

L/75AGM/4584/MGP

July 31, 2014

BSE Limited  
Phiroze Jeejeebhoy Towers, 25<sup>th</sup> floor,  
Dalal Street, Mumbai 400 001.

500031

The Delhi Stock Exchange Ltd.  
DSE House, 3/1 Asaf Ali Road,  
New Delhi 110 002.

02031

National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai 400 051.

BAJAJELEC

Dear Sir,

**Sub: Proceedings of 75<sup>th</sup> Annual general Meeting of the Company held on 31 July 2014 - Clause 31 of the Listing Agreement.**

Further to our letter No.L/75AGM&1/4475/MGP, dated 29 May 2014 and pursuant to the provisions of Clause 31 of the Listing Agreement, we wish to inform you that the members of the Company at their 75<sup>th</sup> Annual General Meeting held on 31 July 2014 have duly approved all the business as specified in the notice dated 29 May 2014 convening the said meeting viz:

1. Audited Balance Sheet of the Company as at 31 March 2014 and the Profit and Loss Account as on that date together with the Notes etc., Reports of the Board of Directors and Auditors thereon were received, considered and adopted.
2. A dividend at the rate of Rs.1.50 per Equity Share (face value of Rs.2/- each) for the financial year 2013-14, was declared and the same will be paid to those shareholders whose name appeared on the Register of Members of the Company as on the date of book closure.
3. Shri Anant Bajaj, who retired by rotation at the said Annual General Meeting, was re-appointed as Director of the Company.
4. Messrs. Dalal & Shah, Chartered Accountants, Mumbai, having Registration No.102021W issued by the Institute of Chartered Accountants of India (ICAI), were re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 3<sup>rd</sup> Annual General Meeting (after commencement of the Companies Act, 2013), subject to ratification by shareholders annually, on a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out-of-pocket expenses incurred by them for the purpose of audit.

5. Shri H.V.Goenka has been appointed as an Independent Director of the Company for the period of five years from 1 April, 2014 to 31 March 2019.
6. Shri Ashok Jalan has been appointed as an Independent Director of the Company for the period of five years from 1 April, 2014 to 31 March 2019.
7. Shri V.B.Haribhakti has been appointed as an Independent Director of the Company for the period of five years from 1 April, 2014 to 31 March 2019.
8. Dr. (Smt.) Indu Shahani has been appointed as an Independent Director of the Company for the period of five years from 1 April, 2014 to 31 March 2019.
9. Dr. R.P.Singh has been appointed as an Independent Director of the Company for the period of five years from 1 April, 2014 to 31 March 2019.
10. Approval has been granted for not filling, for the time being, the vacancy caused by the retirement of Shri Ajit Gulabchand as a Director of the Company, who retired by rotation at this AGM and did not seek re-appointment.
11. Approved the payment of remuneration by way of commission to the Non-Executive Directors of the Company.

We request you to kindly take the above on your records.

Thanking you,

Yours faithfully,  
For BAJAJ ELECTRICALS LIMITED



MANGESH PATIL  
VICE PRESIDENT - LEGAL & COMPANY SECRETARY