

## ANNEXURE

### VOTING RESULTS OF 75<sup>th</sup> ANNUAL GENERAL MEETING (AGM) (Pursuant to Clause 35A of the Listing Agreements)

Date of Declaration of result of Postal Ballot (including e-voting)	31 July 2014
Total Number of Shareholders on the record date (cutoff date for reckoning the voting rights of the shareholders) i.e. 30 June 2014	17,979

#### Details of Agenda:

**Resolution No. 1: Adoption of Audited Financial Statements for the year ended 31 March 2014**

**Resolution Required: Ordinary Resolution**

**Mode of Voting: e-voting (including physical ballot)**

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.00	0.00
Public - Institutional Holders	20197208	8634938	42.75	8634938	0	100.00	0.00
Public-Others	13995721	1271	0.01	1271	0	100.00	0.00
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>74564449</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No.2: Dividend on equity shares for the financial year ended 31 March 2014.**

**Resolution Required: Ordinary Resolution**

**Mode of Voting: e-voting (including physical ballot)**

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.00	0.00
Public - Institutional Holders	20197208	8634938	42.75	8634938	0	100.00	0.00
Public-Others	13995721	1271	0.01	1271	0	100.00	0.00
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>74564449</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No.3:** Appointment of a director in place of Shri Anant Bajaj, (holding din 00089460), liable to retire by rotation in terms of section 152(6) of the companies act, 2013 and, being eligible, offers himself for re-appointment

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** e-voting (including physical ballot)

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.0000	0.0000
Public - Institutional Holders	20197208	8634938	42.75	8634938	0	100.0000	0.0000
Public-Others	13995721	1271	0.01	1216	55	95.6727	4.3273
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>74564394</b>	<b>55</b>	<b>99.9999</b>	<b>0.0001</b>

**Resolution No.4:** Appointment of M/s. Dalal & Shah, (Firm Registration No. 102021W), Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** e-voting (including physical ballot)

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.00	0.00
Public - Institutional Holders	20197208	8634938	42.75	8634938	0	100.00	0.00
Public-Others	13995721	1271	0.01	1271	0	100.00	0.00
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>74564449</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No.5:** Appointment of Shri H.V. Goenka, as an Independent Director of the Company under the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** e-voting (including physical ballot)

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.000000	0.000000
Public - Institutional Holders	20197208	8634938	42.75	8634938	0	100.000000	0.000000
Public-Others	13995721	1271	0.01	1270	1	99.921322	0.078678
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>74564448</b>	<b>1</b>	<b>99.999999</b>	<b>0.000001</b>





**Resolution No.6:** Appointment of Shri Ashok Jalan, as an Independent Director of the Company under the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** e-voting (including physical ballot)

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.00	0.00
Public - Institutional Holders	20197208	8634938	42.75	8622065	12873	99.85	0.15
Public-Others	13995721	1271	0.01	1270	1	99.92	0.08
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>74551575</b>	<b>12874</b>	<b>99.98</b>	<b>0.02</b>

**Resolution No.7:** Appointment of Shri V.B. Haribhakti, as an Independent Director of the Company under the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** e-voting (including physical ballot)

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.00	0.00
Public - Institutional Holders	20197208	8634938	42.75	8622065	12873	99.85	0.15
Public-Others	13995721	1271	0.01	1270	1	99.92	0.08
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>74551575</b>	<b>12874</b>	<b>99.98</b>	<b>0.02</b>

**Resolution No.8:** Appointment of Dr.(Smt.) Indu Shahani, as an Independent Director of the Company under the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** e-voting (including physical ballot)

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.00	0.00
Public - Institutional Holders	20197208	8634938	42.75	3039775	5595163	35.20	64.80
Public-Others	13995721	1271	0.01	1271	0	100.00	0.00
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>68969286</b>	<b>5595163</b>	<b>92.50</b>	<b>7.50</b>





**Resolution No.9:** Appointment of Dr. R.P. Singh, as an Independent Director of the Company under the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** e-voting (including physical ballot)

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.00000	0.00000
Public - Institutional Holders	20197208	8634938	42.75	8634938	0	100.00000	0.00000
Public-Others	13995721	1271	0.01	1266	5	99.60661	0.39339
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>74564444</b>	<b>5</b>	<b>99.99999</b>	<b>0.00001</b>

**Resolution No.10:** Approval for not filling, for the time being, the vacancy caused by the retirement of Shri Ajit Gulabchand

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** e-voting (including physical ballot)

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.00000	0.00000
Public - Institutional Holders	20197208	8634938	42.75	8634938	0	100.00000	0.00000
Public-Others	13995721	1271	0.01	1210	61	95.20066	4.79934
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>74564388</b>	<b>61</b>	<b>99.99999</b>	<b>0.00001</b>

**Resolution No.11:** Approval for payment of commission to the Non-Executive Directors

**Resolution Required:** Special Resolution

**Mode of Voting:** e-voting (including physical ballot)

Promoter/Public	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	66080385	65928240	99.77	65928240	0	100.00	0.00
Public - Institutional Holders	20197208	8634938	42.75	7737012	897926	89.60	10.40
Public-Others	13995721	1271	0.01	1271	0	100.00	0.00
<b>Total</b>	<b>100273314</b>	<b>74564449</b>	<b>74.36</b>	<b>73666523</b>	<b>897926</b>	<b>98.80</b>	<b>1.20</b>



**SCRUTINIZER'S REPORT**

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

Dear Sir,

**Re.: Report of the AGM Voting**

I, Anant B. Khamankar, a Company Secretary in practice, have been appointed by the Board of Directors of Bajaj Electricals Limited ("the Company") as Scrutinizer for the purpose of scrutinizing the e-voting process along with Ballot Forms, and ascertaining the requisite majority on the voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 75<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on 31<sup>st</sup> July, 2014 at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400 021.

The Annual Report containing the notice dated 29<sup>th</sup> May, 2014 conveying the 75<sup>th</sup> Annual General Meeting of the Company along with statement setting out the material facts in respect of resolutions proposed to be passed under section 102 of the Companies Act, 2013 was sent to shareholders on 5<sup>th</sup> July, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules. My responsibility as Scrutinizer is restricted to make a scrutinizers report of votes cast "in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform of Central Depository Services (India) Limited (CDSL) from its website: [www.evotingindia.co.in](http://www.evotingindia.co.in) and physical ballot forms received at my office till the end on voting period.

Further to the above, I submit my report as under:

1. The e-voting period remained open from Thursday 24<sup>th</sup> July, 2014 (9.00 am) to Saturday 26<sup>th</sup> July, 2014 (5.00 pm).
2. The members of the Company as on "cut-off" date i.e. Friday, 30<sup>th</sup> June, 2014 were entitled to vote on the resolutions in the notice of the postal ballot.
3. The votes cast were unblocked on Monday, 28<sup>th</sup> July, 2014 in the presence of two witnesses, Mr. Shikha Singh & Ms. Niyati Shah who are not in the employment of the Company.





4. Thereafter, I have also generated complete records of votes cast by electronic mode from Central Depository Services (India) Limited (CDSL), the agency appointed for providing and supervising electronic platform: [www.evotingindia.co.in](http://www.evotingindia.co.in) on 28<sup>th</sup> July, 2014 which was closed for voting by CDSL on 26<sup>th</sup> July, 2014 at 17.00 Hours.
5. Based on such e-voting records generated combined with physical postal ballot forms received, I hereby report as under:

**RESOLUTION NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

**THE RESOLUTION HAS BEEN PASSED WITH THE REQUISITE MAJORITY.**

	TOTAL NO. OF SHARES	PERCENTAGE (%)
Total number of shares polled in <b>FAVOUR</b> of Ordinary resolution for adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2014	74564449	100
Total number of shares polled <b>AGAINST</b> the Ordinary resolution for adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2014	0	0
Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>74564449</b>	<b>100</b>

**RESOLUTION NO.2: DIVIDEND ON THE EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014**

**THE RESOLUTION HAS BEEN PASSED WITH THE REQUISITE MAJORITY.**

	TOTAL NO. OF SHARES	PERCENTAGE (%)
Total number of shares polled in <b>FAVOUR</b> of Ordinary resolution to declare dividend on equity shares for the financial year ended 31 <sup>st</sup> March, 2014.	74564449	100
Total number of shares polled <b>AGAINST</b> the Ordinary resolution to declare dividend on equity shares for the financial year ended 31 <sup>st</sup> March, 2014.	0	0
Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>74564449</b>	<b>100</b>



**RESOLUTION NO.3: APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI ANANT BAJAJ, (HOLDING DIN 00089460), LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

**THE RESOLUTION HAS PASSED WITH THE REQUISITE MAJORITY**

	TOTAL NO. OF SHARES	PERCENTAGE (%)
Total number of shares polled in <b>FAVOUR</b> of Ordinary resolution for appointment of a Director in place of Shri Anant Bajaj, (holding DIN 00089460), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.	74564394	99.99
Total number of shares polled <b>AGAINST</b> the Ordinary resolution for appointment of a Director in place of Shri Anant Bajaj, (holding DIN 00089460), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.	55	0.0001
Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>74564449</b>	<b>100</b>

**RESOLUTION NO.4: APPOINTMENT OF M/S. DALAL & SHAH, (FIRM REGISTRATION NO. 102021W), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY AND FIXING THEIR REMUNERATION.**

**THE RESOLUTION HAS PASSED WITH THE REQUISITE MAJORITY**

	TOTAL NO. OF SHARES	PERCENTAGE (%)
Total number of shares polled in <b>FAVOUR</b> of Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of M/s. Dalal & Shah, (Firm Registration No. 102021W), Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.	74564449	100
Total number of shares polled <b>AGAINST</b> the Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of M/s. Dalal & Shah, (Firm Registration No. 102021W), Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration	0	0
Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>74564449</b>	<b>100</b>



