

L-1 & 78AGM/1319/MGP

July 10, 2017

To,
 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

Dear Sir,

Sub.: Notice of the 78th Annual General Meeting

We wish to inform you that the 78th Annual General Meeting ("AGM") of the Company is scheduled to be held on **Thursday, 3 August 2017 at 11.30 A.M.** at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020, to transact the businesses as specified in the Notice of the AGM.

Pursuant to Regulation 30(2) read with Clause 12 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice calling the AGM and relevant details thereof are furnished below:

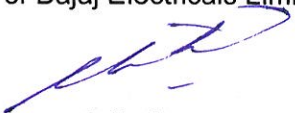
Sr. No.	Agenda and resolutions proposed at the AGM	Manner of Approval
1.	To receive, consider and adopt the audited financial statements (including consolidated audited financial statements) for the financial year ended 31 March 2017 and the Reports of the Directors and Auditors thereon.	Ordinary Resolution
2.	Declaration of dividend on equity shares of the Company for the financial year ended 31 March 2017.	Ordinary Resolution
3.	Re-appointment of Shri Madhur Bajaj (DIN 00014593) as a Director liable to retire by rotation.	Ordinary Resolution
4.	Appointment of M/s. S R B C & Co. LLP, Chartered Accountants, Mumbai (Registration No.324982E/E300003) as the Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 83rd Annual General Meeting, subject to ratification of appointment by the Members at every Annual General Meeting and to fix their remuneration for the financial year 2017-18.	Ordinary Resolution
5.	Ratification of Remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants, having Firm Registration No.000010, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18.	Ordinary Resolution

6.	Approval for issue of Redeemable Non-Convertible Debentures upto an amount not exceeding ₹ 200 crore on private placement basis.	Special Resolution
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Kindly take the same on records.

Thanking you,

Yours faithfully,
For Bajaj Electricals Limited



Mangesh Patil
EVP - Legal & Taxation and Company Secretary

Encl.: as above

Notice of the Annual General Meeting

Pursuant to Section 101 of the Companies Act, 2013

NOTICE is hereby given that the Seventy-eighth (78th) Annual General Meeting of the Members of Bajaj Electricals Limited will be held on Thursday, 3 August 2017 at 11.30 A.M. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020, to transact the following business:

ORDINARY BUSINESS:

Item No.1 – Adoption of financial statements

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31 March 2017 and the Reports of the Directors and Auditors thereon.

Item No.2 – Declaration of dividend

To declare a dividend of ₹ 2.80 per equity share for the year ended 31 March 2017.

Item No.3 – Appointment of Shri Madhur Bajaj as a director liable to retire by rotation

To appoint a director in place of Shri Madhur Bajaj (DIN 00014593), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

Item No.4 – Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee, M/s. S R B C & Co. LLP, Chartered Accountants, having Registration No.324982E/E300003, be and are hereby appointed as the Statutory Auditors of the Company for a term of five years from the conclusion of this Meeting till the conclusion of 83rd Annual General Meeting to be held for the financial year 2021-22, subject to ratification of appointment by the Members at every Annual General Meeting and that the Board of Directors of the Company be and are hereby authorised to fix their remuneration for the financial year 2017-18 in addition to the reimbursement of actual out-of-pocket expenses as may be incurred by them in the performance of their duties.”

SPECIAL BUSINESS:

Item No.5 – Ratification of Remuneration payable to Cost Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants, having Firm Registration No.000010, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18, being ₹ 1,24,000/- (Rupees One Lakh Twenty Four Thousand only) plus service tax / goods and service tax as applicable and re-imbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.6 – Approval for issue of Redeemable Non-Convertible Debentures on private placement basis

To consider and if thought fit, to pass 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 the 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 ₹ 200 crore

(Rupees Two Hundred Crore only), on private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilisation 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 authorised 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 authorised 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:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”/“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED, SHOULD BE LODGED WITH THE COMPANY, AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- A person can act as a proxy on behalf of the Members upto and not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
- During the period beginning 24 hours before the commencement of the Meeting and ending with the conclusion of the Meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013 (“Act”), are requested to send to the Company, a certified copy

of the relevant Board Resolution/Power of Attorney together with the respective specimen signature(s) of the representative(s) authorised under the said resolution to attend and vote on their behalf at the AGM.

- Members, Proxies and Authorised Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio no.
- In case of joint-holders attending the Meeting, only such joint-holder who is higher in the order of names will be entitled to vote.
- The relative explanatory statements, pursuant to Section 102(2) of the Act, in respect of the Special Business under item nos.5 and 6 are annexed hereto.
- In respect of the Ordinary Business at item no.3, a statement giving additional information of the Director, who is being re-appointed, is annexed hereto as per the requirements of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
- The Board of Directors of the Company at its meeting held on 9 February 2017 has, subject to the approval of the Members at this AGM, approved the appointment of M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration No.324982E/E300003) as the new Statutory Auditors of the Company in place of M/s. Dalal & Shah LLP, Chartered Accountants, existing Statutory Auditors, for a term of five (5) years commencing from the conclusion of this Meeting till the conclusion of the 83rd AGM, subject to ratification of their appointment by the Members annually. The tenure of appointment of M/s. Dalal & Shah LLP, will expire at the conclusion of this Meeting, as per the provisions of Section 139(2) of the Act and the Rules framed thereunder.
- Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 29 July 2017 to Thursday, 3 August 2017 (both days inclusive)** for the purpose of AGM and determining the eligibility of shareholders for the payment of dividend.
- Listing Regulations has mandated the companies to credit dividend electronically to the Members’ bank

accounts. Members who hold shares in dematerialised form should inform their Depository Participant (DP) as well as to the Company and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details, if required.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are requested to inform their DP and Members holding shares in physical form are requested to inform to the Company or Share Transfer Agent their PAN details along with proof thereof.
13. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred on due date, the unpaid/unclaimed dividend in respect of the financial years upto 2008-09 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

As per the erstwhile provisions of the Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with companies) Rules, 2012, the Company has placed on its website www.bajajelectricals.com, the information on dividends which remain with the Company unclaimed as on 4 August 2016 i.e. the date of the last AGM. The information is also available on the website of the Ministry of Corporate Affairs www.mca.gov.in.

14. In terms of the provisions of Section 124 of the Act, the amount of dividend not encashed or claimed within seven (7) years from the date of its transfer to the unpaid dividend account, will be transferred to IEPF established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2009-10 is due for transfer to IEPF on 27 August 2017. The shareholders whose amounts are transferred to IEPF as above, are entitled to get refund of the dividend from IEPF after complying with the provisions of Rule 7 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
15. Members, who have neither received nor encashed their dividend warrant(s) in respect of the financial years 2009-10 to 2015-16, are requested to write to the Company, mentioning the relevant folio number

or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

16. To avoid fraudulent transactions, the identity/signature of the Members holding shares in dematerialised form is verified with the specimen signatures furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) and that of Members holding shares in physical form is verified as per the records of the Registrar & Share Transfer Agent of the Company. Members are requested to keep the same updated.
17. In terms of Sections 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of general meeting and the annual report, including financial statements, board report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those Members who have registered their email address with their respective DP or with the Registrar & Share Transfer Agent of the Company.
18. To receive shareholders' communications through electronic means, including annual reports and notices, Members are requested to kindly register/update their email address with their respective DP where shares are held in electronic form. If, however, shares are held in physical form, Members are advised to register their e-mail address with the Registrar & Share Transfer Agent on - rnt.helpdesk@linkintime.co.in.
19. All documents referred to in the notice and the explanatory statement are available for inspection by the Members at the registered office of the Company on all working days (Monday to Friday) during business hours upto the date of AGM.
20. The Company has been maintaining, inter-alia, the following statutory registers at its registered office, which are open for inspection, on all working days during business hours, in terms of the applicable provisions of the Act by Members and others as specified below:
 - i) Register of Contracts or arrangements in which directors are interested under Section 189 of the Act. The said register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the Meeting to any person having the right to attend the Meeting.

- ii) Register of Directors & Key Managerial Personnel and their shareholding under Section 170 of the Act. The said register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the Meeting.

21. Pursuant to Section 72 of the Act, Members holding shares in a single name are advised to make a nomination in respect of their shareholding in the Company, in the prescribed Form SH-13. The nomination form can be downloaded from the Company's website. Members holding shares in physical form are advised to file their nomination with the Company's Registrar & Share Transfer Agent, whilst those Members holding shares in dematerialised form should file their nomination with their DP.

22. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, Members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.

23. Members/Proxies are requested to bring their copy of Annual Report to the Meeting.

24. Please note that for security reasons, no article/baggage will be allowed at the venue of the Meeting.

25. A route map showing directions to reach the venue of the 78th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

26. Process and manner for voting through electronic means:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and sub-regulations (1) & (2) of Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facilities to its Members in respect of the business to be transacted at the 78th AGM of the Company. The Company has engaged the services of CDSL as an authorised agency to provide remote e-voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility. Resolutions passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.

In terms of requirements of the Act and the relevant Rules, the Company has fixed **Friday, 28 July 2017 as the 'Cut-off Date'**. The remote e-voting/voting rights of the Members/Beneficial Owners shall be reckoned on the equity shares held by them as on the Cut-off Date only.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on **Monday, 31 July 2017 at 10.00 a.m. (IST) and ends on Wednesday, 2 August 2017 at 05.00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 2 August 2017.
- (ii) Members holding shares in physical or in demat form as on 28 July 2017, shall only be eligible for e-voting.
- (iii) Members who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iv) The Members should log on to the e-voting website www.evotingindia.com.
- (v) Click on "Shareholders / Members" tab.
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on any earlier voting of any company, then your existing password is to be used.

(ix) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank Details field as mentioned in instruction (vi).

(x) After entering these details appropriately, click on "SUBMIT" tab.

(xi) Members holding shares in physical form will then reach directly the company 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.

(xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(xiii) Click on EVSN of BAJAJ ELECTRICALS LIMITED. This will take you to the voting page.

(xiv) 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.

(xv) Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire resolution details.

(xvi) 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.

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

(xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

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

(xx) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.**

(xxi) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the board resolution and power of attorney which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxii) 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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

27. Voting facility at AGM:

In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the AGM, by way of ballot paper. Members may participate in the AGM even after exercising right to vote through remote e-voting as above but shall not be allowed to vote again at the Meeting. Only such Members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the Meeting.

28. M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, (Membership No. FCS:3198; CP No.:1860) having address at B-510, Neelkanth Business Park, Nathani Road, Vidyavihar (West), Mumbai 400 086, have been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. Scrutinizer's email id is khamankar@gmail.com.

29. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unlock the votes through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than two (2) days from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

30. The Scrutinizer shall submit his report to the Chairman, who shall declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.bajajelectricals.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company scheduled to be held on Thursday, 3 August 2017.

By Order of the Board of Directors
For Bajaj Electricals Limited

Mangesh Patil
EVP – Legal & Taxation
and Company Secretary
FCS No.: 4752

Mumbai, 29 May 2017

Registered Office:
45/47, Veer Nariman Road, Mumbai - 400 001
Tel: (022) 6110 7800
Email: legal@bajajelectricals.com
Website: www.bajajelectricals.com
CIN – L31500MH1938PLC009887

A request for Registration / Updating of Email IDs and Bank Details

Members are requested to support the "Green Initiative" by registering their email address with the Registrar & Share Transfer Agent (RTA)/Company, if not already done.

Those Members who have changed their email IDs are requested to register their new email IDs with the RTA/Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to the Listing Regulations, the Company is required to maintain bank details of its Members for the purpose of payment of dividend, etc. Members are requested to register/update their bank details with the RTA/Company in case shares are held in physical form and with their Depository Participants as well as the Company where shares are held in dematerialised mode, to enable expeditious credit of the dividend to their bank accounts electronically through National Automated Clearing House (NACH)/National Electronic Clearing Service (NECS).

Annexure to the Notice

Brief resume of Director(s) seeking re-appointment at the AGM in pursuance of Regulation 36 of the Listing Regulations:

Item No.3

Name of Director	Madhur Bajaj
Director Identification Number (DIN)	00014593
Date of Birth	19 August 1952
Nationality	Indian
Date of Appointment on Board	28 November 1994
Qualification, Functional Expertise & Experience	B.Com, MBA from Institute of Management Development, Lausanne, Switzerland, a member of the Board since 1994, Industrialist with over 34 years of experience. He is also the Vice-Chairman of Bajaj Auto Limited
Appointment / Re-appointment	Re-appointment on retirement by rotation
No. (%) of Shares held in the Company	21,25,035 (2.10%) equity shares of ₹ 2 each in the Company as on 31 March 2017.
List of Directorship held in other Companies (excluding foreign, private and section 8 companies)	<ol style="list-style-type: none"> 1. Bajaj Auto Limited 2. Bajaj Holdings & Investments Limited 3. Bajaj Finserv Limited 4. Bajaj Finance Limited 5. Maharashtra Scooters Limited
Membership / Chairmanships of Audit and Stakeholders' Relationship Committees across all Public companies including the Company	Nil
Disclosure of relationships between directors inter-se	Shri Madhur Bajaj is a younger brother of Shri Shekhar Bajaj, Chairman & Managing Director and uncle of Shri Anant Bajaj, Joint Managing Director of the Company.

Shri Madhur Bajaj is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

None of the Directors, except Shri Madhur Bajaj & his relatives, Shri Shekhar Bajaj and Shri Anant Bajaj, are concerned or interested in the said resolution.

The Board commends this resolution for Members' approval.

Explanatory Statements

Pursuant to Section 102 of the Act in respect of the business under item nos. 5 and 6 set out above

Item No.5

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board of Directors, at its meeting held on 29 May 2017, on recommendation of the Audit Committee, approved the appointment and remuneration of M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), to conduct the audit of the cost records of the Company for FY 2017-18 at a remuneration of ₹ 1,24,000/- plus service tax / goods and service tax as applicable and reimbursement of out-of-pocket expenses incurred.

In terms of provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the Members are requested to pass an ordinary resolution as set out in item no.5 of the Notice for ratification of the payment of remuneration to the Cost Auditors for FY 2017-18.

The Board of Directors commend the ordinary resolution set out at Item no.5 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the resolution.

Item No.6

For the purpose of the business of the Company, the Board has been borrowing funds, within the limits approved by the Members, 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. NCDs of ₹ 60 crore outstanding as on 31 March 2017, were redeemed on 24 April 2017, the due date of their redemption.

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.

Accordingly, the approval of the Members is being sought by way of special resolution as set out at item no.6 for issue of secured/unsecured redeemable NCDs 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. The NCDs would be issued for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions.

Your Directors commend the passing of the special resolution proposed at item no.6 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors
For Bajaj Electricals Limited

Mangesh Patil
EVP – Legal & Taxation and Company Secretary
FCS no.: 4752

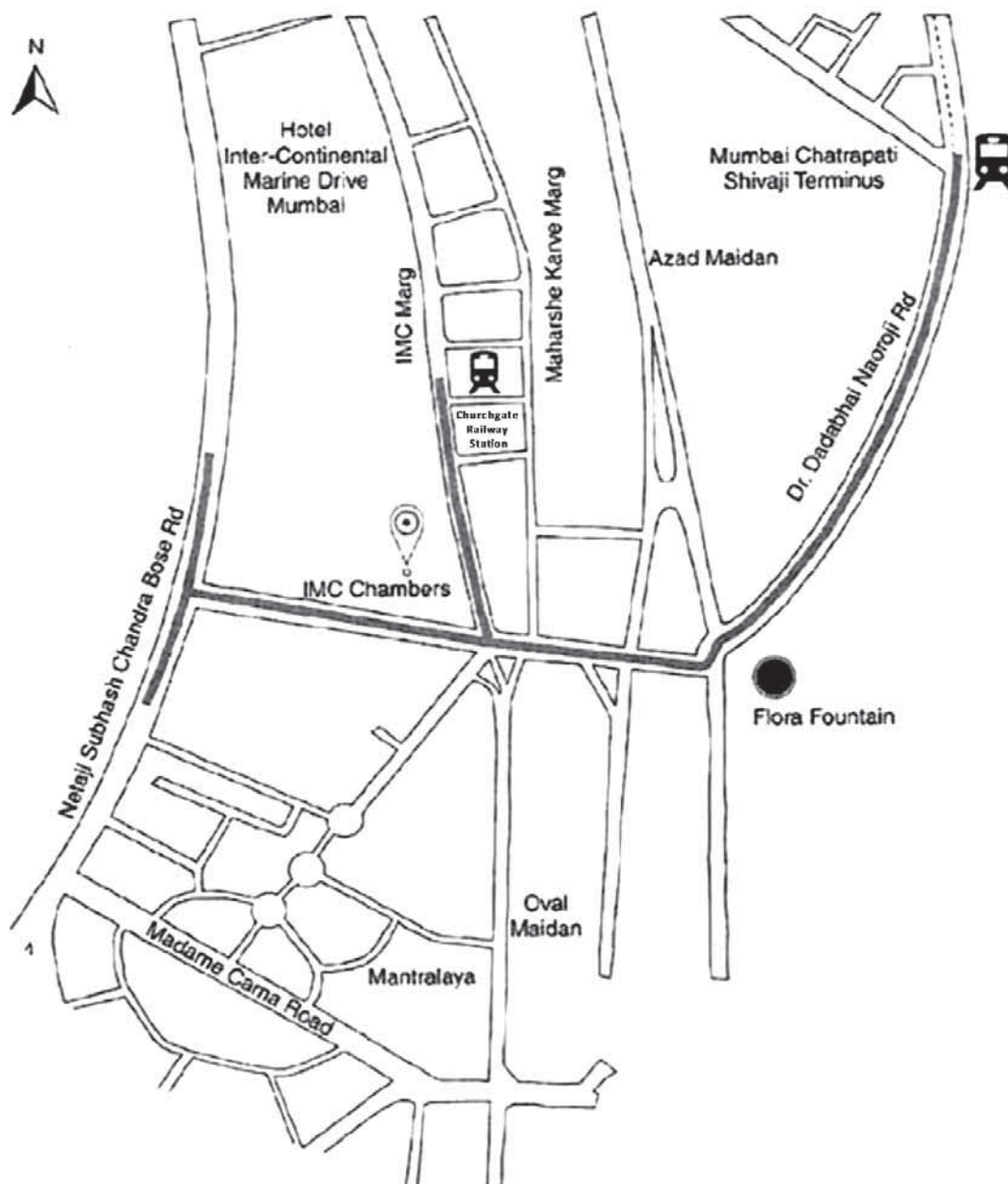
Mumbai, 29 May 2017

Registered Office:
45/47, Veer Nariman Road, Mumbai - 400 001
Tel: (022) 6110 7800
Email: legal@bajajelectricals.com
Website: www.bajajelectricals.com
CIN – L31500MH1938PLC009887

MAP SHOWING LOCATION OF THE VENUE OF 78TH ANNUAL GENERAL MEETING OF BAJAJ ELECTRICALS LIMITED

Venue :

Walchand Hirachand Hall,
4th Floor, Indian Merchants' Chamber,
IMC Marg, Churchgate,
Mumbai 400 020



Landmark : Opposite Churchgate Station

Distance from Churchgate Station : 20 feet

Distance from Chhatrapati Shivaji Terminus : 1.2 Kms

PROXY FORM
Form No. MGT-11

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being the Member(s) of Bajaj Electricals Limited holding _____ shares of the Company hereby appoint:

1.	Name	
	Address	
	Email ID	
	Signature	

or failing him/her

2.	Name	
	Address	
	Email ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 78th Annual General Meeting of the Company to be held on Thursday, 3 August 2017 at 11.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
Ordinary Business		For	Against
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.		
2.	Declaration of Dividend for the year ended 31 March 2017.		
3.	Re-appointment of Shri Madhur Bajaj, who retires by rotation.		
4.	Appointment of M/s. S R B C & Co. LLP, Chartered Accountants, as the Statutory Auditors and fixing their remuneration.		
Special Business			
5.	Approval of Cost Auditor's remuneration.		
6.	Approval for issue of Redeemable Non-Convertible Debentures on Private Placement Basis.		

Signed this day of, 2017

Affix
revenue
stamp of
₹ 1

Signature of Member.....

Signature of Proxy holder(s)

Notes:

- This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 78th Annual General Meeting.



Bajaj Electricals Limited
Inspiring Trust

Corporate Identity Number (CIN): L31500MH1938PLC009887
45/47, Veer Nariman Road, Mumbai 400001
Tel.: 022-6149 7000/6110 7800
Email: legal@bajajelectricals.com Website: www.bajajelectricals.com

ANNUAL GENERAL MEETING ON THURSDAY, 3 AUGUST 2017

ATTENDANCE SLIP

Registered Folio No./ *DP ID and Client ID (*Applicable to Members holding shares in dematerialised form)	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	
Number of shares held	
Name of proxyholder (if applicable)	

I/We hereby record my/our presence at the Annual General Meeting of the Company at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020 on Thursday, 3 August 2017 at 11.30 a.m.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Please hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Default PAN / Sequence No
170602002	

* Only members who have not updated their PAN with Company / Depository Participant shall use default PAN/Sequence No. in the PAN field.

Note: Please read the instructions printed to the Notice of Annual General Meeting dated 29 May 2017. The E-Voting period starts from 10.00 a.m. (IST) on Monday, 31 July 2017 and ends at 5.00 p.m. (IST) on Wednesday, 2 August 2017. The E-voting module shall be disabled by CDSL for voting thereafter.