

(ix)	The stock-based compensation cost calculated as per the intrinsic value method for the period 01 April 2015 to 31 March 2016 is Nil. If the stock-based compensation cost was calculated as per the fair value method prescribed by SEBI, the total cost to be recognised in the financial statements for the period 01 April 2015 to 31 March 2016 would be ₹ 58,45,959. The effect of adopting the fair value method on the net income and earnings per share is presented below:	
	Pro Forma Adjusted Net Income and Earning Per Share	
	Particulars	?
	Net Income as reported	95,60,10,218
	Add: Intrinsic Value Compensation Cost	-
	Less: Fair Value Compensation Cost	58,45,959
	Adjusted Pro Forma Net Income	95,01,64,259
	Earning Per Share: Basic	
	As Reported	9.48
	Adjusted Pro Forma	9.42
	Earning Per Share: Diluted	
	As Reported	9.46
	Adjusted Pro Forma	9.41

ANNEXURE 'B' TO DIRECTORS' REPORT

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.

At Bajaj Electricals Limited, Corporate Social Responsibility (CSR) encompasses not only what we do with our profits, but also how we make them. CSR is a very useful platform to engage in all key spheres of influence such as market place, workplace, supply chain and society.

The four pillars of CSR:

- Sustainability – To ensure that the long term business goals are aligned with sustainable development without compromising on the economic, environmental and social factors.
- Gender Diversity – To have a high performing inclusive work culture and commitment to attract and retain capable talent maintaining gender sensitivity and balance.
- Employee Volunteering – To reach out to all employees and drive the volunteering programmes of the Company through collective social responsibility and strong individual commitment.
- Community Outreach Programmes – To ensure the communities where we operate should also benefit.

Priorities under Community Outreach Programmes

Our priorities for the Community Outreach Programmes are listed below and the same are as per Schedule VII to the Act:

- Ensuring environmental sustainability & promoting its education
 - Initiatives such as solar projects, off grid lighting, tree plantation, waste management
 - Initiatives to support education and awareness on protecting the environment
- Employment, enhancing vocational skills and livelihoods
 - Support technical and vocational programmes to generate employment
 - Support social enterprises to enhance livelihoods, to reach the last mile who can have access to quality products & services
- Promoting & preventing health care
 - Continued support to Anti-Tobacco Programme and campaign
- Gender equality – cross cutting theme
 - Focusing on gender diversity within the organisation
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts.
- Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports;

- Contributions or funds provided to technology incubators located within academic institution which are approved by the Central Government;
- Rural development projects

The CSR Policy of the Company has also been posted on the website of the Company: <http://bajajelectricals.com/investor.aspx>

2. The composition of the CSR Committee

A Committee of the directors, titled 'Corporate Social Responsibility Committee', was constituted by the Board in its meeting held on 26 March 2014 with the following members:

- Shri Shekhar Bajaj, Chairman
- Shri Anant Bajaj, Member
- Dr.(Smt.) Indu Shahani, Member

3. Average Net Profit of the Company for last three financial years prior to 2015-16: ₹ 4,886.88 lacs

4. Prescribed CSR Expenditure (2% of the amount as in item No. 3 above): ₹ 97.74 lacs

5. Details of CSR spent during the financial year:

- Total amount spent for the financial year: ₹ 135.95 lacs
- Amount unspent: Nil
- Manner in which the amount spent during the financial year is detailed below:

(Amount: ₹ in lacs)

Sr.	Name / Details of Implementation Agency	CSR project / Activity Identified	Sector in which the project is covered	Location of Projects / Programme (Local Area or State / District)	Amount outlay / approved	Amount Spent Direct / Overheads	Cumulative expenditure upto the reporting period
1.	Muktangan Mitra	Anti-Tobacco	Promoting Preventive Health care	Pune	10.00	2.65	2.65
2.	Centum Foundation	Centum Foundation – Masonry & Electrical works	Promoting employment, enhancing vocational skills and livelihoods	Gaya, Bhojpur (Bihar) & Annupur, Shahdol (M.P)	24.00	29.40	29.40
3.	LabourNet	Training for After Sales Repair Technicians	Promoting employment, enhancing vocational skills and livelihoods	Nashik & Pune (Maharashtra), Bangalore (Karnataka), Coimbatore (Tamil Nadu), Pondicherry (UT), Durgapur, Siliguri and Kolkata (West Bengal)	45.00	17.49	26.61
4.	Pan Himalayan Grassroots Foundation	Kedarnath Smriti Van	Ensuring Environmental Sustainability and promoting its education	Ranikhet (Uttarakhand)	14.00	5.25	5.25
5.	CIIE IIM-A	Solar Energy Marketing Incubation project	Ensuring Environmental Sustainability and promoting its education	Assam (North East)	25.00	25.00	25.00
6.	YAATRA	Science of Light Workshops (Pilot)	Ensuring Environmental Sustainability and promoting its education	NCR–Delhi, Faridabad, Ghaziabad, Noida and Gurgaon	0.37	0.37	0.37
7.	YAATRA	Science of Light Workshops	Ensuring Environmental Sustainability and promoting its education	NCR–Delhi, Faridabad, Ghaziabad, Noida and Gurgaon	9.25	4.44	4.44
8.	Samvaad Foundation	Kalanand Art Programme	Promotion of Arts and Culture	Goa, Mumbai, Pune, Bangalore, Chandigarh, Kolkata, Indore	31.30	28.00	28.00
9.	Vivekananda Rock Memorial & Vivekananda Kendra	Solarized Computer Laboratory	Ensuring Environmental Sustainability and promoting its education	Tezpur, Assam	20.00	7.00	7.00
10.	Public Health & Welfare Society	Chennai Relief Project	Promoting Preventive Health Care	Chennai	35.00	16.36	16.36

Notes:

- All amounts mentioned above as spent relate to amounts spent through implementing agency.
- There is no expenditure on overheads in the above list.

6. In case the Company fails to spend 2% of the average net profit of the last 3 financial years or any part thereof, the reasons for not spending the amount shall be stated in the Board report: Not Applicable
7. Responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company duly signed by Director and Chairperson of the CSR Committee.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in Compliance with CSR objectives and Policy of the Company.

Shekhar Bajaj, CMD
Chairman
DIN: 00089358

Anant Bajaj, JMD
Member
DIN: 00089460

Dr.(Smt.) Indu Shahani, ID
Member
DIN: 00112289

ANNEXURE 'C' TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FORM NO. MR – 3

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bajaj Electricals Limited
45/47, Veer Nariman Road
Mumbai 400 001
Maharashtra, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bajaj Electricals Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;