

L-1&210/4830/MGP

January 13, 2015

BSE Ltd. : Code No.500031
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

National Stock Exchange of India Ltd. : Symbol: BAJAJELEC - Series: EQ
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai 400 051

Delhi Stock Exchange Ltd. : Code No. 02031
DSE House, 3/1, Asaf Ali Road
New Delhi 110 002

Dear Sirs,

Sub: Postal Ballot Result

Further to our letter No.L-1/4777/MGP, dated 10 December 2014, we are pleased to inform you that the Company has conducted a Postal Ballot (including e-voting), the results of which have been announced today by the undersigned, based on the Scrutinizer's Report dated 13 January 2015 on the same.

We would like to inform you that both the Resolutions as mentioned in the Notice of Postal Ballot dated 13 November 2014 have been passed with the requisite majority.

The Result of Postal Ballot (including e-voting) along with Scrutinizers Report is enclosed herewith for your information and records. The said Results are also being displayed on the notice board at the Registered Office of the Company, published in the newspapers and posted on the Company's website www.bajajelectricals.com along with the Scrutinizers Report.

We request you to kindly take the same on your records and put on the notice board of the exchange for the information of the investors and general public.

Thanking you,

Yours faithfully,
For BAJAJ ELECTRICALS LIMITED



MANGESH PATIL
VICE PRESIDENT - LEGAL & COMPANY SECRETARY

Encl: as above.

**BAJAJ ELECTRICALS LIMITED**

CIN: L31500MH1938PLC009887

Registered Office: 45-47, Veer Nariman Road, Mumbai 400 001.

Tel: 022-2204 3780 Fax: 022-2285 1279

Email: legal@bajajelectricals.comWebsite: www.bajajelectricals.com**RESULT OF POSTAL BALLOT**

It is hereby notified to the Shareholders of Bajaj Electricals Limited ("the Company") and all other concerned entities / authorities that the Company has conducted the process of Postal Ballot (including e-voting) pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Administration and Management) Rules, 2014, for passing Ordinary Resolution(s) in respect of the following businesses:

Resolution 1: Approval for re-appointment of Shri Shekhar Bajaj as the Managing Director of the Company and remuneration payable to him; and

Resolution 2: Ratification of the remuneration payable to the Cost Auditor for the financial year ended 31 March 2015.

The Company had appointed Shri Anant B. Khamankar of M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot/e-voting, who has submitted his report. The result of the Postal Ballot (including e-voting) is as under:

| Total of Postal Ballot & e-voting | Total Number of shares as on cut-off date | No. of votes polled | % of votes polled | No. of Votes in favour | No. of Votes against | Percentage (%) of votes polled | |
|-----------------------------------|---|---------------------|-------------------|------------------------|----------------------|--------------------------------|---------------|
| | | | | | | Votes in favour | Votes against |
| Resolution 1 | 100706926 | 59208428 | 58.79 | 59200456 | 7972 | 99.99 | 0.01 |
| Resolution 2 | | 78906779 | 78.35 | 78902079 | 4700 | 99.99 | 0.01 |

Both the above resolutions have been passed with requisite majority.

The result of the Postal Ballot (including e-voting) is being displayed on the notice board at the Registered Office of the Company, communicated to the Stock Exchanges, published in the newspapers and has also been posted on the website of the Company www.bajajelectricals.com along with the Scrutinizers report.

For BAJAJ ELECTRICALS LIMITED

Mangesh Patil

Mumbai, January 13, 2015

Vice President - Legal & Company Secretary

SCRUTINIZER'S REPORT

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

Dear Sir,

Re.: Report of the Postal Ballot

The Board of Directors of the Company at its meeting held on 13th November, 2014 had appointed me as the Scrutinizer for conducting the postal ballot voting process pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, for passing Ordinary Resolutions in respect of the following businesses:

- I. Approval for re-appointment of Shri Shekhar Bajaj as the Managing Director of the Company and remuneration payable to him; and
- II. Ratification of the remuneration payable to the Cost Auditor for the financial year ended 31st March 2015.

I submit my report as under:

1. On 10th December, 2014, the Company completed the dispatch of postal ballot forms along with postage prepaid business reply envelopes to its members, whose name appeared on the Register of Members/list of beneficiaries as on "cut-off date" i.e. Friday, 5th December, 2014. Simultaneously, the soft copy of Postal Ballot Notice / Form were emailed to those shareholders who have registered their email addresses with the Company / Depository.
2. Particulars of the postal ballot forms received from the members and votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.



3. All the Postal Ballot forms received from shareholders were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such forms.
4. The ballot boxes were opened on 12th January, 2015 in my presence.
5. The Postal ballot forms were taken out in my presence and the shareholding was confirmed with the Register of Members of the Company/list of beneficiaries, as on the cut-off date.
6. All postal ballot forms received/receivable up to the close of working hours (17.00 hours) on 10th January, 2015, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. Envelopes containing postal ballot forms received after 10th January, 2015, were not considered for my scrutiny.
8. I did not find any defaced or mutilated ballot paper.
9. Thereafter, I have 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** on 12th January, 2015 which was closed for voting by CDSL on 10th January, 2015 at 17.00 Hours.
10. Based on such e-voting records generated combined with physical ballot forms received, I hereby report as under:

RESOLUTION NO.1: Approval for Reappointment of Shri Shekhar Bajaj as Managing Director of the Company and Remuneration payable to him.

THE RESOLUTION HAS BEEN PASSED WITH THE REQUISITE MAJORITY.

| | TOTAL NUMBER OF SHARES | PERCENTAGE |
|---|-------------------------------|-------------------|
| Total number of shares polled in FAVOUR of Ordinary Resolution under Section 196, 197, 203 of the Companies Act, 2013. | 59200456 | 99.99% |
| Total number of shares polled AGAINST the Ordinary Resolution under 196, 197, 203 of Companies Act, 2013. | 7972 | 0.01% |
| Total Number of Valid Votes | 59208428 | 100% |



RESOLUTION NO.2: Ratification of the Remuneration payable to the Cost Auditor for the Financial Year ended 31st March, 2015.

THE RESOLUTION HAS BEEN PASSED WITH THE REQUISITE MAJORITY.

| | TOTAL NUMBER OF SHARES | PERCENTAGE |
|---|-------------------------------|-------------------|
| Total number of shares polled in FAVOUR of Ordinary Resolution under Section 148 of the Companies Act, 2013. | 78902079 | 99.99% |
| Total number of shares polled AGAINST the Ordinary Resolution under Section 148 of Companies Act, 2013. | 4700 | 0.01% |
| Total Number of Valid Votes | 78906779 | 100% |

11. All the postal ballot forms and other related papers/registers and records will be handed over to Mr. Manges h Patil, Vice President – Legal & Company Secretary of the Company, once the Chairman declare the postal ballot results.

12. You may accordingly declare the result of the voting by Postal Ballot.



(ANANT B KHAMANKAR)

Place: Mumbai

Date: 13th January, 2015

F.C.S NO. 3198

C.P. NO. 1860

