / Public	Mode of Voting	No. of shares held	*No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)]}{*100}$	(4)	(5)	(6) = $\frac{[(4)/(2)]}{*100}$	(7) = $\frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	E-voting	64218485	62860840	97.89	62860840	0	100.00	0.00
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		62860840	97.89	62860840	0	100.00	0.00
Public – Institutions	E-voting	14488656	8648700	59.69	8648700	0	100.00	0.00
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		8648700	59.69	8648700	0	100.00	0.00
Public – Non Institutions	E-voting	22703535	2157297	9.50	2157297	0	100.00	0.00
	AGM Voting		13531	0.06	13531	0	100.00	0.00
	Total		2170828	9.56	2170828	0	100.00	0.00
Total		101410676	73680368	72.66	73680368	0	100.00	0.00

* Excluding invalid & abstain votes.

For and on behalf of
Bajaj Electricals Limited

Chairman & Managing Director

Resolution No.3: Re-appointment of Shri Madhur Bajaj (DIN 00014593) at the aforesaid AGM, who retired by rotation and was eligible for re-appointment.

Resolution Required: Ordinary Resolution

Promoter / Public	Mode of Voting	No. of shares held	*No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting AGM Voting Total	64218485	60735805 0 60735805	94.58 0.00 94.58	60735805 NA 60735805	0 NA 0	100.00 NA 100.00	0.00 NA 0.00
Public – Institutions	E-voting AGM Voting Total	14488656	8648700 0 8648700	59.69 0.00 59.69	8325179 NA 8325179	323521 NA 323521	96.26 NA 96.26	3.74 NA 3.74
Public – Non Institutions	E-voting AGM Voting Total	22703535	2157297 13531 2170828	9.50 0.06 9.56	2157197 13531 2170728	100 0 100	99.99 100.00 99.99	0.01 0.00 0.01
Total		101410676	71555333	70.56	71231712	323621	99.99	0.01

* Excluding invalid & abstain votes.

For and on behalf of
Bajaj Electricals Limited



Chairman & Managing Director

Resolution No.4: Appointment of M/s. S R B C & Co. LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No.324982E/E300003, as Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

Resolution Required: Ordinary Resolution

Promoter / Public	Mode of Voting	No. of shares held	*No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	64218485	62860840	97.89	62860840	0	100.00	0.00
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		62860840	97.89	62860840	0	100.00	0.00
Public – Institutions	E-voting	14488656	8648700	59.69	8648700	0	100.00	0.00
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		8648700	59.69	8648700	0	100.00	0.00
Public – Non Institutions	E-voting	22703535	2157297	9.50	2157197	100	99.99	0.01
	AGM Voting		13531	0.06	13531	0	100.00	0.00
	Total		2170828	9.56	2170728	100	99.99	0.01
Total		101410676	73680368	72.66	73680268	100	99.99	0.01

* Excluding invalid & abstain votes.

For and on behalf of
Bajaj Electricals Limited



Chairman & Managing Director

Resolution No.5: Ratification of Remuneration of ₹ 1,24,000/- payable to M/s. R. Nanabhoy & Co., Cost Accountants, having Firm Registration No.00010, to conduct the audit of the cost records of the Company for FY 2017-18.

Resolution Required: Ordinary Resolution

Promoter / Public	Mode of Voting	No. of shares held	*No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	64218485	62860840	97.89	62860840	0	100.00	0.00
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		62860840	97.89	62860840	0	100.00	0.00
Public – Institutions	E-voting	14488656	8648700	59.69	8648700	0	100.00	0.00
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		8648700	59.69	8648700	0	100.00	0.00
Public – Non Institutions	E-voting	22703535	2157297	9.50	2157127	170	99.99	0.01
	AGM Voting		13531	0.06	13531	0	100.00	0.00
	Total		2170828	9.56	2170658	170	99.99	0.01
Total		101410676	73680368	72.66	73680198	170	99.99	0.01

* Excluding invalid & abstain votes.

For and on behalf of
Bajaj Electricals Limited


Chairman & Managing Director

Resolution No.6: Approval for issue of Redeemable Non-Convertible Debentures on private placement basis upto an amount not exceeding ₹ 200 crore.

Resolution Required: Special Resolution

Promoter / Public	Mode of Voting	No. of shares held	*No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	64218485	62860840	97.89	62860840	0	100.00	0.00
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		62860840	97.89	62860840	0	100.00	0.00
Public – Institutions	E-voting	14488656	8648700	59.69	8648700	0	100.00	0.00
	AGM Voting		0	0.00	NA	NA	NA	NA
	Total		8648700	59.69	8648700	0	100.00	0.00
Public – Non Institutions	E-voting	22703535	2157297	9.50	2157197	100	99.99	0.01
	AGM Voting		13531	0.06	13529	2	99.99	0.01
	Total		2170828	9.56	2170726	102	99.99	0.01
Total		101410676	73680368	72.66	73680266	102	99.99	0.01

* Excluding invalid & abstain votes.

For and on behalf of
Bajaj Electricals Limited


Chairman & Managing Director

Scrutinizer's Report

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

To

The Chairman

Bajaj Electricals Limited

CIN: L31500MH1938PLC009887

45/47, Veer Nariman Road, Mumbai - 400001

Maharashtra

Dear Sir,

1. We, M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, were appointed by the Board of Directors of Bajaj Electricals Limited ("the Company") as the Scrutinizer for the purpose of Scrutinizing the e-voting process along with the Ballot Forms, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014, as amended, on the Resolutions (hereinafter referred to as "the Resolutions") contained in the Notice convening the 78th Annual General Meeting (AGM) of the members of the Company, held on Thursday the 3rd August, 2017 at 11.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Building, Churchgate, Mumbai - 400020, Maharashtra.
2. The Notice dated 29th May, 2017 convening the AGM of the Company along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the Resolutions to be passed at the said AGM of the Company.

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Ballot Forms on the Resolutions contained in the Notice convening the 78th AGM. Our responsibility as the Scrutinizers for the remote e-voting process is restricted to make a Scrutinizer's Report of the votes, cast "in favor" or "against" the Resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from the remote e-voting process system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facilities.

4. Further to the above, We submit our report as under:-

- i. The remote e-voting period remained open from Monday, 31st July, 2017 at 10.00 a.m. (IST) and ended on Wednesday, 2nd August July, 2017 at 05.00 p.m. (IST).
- ii. The members who were on record of the Company as on the "Cut-Off" date i.e. Friday, 28th July, 2017 were entitled to vote on the Resolutions as set out in the Notice of the AGM.
- iii. The ballot voting facility was provided at the AGM to those members who attended the meeting but had not voted through remote e-voting facility.
- iv. After the conclusion of counting of the votes cast at AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses, viz. Ms. Gauri Mali and Mr. Surender Singh Chauhan, who are not in the employment of the Company.
- v. Thereafter considering remote e-voting and ballot voting at AGM, the combined result of the voting by equity shareholders was prepared as annexed hereto as Annexure. The details

containing inter alia, list of Equity Share Holders, who voted "for" or "against", on each of the Resolutions that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and is based on such reports generated.

- vi. Based on the aforesaid results, I report that five Ordinary Resolutions as contained in Item No. 1 to Item No. 5 and one Special Resolution as contained in Item No. 6 of the notice dated 29th May, 2017 have been passed with requisite majority.

Thanking You.

Yours truly,

For Anant B. Khamankar & Co.



Anant B. Khamankar



FCS: 3198

CP No: 1860

Place: Mumbai,

Date: 4th August, 2017

Based on the foregoing, the Resolutions Nos. 1 to 6 have been passed with requisite majority.

For Bajaj Electricals Limited



SHEKHAR BAJAJ
CHAIRMAN



Annexure

BAJAJ ELECTRICALS LIMITED
Ballot Control Report (e-voting & Physical ballot) for the AGM held on 03/08/2017.

Reso- lution No.	Resolution Description	AGM Poll		Total Votes received		Invalid Votes		Abstain Votes		Valid Votes		Voted in FAVOUR		Voted AGAINST			
		Balots	No. of Votes / Shares	Balots	No. of Votes / Shares	Balots	No. of Votes / Shares	Balots	No. of Votes / Shares	Balots	No. of Votes / Shares	%	Balots	No. of Votes / Shares	%		
1	Adoption of the Audited Standalone and Consolidated financial Statements for the financial year ended 31 March 2017 and the Reports of the Board of Directors and Auditors thereon	Remote e-voting AGM voting TOTAL	138 58 196	73666837 13531 73680368	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	138 58 196	73666837 13531 73680368	108 58 162	6990959 13531 6972890	94.90 100.00 94.90	34 0 34	3757478 0 3757478	5.10 0.00 5.10
2	Declaration of Dividend for the year ended 31 March 2017	Remote e-voting AGM voting TOTAL	138 58 196	73666837 13531 73680368	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	138 58 196	73666837 13531 73680368	138 58 196	73666837 13531 73680368	100.00 100.00 100.00	0 0 0	0 0 0	0.00 0.00 0.00
3	Re-appointment of Shri. Madhu Bajaj, who retires by rotation	Remote e-voting AGM voting TOTAL	138 58 196	73666837 13531 73680368	1 0 1	2125035 0 2125035	0 0 0	0 0 0	0 0 0	137 58 195	71541802 13531 71555633	137 58 190	71541802 13531 71555633	99.55 100.00 99.55	5 0 5	323621 0 323621	0.45 0.00 0.45
4	Appointment of M/s. S H B C & Co. LLP, Chartered Accountants as the Statutory Auditor, and fixing their remuneration.	Remote e-voting AGM voting TOTAL	138 58 196	73666837 13531 73680368	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	138 58 196	73666837 13531 73680368	137 58 195	71541802 13531 71555633	100.00 100.00 100.00	1 0 1	200 0 200	0.00 0.00 0.00
5	Approval of Cost Auditor's remuneration.	Remote e-voting AGM voting TOTAL	138 58 196	73666837 13531 73680368	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	138 58 196	73666837 13531 73680368	136 58 194	73666837 13531 73680368	100.00 100.00 100.00	2 0 2	170 0 170	0.00 0.00 0.00
6	Approval for issue of Redeemable Non-Convertible Debentures on Private Placement Basis	Remote e-voting AGM voting TOTAL	138 58 196	73666837 13531 73680368	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	138 58 196	73666837 13531 73680368	137 58 195	73666837 13531 73680368	100.00 100.00 100.00	1 0 1	100 0 100	0.00 0.00 0.00

