Anant Khamankar
B.COM. LL.B. F.C.S.

ANANT B KHAMANKAR & CO.
COMPANY SECRETARIES
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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- 400 001
Maharashtra

Dear Sir,

1. We, M/s. Anant B. Khamankar& Co., Practicing Company Secretaries, have been 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 contained in the Notice convening (hereinafter referred to as "the Resolutions") the 76th Annual General Meeting (AGM) of the members of the Company, held on Thursday the 06th day of August, 2015 at 12.30 P.M.at Kamalnayan Bajaj Hall, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021, Maharashtra.

2. The Notice dated 28th day of May, 2015 convening the 76th AGM of the Company along with 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.

ANANT B. KHAMANKAR & CO. COMPANY SECRETARIES MUMBAI

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 76th AGMof the members of the Company. Our responsibility as the Scrutinizers for the remote e-voting process, physical ballot forms and postal ballots 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 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, physical ballot forms received and ballot voting at the AGM.

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

   i. The remote e-voting period remained open from Monday, 3rd August 2015 at 10.00 a.m. (IST) and ends on Wednesday, 5th August 2015 at 05.00 p.m. (IST).

   ii. Physical Ballot forms received till Monday, 3rd August 2015 at 05.00 p.m. (IST) are considered.

   iii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 31st July, 2015 were entitled to vote on the Resolutions as set out in the Notice of the 76th AGM of the Company.

   iv. The ballot voting facility was again provided at the 76th AGM on Thursday the 06th day of August, 2015 for those members who attended the meeting but not voted through remote e-voting facility/physical ballot form.

   v. The votes cast through e-voting were unblocked, after the conclusion of counting of the voting cast at the general meeting, in the presence of two witnesses, viz. Ms. Aleena Qureshi and Ms. Shikha Singh who are not in the employment of the Company.

ANANT B. KHAMANKAR & CO. MUMBAI COMPANY SECRETARIES

vi. Thereafter considering remote e-voting, the physical ballot forms received and ballot voting at the AGM, the combined result of the voting is annexed. 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.

Thanking You.

Yours truly,
For Anant B. Khamankar & Co.

ANANT B. KHAMANKAR & CO. F.C.S. 3198 C.P. No. 1860 COMPANY SECRETARIES

Anant B. Khamankar

FCS: 3198
CP No: 1860

Place: Mumbai,
Date: 07th August, 2015.

Based on the foregoing, the Resolution Nos. 1 to 5have been passed with requisite majority.

For Bajaj Electricals Limited

SHEKHAR BAJAJ
CHAIRMAN

Annexure

BAJAJ ELECTRICALS LIMITED

Ballot Control Report (e-voting, Physical ballot & Postal ballot) for the AGM held on 06/08/2015.

Resolution ID	Resolution Description	Mode	Ballot Received	Total Votes	Favour Ballots	Favour Votes	Favour %	Against Ballots	Against Votes	Against %	Invalid Ballots	Invalid Votes	Invalid %	Abstain Ballots	Abstain Votes	Abstain %
1	Adoption of Financial statements for the year ended 31st March, 2015 and the Director's and Auditors Reports thereon.	Remote e-voting	101	80151505	98	80149702	99.99	3	1803	0.01	0	0	0.00	0	0	0.00
		AGM ballot	68	16109	68	16109	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		Physical ballot	1	152700	1	152700	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		TOTAL	**170**	**80320314**	**167**	**80318511**	**99.99**	**3**	**1803**	**0.01**	**0**	**0**	**0.00**	**0**	**0**	**0.00**
2	To declare Dividend.	Remote e-voting	101	80151505	98	80149702	99.99	3	1803	0.01	0	0	0.00	0	0	0.00
		AGM ballot	68	16109	68	16109	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		Physical ballot	1	152700	1	152700	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		TOTAL	**170**	**80320314**	**167**	**80318511**	**99.99**	**3**	**1803**	**0.01**	**0**	**0**	**0.00**	**0**	**0**	**0.00**
3	Re-appointment of Shri Madhur Bajaj, who retires by rotation.	Remote e-voting	101	80151505	86	64989567	81.08	5	288045	0.36	5	14194593	17.71	5	679300	0.85
		AGM ballpt	68	16109	68	16109	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		Physical ballot	1	152700	1	152700	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		TOTAL	**170**	**80320314**	**155**	**65158376**	**81.12**	**5**	**288045**	**0.36**	**5**	**14194593**	**17.67**	**5**	**679300**	**0.85**
4	Ratification of appointment of Dalal & Shah, Chartered Accountants, as Auditors and fixing their remuneration.	Remote e-voting	101	80151505	92	80135678	99.98	8	15727	0.02	0	0	0.00	1	100	0.00
		AGM ballot	68	16109	68	16109	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		Physical ballot	1	152700	1	152700	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		TOTAL	**170**	**80320314**	**161**	**80304487**	**99.98**	**8**	**15727**	**0.02**	**0**	**0**	**0.00**	**1**	**100**	**0.00**
5	Approval of remuneration to M/s. R.Nanabhoy & Co., Cost Auditors.	Remote e-voting	101	80151505	95	80148691	99.99	5	2714	0.01	0	0	0.00	1	100	0.00
		AGM ballot	68	16109	68	16109	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		Physical ballot	1	152700	1	152700	100.00	0	0	0.00	0	0	0.00	0	0	0.00
		TOTAL	**170**	**80320314**	**164**	**80317500**	**99.99**	**5**	**2714**	**0.01**	**0**	**0**	**0.00**	**1**	**100**	**0.00**

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