



## Bajaj Electricals Limited

*Inspiring Trust*

### Board of Directors :

Shekhar Bajaj, Chairman & Managing Director  
Harsh Vardhan Goenka  
A.K.Jalan  
Ajit Gulabchand  
V.B.Haribhakti  
Madhur Bajaj  
Anant Bajaj, Executive Director  
Dr.(Mrs.) Indu Shahani  
R.Ramakrishnan, Executive Director  
Dr.R.P.Singh

### Company Secretary

Mangesh Patil

### Auditors

Dalal & Shah, Chartered Accountants

### Bankers

State Bank of Bikaner and Jaipur  
Bank of India  
Union Bank of India  
State Bank of India  
Yes Bank Ltd.  
IDBI Bank Ltd.

### Registered Office

45-47, Veer Nariman Road, Mumbai 400 001

### Factories

Chakan Unit : Mahalunge, Chakan Talegaon Road,  
Khed, Pune 410 501.  
Wind Farm : Village Vankusawade, Tal.:Satara,  
Dist.: Patan, Maharashtra  
Ranjangaon Unit : Village Dhoksanghvi, Taluka Shirur,  
Ranjangaon, Dist. : Pune,  
Maharashtra 412 210

### Branches

Ahmedabad, Bangalore, Bhubaneshwar, Chandigarh,  
Chennai, Cochin, Delhi, Guwahati, Hyderabad, Indore,  
Jaipur, Kolkata, Lucknow, Mumbai, Nagpur, Noida,  
Patna, Pune, Raipur.

### Depots

Bhiwandi, Daman, Dehradun, Goa, Kundli, Parwanoo,  
Ranchi & Zirakhpur.

### Corporate Management Team

Shekhar Bajaj, Chairman & Managing Director  
Anant Bajaj, Executive Director  
R.Ramakrishnan, Executive Director  
L.K.Mehta, Executive President – Engineering & Projects BU  
P.S.Tandon, Executive President – Appliances BU  
A.S.Radhakrishna, President – Fans BU  
C.G.S.Mani, President – Lighting BU  
Pravin Jathar, Executive Vice President & CFO  
Vivek Sharma, Executive Vice President & Head (Morphy Richards)  
Siddhartha Kanodia, Vice President – Corporate Services  
Pratap Garge, Vice President & CIO  
R.Ramesh, Vice President – Human Resources & Administration

### Chakan Unit

B.M.Mane, Dy, General Manager (Works)

### Ranjangaon Unit

J.K.Deshmukh, Chief General Manager Operations & Head – RU

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### A request

The practice of distributing the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing. Shareholders are therefore requested to bring their copies of the Annual Report to the meeting.

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

## **NOTICE**

NOTICE is hereby given that 71<sup>st</sup> Annual General Meeting of Bajaj Electricals Limited will be held on Wednesday, the 28<sup>th</sup> day of July, 2010 at 11.30 A.M. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021 to transact the following business:

1. To consider and adopt the Profit and Loss Account for the financial year ended 31<sup>st</sup> March, 2010 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri A.K.Jalan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Ajit Gulabchand, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s.Dalal & Shah, Chartered Accountants, retiring Auditors, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

## **SPECIAL BUSINESS**

### **6. Increase in the Authorised Share Capital and Alteration of the Memorandum of Association of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company of Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 2 (Rupees Two) each be and is hereby increased to Rs. 40,00,00,000 (Rupees Forty Crore ) divided into 20,00,00,000 (Twenty Crore) equity shares of Rs. 2 (Rupees Two) each.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following Clause 5:

5. The Authorised Capital of the Company is Rs.40,00,00,000 (Rupees Forty Crore) divided into 20,00,00,000 (Twenty Crore ) Equity Shares of Rs.2 (Rupees Two) each.

The Company shall have power to increase or reduce the capital, to divide the shares of the capital for the time being into several classes and to attach thereto respectively such ordinary, preferential, qualified or deferred rights and privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

### **7. Increase in the Authorised Share Capital and Alteration of the Articles of Association of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and is hereby altered by substituting the existing Article 8(i) with the following Article:

- 8 (i). The Authorised Capital of the Company is Rs.40,00,00,000 (Rupees Forty Crore) divided into 20,00,00,000 (Twenty Crore ) Equity Shares of Rs.2 (Rupees Two) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

**8. Increase in limit for issuance of shares under ESOP from 5% to 8%**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956, Memorandum and Articles of Association of the Company and the Regulations/Guidelines prescribed by the Securities and Exchange Board of India, the Reserve Bank of India or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed by them while granting such approvals, consents, permissions, authority and sanctions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) to create, issue, offer and allot, directly or indirectly to or for the benefit of such person(s) as are in the permanent employment of the Company or who are Directors of the Company, at any time, equity shares and/or securities convertible into equity shares at such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board may decide prior to the issue and offer thereof, for, or which upon exercise or conversion could give rise to the issue of a number of equity shares not exceeding in aggregate, eight per cent (including equity shares to be issued in terms of Resolution passed at the Annual General Meeting held on July 26, 2007) of the aggregate of the number of issued equity shares of the Company, from time to time, under Employees Stock Option Scheme 2007 (ESOP-2007), or any modifications thereof.”

“RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid Resolution shall rank pari-passu inter-se as also with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) (including to amend or modify any of the terms of such issue or allotment), as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to vary or modify the terms of ESOP-2007 in accordance with any guidelines or regulations that may be issued, from time to time, by any appropriate authority.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors.”

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
2. The relative explanatory statement pursuant to Section 173 of the Companies Act, 1956, in respect of business under Item No.6 to 8 above, is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> day of July, 2010 to 28<sup>th</sup> day of July, 2010 (both days inclusive).
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. Members desiring any information pertaining to the accounts are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the AGM.
7. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking re-appointment at the forthcoming Annual General Meeting is given below:-

**Details of Directors seeking Re-appointment in the forthcoming Annual General Meeting:**

Name of Director	Shri. A.K.Jalan	Shri. Ajit Gulabchand
Brief Resume & Functional Expertise	Aged about 66 years, B.A. (Hons) from Kolkata University, a member of the Board since 1989, Industrialist with over 48 years of experience in managing textile enterprises.	Aged about 61 years, B.Com (Hons) from University of Mumbai, a member of the Board since 1990, Industrialist with rich experience in construction business.
Appointment/ Reappointment	Re-appointment on retirement by rotation	Re-appointment on retirement by rotation
No. of Shares held in the Company	Nil	Nil
List of Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Asiatic Textile Co. Ltd.</li> <li>2. Dupont Sportswear Ltd.</li> <li>3. The Elphinsone Spg. &amp; Wvg. Mills Co. Ltd.</li> <li>4. Dupont Exports Pvt. Ltd.</li> <li>5. Webrands.Com Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Hindustan Construction Co.Ltd.</li> <li>2. Hincon Finance Ltd.</li> <li>3. Hincon Technoconsult Ltd.</li> <li>4. Hincon Holdings Ltd.</li> <li>5. HCC Real Estate Ltd.</li> <li>6. HCC Infrastructure Ltd.</li> <li>7. HCC Construction Ltd.</li> <li>8. Lavasa Corporation Ltd.</li> <li>9. Western Securities Ltd.</li> <li>10. The Indian Hume Pipe Co.Ltd.</li> <li>11. RPG Life Sciences Ltd.</li> <li>12. Charosa Wineries Ltd.</li> <li>13. Highbar Technologies Ltd.</li> <li>14. Motorsports Association of India</li> <li>15. Shalaka Investment Pvt. Ltd.</li> <li>16. Champali Garden Pvt. Ltd.</li> <li>17. Sarama Petcare Pvt. Ltd.</li> <li>18. Gulabchand Foundation</li> <li>19. HCC Singapore Enterprises Pte. Ltd.</li> <li>20. HCC Mauritius Enterprises Ltd.</li> <li>21. Karl Steiner AG, Switzerland.</li> </ol>
Committee Membership	Nil	<ol style="list-style-type: none"> <li>1. Charosa Wineries Ltd. – Audit Committee (Chairman)</li> <li>2. Hindustan Construction Co. Ltd. – Shareholders/Investors Grievance Committee (Member)</li> <li>3. The Indian Hume Pipe Co. Ltd. – Shareholders/Investors Grievance Committee (Member)</li> </ol>

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

Mumbai, May 26, 2010

By Order of the Board of Directors  
For Bajaj Electricals Limited

Mangesh Patil  
Company Secretary

**Explanatory Statement under Sections 173(2) of the Companies Act, 1956.**

**Item Nos. 6 & 7**

The Company, in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from Rs. 20 crore to Rs. 40 crore and for that purpose, the Memorandum of Association and the Articles of Association of the Company are proposed to be suitably altered as set out at Item Nos. 6 and 7 of the accompanying Notice.

The provisions of the Companies Act, 1956 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association and the Articles of Association of the Company.

The Board of Directors accordingly recommends the resolutions set out at Item Nos. 6 and 7 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions.

## Item No. 8

The Members, at the Annual General Meeting of the Company held on July 26, 2007, had approved the grant of options to the employees (including the Directors) of the Company, if any, under the Company's Employees Stock Option Scheme 2007 (the Scheme). In terms of Resolution passed at the aforesaid AGM held on July 26, 2007, the aggregate of all options granted under the Scheme shall not exceed 5% of the paid up equity share capital of the Company at any point of time. The said Scheme provided for a fair and reasonable adjustment to options granted on account of any corporate action(s) such as rights issue, bonus issue, merger and sale of division and others.

Subsequent to the approval of the aforesaid Scheme, the Company allotted bonus shares of Rs.10 each in the ratio of 1 : 1 in September, 2007 and thereafter in January, 2010 sub-divided its equity shares of Rs.10 each into 5 equity shares of Rs.2 each, for which reasonable adjustment has been made to the options granted.

The Remuneration & Compensation Committee, at its Meeting held on May 26, 2010, decided that in order to enhance employee motivation and retention and to enable employees to participate in the future growth and financial success of the Company, adequate number of options should be made available under the Scheme.

In view of the above, the Remuneration & Compensation Committee recommended that the maximum number of equity shares of the Company that can be created, offered, issued and allotted, pursuant to the options granted under the Scheme, should not exceed eight per cent of the issued equity shares of the Company, from time to time. The Board at its Meeting held on May 26, 2010 accepted the recommendation of the Remuneration & Compensation Committee and decided to seek the approval of the Members for the same.

The features of the Scheme are set out below:

- (a) Under the Scheme the employees will be given an option to acquire a certain number of shares of the Company.
- (b) The Remuneration & Compensation Committee shall administer and supervise the Scheme.
- (c) The maximum number of shares which shall be subject to options under the Scheme shall not exceed eight per cent of the aggregate of the number of issued equity shares of the Company, from time to time.
- (d) The Remuneration & Compensation Committee reserves the right to offer options to eligible employees and Directors, subject to fulfillment of the terms and conditions under the Scheme.
- (e) The Remuneration & Compensation Committee may, on such dates as it shall determine, grant to such eligible employees and Directors as it may in its absolute discretion, options of the Company on the terms and conditions and the consideration as it may decide.
- (f) The options granted under the Scheme would vest not less than one year and not more than four years from the date of grant of such options. Vesting of options would be a function of continued employment with the Company.
- (g) The exercise price shall be decided by the Remuneration & Compensation Committee but the same shall be not less than the prevailing Market Price on the date prior to the date of the Remuneration & Compensation Committee Resolution.
- (h) The options granted under the Scheme shall be exercisable at any time during the exercise period, and subject to fulfillment of conditions of vesting. The options shall be deemed to have been exercised when an employee makes an application in writing to the Company accompanied by payment of an amount equivalent to the exercise price in respect of such shares. The exercise of option is permitted upto a period of 3 years after the vesting period, which shall lapse if not exercised within such period.
- (i) The Company will conform with the disclosures and the accounting policies prescribed by SEBI and other regulatory authorities from time to time.
- (j) The Company shall use the intrinsic value method to value its options. The difference between the employee compensation cost computed under intrinsic value method and the employee compensation cost that shall have been recognized if it had used the fair value method of the options, shall be disclosed in the Directors' Report and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

The Directors recommend the adoption of the Resolution at Item No.8 of the Notice.

None of the Directors of the Company are in any way, concerned or interested in the Resolution, except to the extent of the benefit they may derive under the Scheme.

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

By Order of the Board of Directors  
For Bajaj Electricals Limited

Mumbai, May 26, 2010

Mangesh Patil  
Company Secretary

## DIRECTORS' REPORT

To  
 The Members,

Your Company's Directors are pleased to present the 71<sup>st</sup> Annual Report of the Company along with the audited accounts for the year ended 31<sup>st</sup> March, 2010.

### Financial Performance

*Rs. in Crore*

	FY 2009-10	FY 2008-09
Gross Sales Turnover and Other Income *	2252.27	1794.13
Gross Profit before Interest & Depreciation	246.27	185.54
Less : Interest	31.45	36.97
Less : Depreciation	9.20	8.55
Profit before Taxes & Provisions	205.62	140.02
Less : Provision for Irrecoverable portion of Loan	5.00	-
Less : Provision for Taxation (including deferred taxation & FBT)	75.35	50.67
Profit after Tax	125.27	89.35
Less : Prior Period Adjustments	0.55	0.21
Less : Provision for Taxation in respect of earlier years	7.63	-
Add : Balance brought forward from previous year	21.73	17.82
<b>Balance available for appropriation</b>	<b>138.82</b>	<b>106.96</b>
<b>Appropriations :</b>		
(i) Dividend on Equity Shares	23.41	17.29
(ii) Tax on Dividend	3.89	2.94
(iii) Transferred to General Reserve	79.50	65.00
<b>Balance carried to Balance Sheet</b>	<b>32.02</b>	<b>21.73</b>

\* Other income Rs.2.86 crore (Previous year - Rs.5.70 crore)

### Placement of Equity Shares of the Company with Qualified Institutional Buyers

The Company completed a private placement of shares under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, during the second week of December, 2009. Pursuant to Members' approval at the Extra-Ordinary General Meeting of the Company held on November 18, 2009, the Company allotted 20,48,339 Equity Shares of Rs. 10 (Rupees Ten) each at the Issue Price of Rs. 785/- (Rupees Seven Hundred Eighty Five), to various Qualified Institutional Buyers (QIBs) on December 11, 2009. This was at a slight premium over Rs. 782.44 (Rupees Seven Hundred Eighty Two and paise forty four), the floor price as determined by the formula prescribed by SEBI. In the immediate term, the money raised has been used to retire some of the short-term debts on the Company's books. This is in line

with the issue purpose mentioned in the Placement Document filed with various authorities.

### Increase in number of shares

The increase in the number of shares is due to the allotment of 20,48,339 equity shares of Rs.10 each on account of allotment of shares to Qualified Institutional Buyers in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and issue of 1,74,800 equity shares of Rs.10 each to the employees upon exercise of their stock options. These shares were included, on weighted average basis, for the computation of EPS.

### Sub-division in face value of Equity Shares of the Company

By Postal Ballot, the results of which were announced on November 18, 2009, shareholders of the Company approved a sub-division of the Company's equity shares to 5 shares of a face value of Rs. 2 for every share of a face value of Rs.10. It is expected that the lower face value of Equity Shares will bring in additional interest from retail investors and contribute towards enhancement in the liquidity in the Company's scrip on the Stock Exchanges.

It may be noted that the number of shares, for the purpose of computation of Earnings Per Share (EPS), has been suitably adjusted following the sub-division of equity share of Rs. 10 each to 5 equity shares of Rs. 2 each in January, 2010.

### Dividend

Directors are pleased to recommend a dividend of Rs.2.40 per equity share of the face value of Rs.2 for the year ended 31<sup>st</sup> March, 2010 (Previous year Rs.10 per equity share of the face value of Rs.10). The dividend, subject to the approval at the AGM on July 28, 2010 will be paid to the shareholders whose names appear on the Register of Members with reference to the book closure from July 21, 2010 to July 28, 2010 (inclusive of both dates). The dividend will absorb Rs.27.30 crore (including dividend tax of Rs.3.89 crore).

Shares that may be allotted on exercise of Options granted under the Employee Stock Option Scheme before the Book Closure for payment of dividend will rank pari passu with the existing shares and be entitled to receive the dividend.

### Operations :

#### Lighting

The turnover of lighting products viz. Lamps, Tubes, Luminaires, and Domestic fittings increased by about 9.8% at Rs.536 crore during the year under review from Rs.488 crore in the previous year.

The Luminaires BU is continuously working on developing energy-efficient consumer luminaires. It has successfully launched LED based luminaires for landscape, commercial and retail lighting applications. It has partnered with Securiton of Switzerland & Delta Controls of Canada to offer cutting edge solutions in Fire Alarms, Security systems and Integrated Building Management Systems (IBMS) to its institutional customers. The CFL (Compact Fluorescent Lamps) sales has increased significantly and crossed the Rs.150 crore mark.

### **Consumer Durables**

The turnover of consumer durables, which include fans and small appliances, increased by over 26.6% at Rs.957 crore during the year under review from Rs.756 crore in the previous year. Bajaj Platini range of premium appliances have been launched successfully. The Company's Morphy Richards brand has emerged as the fastest growing premium appliances brand with a growth of 32.9% and a CAGR of 26.0%. The Company has continued to enhance its product portfolio with new categories and models, invest in technology and quality improvement in order to gain a competitive advantage.

### **Chakan Unit**

The production at this Unit increased during the year under review to 3,47,434 nos. of fans as against 3,12,035 nos. of fans in the previous year. This unit has also contributed significantly to our new product innovation initiatives and value engineering efforts.

### **Engineering & Projects**

The E & P BU has achieved a turnover of Rs.755 crore as compared to Rs.543 crore in the previous year, registering a growth of 39.0%. The Unit produced 4,600 Highmasts and 33,255 Poles as against 3,682 and 38,078 respectively in the previous year. The Unit also manufactured 17,446 MT of transmission line towers as against 20,106 MT in the previous year. The BU's order book position at the end of the year 2009-10 stood at Rs.750 crore.

Infrastructure development and the power sector continue to be the Government's focus areas, which offer a good long term opportunity to this division to improve its growth and profitability in the future.

### **Wind Energy**

The 2.8 MW Wind Farm at Village Vankusawade in Maharashtra generated 41,51,102 electrical units during the year under review (Previous Year 47,84,467 units).

### **Stock Options**

The Remuneration & Compensation Committee of your Company has, in its meeting held on 30<sup>th</sup> April, 2009 cancelled 5,55,000 outstanding options and re-granted 4,66,385 stock options under Growth Plan to the eligible employees, at an exercise price of Rs.215.55. This

revision was in consideration of the unusual meltdown of the stock market, which had resulted in a steep fall in the market price of the Company's shares compared to the price prevalent when the stock options were granted. The revision would achieve the basic objectives of the ESOP Scheme of motivating the employees to contribute to the growth and profitability of the Company as also to attract and retain talent in the organization.

The Remuneration & Compensation Committee has also, in its meeting held on 28<sup>th</sup> January, 2010, granted 1,44,000 incremental stock options under Growth Plan to 69 eligible employees consisting of promotees and new joiners, at a price of Rs.866.75 per option, being the closing equity price of the Company on the National Stock Exchange of India Ltd., where the trade volume was high. This is as per their eligibility under ESOP 2007 of the Company.

Details of the shares issued under ESOP, as also the disclosures in compliance with Clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are set out in the Annexure to this Report.

None of the management employees or Wholetime Directors has received options exceeding 5% of the value of the options issued for the year ended March, 2010. Likewise, no employee has been issued share options during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

### **Deposits**

From the financial year 2008-09, the Company has stopped accepting and/or renewing public deposits and the deposits aggregating to Rs.211.34 lacs which were due for repayment after March 31, 2009 were prepaid along with interest accrued thereon as on March 31, 2009. As on the date of this report, pre-payment cheques in respect of 80 deposits aggregating to Rs. 16.14 lacs have not been encashed and therefore remains to be paid.

### **Information Systems**

In order to strengthen the internal control systems and improve the management information system, last year the Company rolled out Oracle based ERP which went live with effect from April 1, 2009. The Board is pleased to state that the application has been successfully implemented and the system has stabilized well. The Board places on record its deep sense of appreciation for the contribution made by the employees of the Company in rolling out the Oracle based ERP. The Company received the prestigious "NASSCOM CNBC IT User Award 2009" for its ERP implementation success.

### **Depository System**

As the members are aware, the Company's shares are compulsorily tradable in electronic form. As on March 31, 2010, almost 94.51% of the Company's total paid-up

capital representing 9,21,84,485 shares were in dematerialised form.

### **Risk Management**

The Company's Risk Management Policy is backed by strong internal control systems. The risk management framework consists of policies and procedures framed at management level and strictly adhered to and monitored at all levels. The Company also has a sound internal audit system in place. The audit consists of an independently constituted team in the Company and outside auditors appointed for the purpose. The risk policy and internal Audit Reports are periodically reviewed by the Board and Audit Committee with emphasis on maintaining its effectiveness in a dynamic business environment.

### **Corporate Governance**

The Company is committed to maintain the highest standards of Corporate Governance. The Company has complied with the recommendations of the Corporate Governance code as provided in Clause 49 of the Listing Agreement with the stock exchanges.

A separate section of Corporate Governance, together with a certificate from the Company's Auditors confirming compliance, is set out separately, forming part of this Report.

The members of the Board and the senior management personnel have affirmed compliance with the Code of Conduct for the financial year 2009-10. A declaration to this effect signed by the Chief Executive Officer (CEO) of the Company is contained in this Annual Report.

The CEO and Chief Financial Officer (CFO) have certified to the Board with regard to the financial statements and other matters as required in Clause 49 of the Listing Agreement and the said Certificate is contained in the Annual Report.

### **Management Discussion and Analysis Report**

A Management Discussion and Analysis Report is been attached and forms a part of the Annual Report.

### **Social Initiatives**

Your Company is a socially responsible corporate citizen. In keeping with the Company's commitment towards contribution to community welfare, the Company and its employees continue to support and are closely associated with "Paryavaran Mitra" (Friends of Environment) a non-government organization (NGO) and are involved in numerous activities like tree plantation, cleanliness drive, tobacco free environment, creation of social awareness, training & dissemination of information concerning Paryavaran (Environment), Pollution control and a host of other activities for the cause of environmental protection at the Company's various locations.

### **Subsidiaries**

The Company has no subsidiary as on 31st March, 2010.

### **Directors**

In accordance with the provisions of the Companies Act, 1956, Shri A.K. Jalan and Shri Ajit Gulabchand retire by rotation and being eligible, offer themselves for re-appointment.

Brief resumes of the Directors proposed to be re-appointed as required under Clause 49 of the Listing Agreement are provided in the Notice of the Annual General Meeting forming part of the Annual Report.

### **Auditors' Report**

The observations made in the Auditors' Report, read together with the relevant notes thereon, are self-explanatory and hence do not call for any comments under Section 217 of the Companies Act, 1956.

### **Auditors**

The Members are requested to appoint Auditors and fix their remuneration. M/s. Dalal & Shah, the retiring Auditors have furnished a certificate of their eligibility for re-appointment as required under Section 224(1B) of the Companies Act, 1956.

### **Disclosure of Particulars**

The particulars prescribed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, etc. to the extent applicable are set out in the Annexure hereto.

### **Particulars of Employees**

Particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, forms part of this Report. However, pursuant to Section 219(1)(b)(iv) of the said Act, the Report and Accounts are being sent excluding the statement containing the particulars to be provided under Section 217(2A) of the said Act and the same will be made available to any shareholder on request.

### **Directors' Responsibility Statement**

The Directors, based on the information / representations received from the Operating Management, confirm that :

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;



- (b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (d) they have prepared the annual accounts on a going concern basis.

#### Industrial Relations

The relations with the employees of the Company have continued to remain cordial.

Mangesh Patil  
Company Secretary

R. Ramakrishnan  
Executive Director

Anant Bajaj  
Executive Director

Shekhar Bajaj  
Chairman & Managing Director

Mumbai, May 26, 2010

#### Group

Pursuant to an intimation from the Promoters, the names of the Promoters and entities comprising "Group" as defined under the Monopolies and Restrictive Trade Practices ("MRTP") Act, 1969 are disclosed in the Annual Report for the purpose of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

#### Acknowledgement

The Board wishes to place on record its appreciation of the sincere efforts put in by employees of the Company, in helping it reach its current growth levels.

Your Directors place on record their appreciation for the support and assistance received from the customers, investors, business associates, bankers, vendors, regulatory and government authorities.

For and on behalf of the Board of Directors

#### ANNEXURE- I TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2010.

Information to be disclosed under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999:

1	Details of Meeting	Approved by Shareholders in the Annual General Meeting held on 26 <sup>th</sup> July, 2007												
2	Approved	Upto 5% of paid-up shares												
3	The Pricing Formula	<p>The Options under the Growth Plan are granted at closing market price of the Company's equity shares quoted on the Bombay Stock Exchange Limited / National Stock Exchange of India Limited (wherever trading volumes are higher) as on the date preceding the date on which the Remuneration &amp; Compensation Committee considers grant of Options to Eligible Employees.</p> <table border="1"> <thead> <tr> <th>Date of Grant</th> <th>Grant Price</th> </tr> </thead> <tbody> <tr> <td>25.10.2007</td> <td>Rs.300.00</td> </tr> <tr> <td>24.07.2008</td> <td>Rs.443.25</td> </tr> <tr> <td>06.08.2008</td> <td>Rs.436.35</td> </tr> <tr> <td>30.04.2009</td> <td>Rs.215.55</td> </tr> <tr> <td>28.01.2010</td> <td>Rs.866.75</td> </tr> </tbody> </table> <p>The Options under the Loyalty Plan are granted as one time Options at a 50% discount to the closing market price of the shares of Rs.300.00 as on 24.10.2007, the date prior to the date of the Remuneration &amp; Compensation Committee resolution.</p>	Date of Grant	Grant Price	25.10.2007	Rs.300.00	24.07.2008	Rs.443.25	06.08.2008	Rs.436.35	30.04.2009	Rs.215.55	28.01.2010	Rs.866.75
Date of Grant	Grant Price													
25.10.2007	Rs.300.00													
24.07.2008	Rs.443.25													
06.08.2008	Rs.436.35													
30.04.2009	Rs.215.55													
28.01.2010	Rs.866.75													
4	Options Granted	14,47,285												
5	Options Vested	2,41,700												
6	Options Exercised	1,74,800												

7	Options Forfeited / Surrendered	5,55,000																
8	Options Lapsed	1,09,221																
9	Total Number of Options in force	6,08,264																
10	Variation in terms of ESOP	During the year the Company cancelled Growth Options which were issued on 25 October, 2007; 24 July, 2008; 6 August, 2008 and issued new options in lieu thereof on 30 April, 2009																
11	The Total number of shares arising as a result of exercise of Options	1,74,800																
12	Money realized by exercise of options	Rs.262.20 lakhs																
13	Employee-wise details of Options granted to:																	
	(i) Senior Managerial personnel	As per statement																
	(ii) Employees who were granted, during any one year, options amounting to 5% or more of Option granted during the year	N.A.																
	(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	N.A.																
14	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 – Earning Per Share	Rs.12.68																
15	Where the company has calculated employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options, shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	The Company has calculated the employee compensation cost using the intrinsic value of stock options. Had the fair value method been used, in respect of stock options granted, the employee cost would have been lower by Rs.3.37 crore. Profit after tax higher by Rs.2.22 crore and the diluted earnings per share would have been higher by Rs. 0.37																
16	Weighted average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceed or is less than the market price of the stock	<table border="1"> <thead> <tr> <th>Date of Grant</th> <th>Plan</th> <th>Exercise Price</th> <th>Fair Value</th> </tr> </thead> <tbody> <tr> <td>25.10.2007</td> <td>Loyalty</td> <td>Rs.150.00</td> <td>Rs.170.47</td> </tr> <tr> <td>30.04.2009</td> <td>Growth</td> <td>Rs.215.55</td> <td>Rs. 97.47</td> </tr> <tr> <td>28.01.2010</td> <td>Growth</td> <td>Rs.866.75</td> <td>Rs.428.97</td> </tr> </tbody> </table>	Date of Grant	Plan	Exercise Price	Fair Value	25.10.2007	Loyalty	Rs.150.00	Rs.170.47	30.04.2009	Growth	Rs.215.55	Rs. 97.47	28.01.2010	Growth	Rs.866.75	Rs.428.97
Date of Grant	Plan	Exercise Price	Fair Value															
25.10.2007	Loyalty	Rs.150.00	Rs.170.47															
30.04.2009	Growth	Rs.215.55	Rs. 97.47															
28.01.2010	Growth	Rs.866.75	Rs.428.97															
17	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted average information :	The fair-value of the stock options granted on 30.04.2009 and 28.01.2010 have been calculated using Black-Scholes Options pricing formula and the significant assumptions made in this regard are as follows :																
	Variables	Date of Grant																
		30 Apr 2009                      28 Jan 2010																
	(i) Risk Free Interest Rate	5.33 – 5.84%                      6.15 – 7.26%																
	(ii) Expected Life	2.5 – 4.5 years                      2.5 – 5.5 years																
	(iii) Expected Volatility	62.21 – 70.36%                      60.24 – 70.23%																
	(iv) Dividend Yield	1.99%                                      1.99%																
	(v) Price of underlying share in market at the time of the option grant	215.55                                      866.75																

**STATEMENT ATTACHED TO ANNEXURE-I TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2010.**

Name(s) of Senior Managerial Person(s) to whom Stock Options have been granted	Options granted on 30.04.2009
Mr.R. Ramakrishnan	Growth Plan - 34,158

## Annexure-II to the Directors' Report

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2010.

### I. Conservation of Energy

(a) Energy conservation measures taken:

- Installation of variable frequency drive for Finish Yard Goliath Crane.
- Installation of variable frequency drive for Dryer Blower Motor in Galvanizing.
- Modification of Electrical Circuits for Straightening Machine (3 nos.), TLT Bending Press (2 nos.) and Hydraulic Power Pack Motors.
- Installed CFL tube lights of 56 watt in place of conventional tube lights of 72 watt, saving of 600 unit/month achieved.
- Introduced wide range in LED (Light Emitting Diode) Luminaires and Induction Lamp Luminaires, which have a life of 60,000 burning hours, less heat generation, vibration resistance, lumen depreciation of hardly 5% at the end of its life and is Eco friendly as it contains very low mercury. This will ensure energy conservation by bringing down the running cost of electricity for offices, industries and municipal corporations.

(b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy:

- Replacement of 140 nos. of conventional 36 watt tube lights by 28 watt CFL tube lights.
- Installation of variable frequency drive for Hoist motor on EOT Crane in Galvanizing.

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

- Obtained PF Incentive of Rs.7,71,351/- and Rs.2,34,924/- for Ranjangaon Units 1 & 2 respectively.
- Total saving of 74,810 Units /year achieved.
- Cost of production of goods reduced.

(d) Total energy consumption and energy consumption per unit of production as per Form-A of the Annexure to the rules in respect of industries specified in the schedule thereto:

83.57 units per ton / 28,89,228 units per ton.

### II. Technology Absorption

Research and Development (R&D)

1. Specific areas in which R & D carried out by the Company:

- Ceiling Fans : Energy Efficient Motors
- Highmast & Poles : Monopoles, Gantries, Stadium Masts, Flag Mast, Umbrella Structures, Decorative Brackets and Decorative Lantern Carriage.
- Transmission Line Towers : The concept of capacity planning adopted and operation-wise planning is done. Machine layouts were studied and few changes were made e.g. position of punching and notching machine were changed to avoid the back tracking of materials at TLT fabrication shop floor.

2. Benefits derived as a result of the above R & D:

- Ceiling Fans : New Market for Energy Efficient (Energy Star Rated)
- High Mast & Poles : Improvement in Order booking & Reduction in Customer Complaints.
- Transmission Line Towers : It helped in reducing the WIP at Shop Floor by 600 MT

3. Future Plan of Action:

- Fans : Extending the technology to other related areas.
- High Mast & Poles : Octagonal Pole Bending, Special type of Custom Built Decorative Mast, Signage, Latching Head Frames, etc
- Transmission Line Towers : Manufacturing of Monopoles for Transmission Lines and re-engineering at finish yard for better stores management.

4. Expenditure on R & D:

(a) Capital	: Rs. Nil
(b) Recurring	: Rs.616.00 lacs
(c) Total	: Rs.616.00 lacs
(d) Total R & D expenditure as a percentage of total turnover	: 0.27%

**III. Technology Absorption, Adaptation and Innovation**

1. Efforts, in brief, made towards technology absorption, adaptation and innovation :
  - Replacement of Galvanizing Kettle with the help of M/s.Gimeco, Italy.
  - Winch Mounting Holes in High Mast are made on Plasma Machine instead of drilling after fabrication.
2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution, etc.:

Nil.
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:
  - (a) Technology imported : Galvanizing Technology form M/s. Gimeco, Italy and Fabrication Technology from M/s.Bode, FICEP UK and YSD China.
  - (b) Year of import: 2000, 2004 & 2009
  - (c) Has technology been fully absorbed ? Yes
  - (d) If not fully absorbed, areas where this has not taken place, reasons therefor and future plans of action.

– N.A.

**IV. Foreign Exchange Earnings and Outgo**

1. Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services and export plans:
  - Exports of Galvanized Poles and High Masts worth Rs.4,63,78,137/- during the year 2009-10.
2. Total foreign exchange used and earned:

(Refer Note No.13 of Schedule 15 to the Balance Sheet as at 31st March, 2010 for details)

<b>Foreign Exchange</b>	<b>Amount</b>
Earned	Rs. 419.29 lacs
Used	Rs. 11,572.30 lacs

For and on behalf of the Board of Directors

Shekhar Bajaj  
Chairman & Managing Director

Mumbai, May 26, 2010

Persons constituting group within the definition of “group” as defined in the Monopolies and Restrictive Trade Practices Act, 1969, for the purpose of Regulation 3(1)(e)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, include the following:

Sr.No.	Name of the Person / Entity
1	Anant Bajaj
2	Deepa Bajaj
3	Geetika Bajaj
4	Kiran Bajaj
5	Kriti Bajaj
6	Kumud Bajaj
7	Madhur Bajaj
8	Minal Bajaj
9	Nimisha Bajaj
10	Niraj Bajaj
11	Niravnayan Bajaj
12	Pooja Bajaj
13	Rahul Kumar Bajaj
14	Rajivnayan Bajaj
15	Rishab Bajaj
16	Ruparani Bajaj
17	Sanjali Bajaj
18	Sanjivnayan Bajaj
19	Shefali Sanjiv Bajaj
20	Shekhar Bajaj
21	Siddhant Bajaj
22	Sunaina Kejriwal
23	Manish Kejriwal
24	Aryaman Kejriwal
25	Neelima Bajaj Swamy
26	Aditya Swamy
27	Bachhraj and Company Pvt. Ltd.
28	Bachhraj Factories Pvt. Ltd.
29	Bajaj Allianz Financial Distributors Ltd.
30	Bajaj Allianz General Insurance Company Ltd.
31	Bajaj Allianz Life Insurance Company Ltd.
32	Bajaj Auto Employees' Welfare Funds – through the Trustees Kevin D'Sa, VS Raghavan & Madhur Bajaj
33	Bajaj Auto Finance Ltd.
34	Bajaj Auto Holdings Ltd.
35	Bajaj Auto Ltd.
36	Bajaj Electricals Ltd.
37	Bajaj Financial Securities Ltd.

38	Bajaj Financial Solutions Ltd.
39	Bajaj Finserv Ltd.
40	Bajaj Holdings & Investment Ltd.
41	Bajaj International Pvt. Ltd.
42	Bajaj Sevashram Pvt. Ltd.
43	Baroda Industries Pvt. Ltd.
44	Hercules Hoists Ltd.
45	Hind Musafir Agency Ltd.
46	Jamnial Sons Pvt. Ltd.
47	Kamalnayan Investment & Trading Pvt. Ltd.
48	Madhur Securities Pvt. Ltd.
49	Mukand Engineers Ltd.
50	Mukand Ltd.
51	Niraj Holdings Pvt. Ltd.
52	Rahul Securities Pvt. Ltd.
53	Sanraj Nayan Investments Pvt. Ltd.
54	Shekhar Holdings Pvt. Ltd.
55	Shishir Holdings Pvt. Ltd.
56	The Hindustan Housing Co. Ltd.
57	Hind Lamps Ltd.
58	Bajaj Ventures Ltd .
59	Bajaj Electricals Limited Employees Welfare Funds I To IV through the Trustees Shekhar Bajaj and Anant Bajaj
60	Anant Trading Company
61	Bachhraj Trading Company
62	Bajaj Trading Company
63	Rishabh Trading Company
64	Anant Trust
65	Aryaman Trust
66	Deepa Trust
67	Geetika Trust
68	Kriti Trust
69	Minal Trust
70	Neelima Trust
71	Nimisha Trust
72	Niravnayan Trust
73	Rishabhayan Trust
74	Sanjali Trust
75	Siddhant Trust

Note: Shareholdings of HUFs are held in the names of the respective individuals in the capacity of Karta. Hence, HUFs are not separately listed hereinabove.

# REPORT ON CORPORATE GOVERNANCE

## 1. Company's Philosophy on Code of Governance

Corporate Governance is about commitment to values and ethical business conduct. It is about how an organization is managed. The Company adheres to good corporate practices and is constantly striving to better them and adopt emerging best practices. It is believed that adherence to business ethics and commitment to corporate social responsibility would help the Company achieve its goal of maximizing value for all its stakeholders.

As a part of the Bajaj Group, the Company's philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical, social responsiveness and transparent governance practices ensuring shareholders value and protecting the interest of all other stakeholders. To safeguard the interest of the investors, the Company has adopted the Share Dealing Code for Prevention of Insider Trading. The Company has also adopted the Code of Business Conduct and Ethics, which serves a guide to the senior management personnel and the Directors, on the standards of values, ethics and business principles. The adoption of such corporate practices ensures accountability of the person's in-charge of the Company on one hand and brings benefits to investors, customers, suppliers, creditors, employees and the society at large on the other.

The Company is in full compliance with all mandatory requirements of the revised guidelines on Corporate Governance stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges.

## 2. Corporate Governance Structure

The Company has three tiers of Corporate Governance structure, viz.:

- (i) Strategic Supervision – by the Board of Directors comprising the Executive and Non-Executive Directors.
- (ii) Executive Management – by the Corporate Management comprising the Executive Directors.
- (iii) Operational Management – by the Strategic Business Unit (SBU) Heads.

The three-tier corporate governance structure not only ensures greater management accountability and credibility but also facilitates increased business autonomy, performance, discipline and development of business leaders.

## 3. Roles of various constituents of Corporate Governance in the Company

### a. Board of Directors (Board):

The Directors of the Company are in a fiduciary position, empowered to oversee the management functions with a view to ensure its effectiveness and enhancement of stakeholder value. The Board reviews and approves management's strategic business plan & business objectives and monitors the Company's strategic direction.

### b. Corporate Management Team (CMT):

The main function of the Corporate Management is strategic management of the Company's businesses within Board approved direction and framework, ensuring that effective systems are in place for appropriate reporting to the Board on important matters.

### c. Chairman & Managing Director (CMD):

The CMD is the Chairman of the Board as also the Chief Executive Officer of the Company. His primary role is to provide leadership to the Board and the Corporate Management Team for realizing the approved strategic business plan and business objectives. He presides over the meetings of the Board and the Shareholders.

### d. Executive Directors (ED):

The Executive Directors, as members of the Board and the Corporate Management Team, contribute to the strategic management of the Company's businesses within Board approved direction and framework. They assume overall responsibility for strategic management of business and corporate functions including its governance processes and top management effectiveness.

### e. Non-Executive Directors (NED):

The Non-Executive Directors play a critical role in improving the Board effectiveness with their independent judgment on issues of strategy, performance, resources, standards of conduct, etc., besides providing the Board with valuable inputs.

#### 4. Board of Directors

##### Composition and Category of Directors

The Board of Directors of your Company represents an optimum mix of professionalism, knowledge and experience. As on 31<sup>st</sup> March, 2010, the total strength of the Board of Directors of the Company is ten Directors, comprising of one Executive Chairman, two Executive Directors and seven Non-Executive Directors of which six Directors are Independent. Your Company immensely benefits from the professional expertise of the Independent Directors in their individual capacity as Independent Professionals / Business Executives and through their invaluable experience in achieving corporate excellence.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

The names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them are given below:

Name	Category	Attendance		Directorships	Mandatory Committees		
		Board Meetings	Last AGM		Chairman	Member	Total
Shekhar Bajaj	Promoter Non-Independent Executive	6	Yes	8	1	-	1
H.V.Goenka	Independent Non-Executive	2	Yes	9	-	-	-
A.K.Jalan	Independent Non-Executive	6	Yes	5	-	1	1
Ajit Gulabchand	Independent Non-Executive	1	Yes	14	1	3	4
V.B.Haribhakti	Independent Non-Executive	6	Yes	8	5	5	10
Madhur Bajaj	Promoter Non-Independent Non-Executive	3	Yes	6	-	-	-
Anant Bajaj	Promoter Non-Independent Executive	6	Yes	5	-	-	-
Dr.(Mrs.)Indu Shahani	Independent Non-Executive	4	Yes	3	-	4	4
R.Ramakrishnan	Executive Non-Independent	5	Yes	4	-	1	1
Dr. R.P.Singh	Independent Non-Executive	3	Yes	5	-	-	-

Notes : (1) Private Limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956 have been excluded for the purpose of directorships.

(2) Membership & Chairmanship only in Audit Committee and Shareholders'/Investors' Grievance Committees have been considered for committee positions as per the Listing Agreement.

##### Meetings of the Board

The Company, in consultation with the Directors, prepares and circulates a tentative annual calendar for the meetings of the Board and Board Committees, in order to facilitate and assist the Directors to plan their schedules for the meetings.

The Company held 6 (six) Board Meetings during FY 2009-10 on : 15<sup>th</sup> April, 2009; 28<sup>th</sup> May, 2009; 30<sup>th</sup> July, 2009; 12<sup>th</sup> October, 2009; 29<sup>th</sup> October, 2009 and 22<sup>nd</sup> January, 2010. The maximum interval between any two meetings was well within the maximum gap of four months.

The Board is presented with all information as required under Annexure IA to Clause 49 whenever applicable and materially significant. These are circulated to the Directors well in advance of the Board Meetings, or are tabled in the course of the Board Meetings or meetings of the relevant Committees, with proper explanatory notes for all the items on the agenda for facilitating meaningful, informed and focused discussions at the meeting. At the meeting, the Chairman reviews the overall performance of the Company, which is followed by discussion on Agenda. In addition to the matters statutorily required to be placed before the Board for its approval, all other matters of significant importance are also considered by the Board.

The Board meets at least once in every quarter inter alia to review the quarterly results. Additional meetings are held, when necessary. The draft minutes of the proceedings of the meetings of the Board of Directors are circulated amongst the members of the Board. Comments, if any, received from the Directors are incorporated in the minutes, in consultation with the Chairman & Managing Director. The minutes are confirmed by the members of the Board at the next meeting. Senior management personnel are called to provide additional inputs for the items being discussed by the Board of Directors as and when necessary.

The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during the year.

## 5. Audit Committee

The Audit Committee of the Company comprises of 4 Non-Executive and Independent Directors – Shri V.B.Haribhakti, Shri A.K.Jalan, Shri Ajit Gulabchand and Dr.(Mrs.) Indu Shahani who are eminent professionals. Minutes of each Audit Committee meeting are placed before, and when considered appropriate, discussed in the meeting of the Board.

The terms of reference of the Audit Committee, include review of Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment and removal of external auditors, fixation of audit fees and approval for payment of any other services; review of periodical and annual financial statements before submission to the Board; related party transactions; risk assessment and minimization procedure; adequacy of internal control systems; performance of statutory and internal auditors and adequacy of internal audit system and structure of internal audit department; discussing with internal auditors any significant finding and follow-up on such issues; looking into the reasons for substantial default in payments to depositors, shareholders, creditors etc., and review of the appointment, removal and remuneration of Internal Auditor.

The Audit Committee met 4 (four) times during FY 2009-10 on 27<sup>th</sup> May, 2009, 30<sup>th</sup> July, 2009, 29<sup>th</sup> October 2009 and 22<sup>nd</sup> January, 2010.

The attendance record of the Audit Committee members were as under :

Name of the Director	Designation	Meetings attended
V.B.Haribhakti	Chairman	4
A.K. Jalan	Member	4
Ajit Gulabchand	Member	1
Dr.(Mrs.) Indu Shahani	Member	2

The Audit Committee Meetings are attended by the Chairman and Managing Director of the Company (the Chief Operating Officer), the Executive Vice President & Chief Financial Officer, the Sr. General Manager & Head – Internal Audit (the Chief Internal Auditor), the Internal Auditors, the Company Secretary and representative(s) of the Statutory Auditors. The Committee invites such of the executives, as it considers appropriate to be present at its meetings. The Company Secretary acts as the Convenor of the Committee.

The Chairman of the Audit Committee, Shri V.B. Haribhakti attended the Annual General Meeting held on 30<sup>th</sup> July, 2009.

## 6. Remuneration & Compensation Committee / Remuneration paid to Directors

The Remuneration & Compensation Committee comprises of 4 Non-Executive and Independent Directors – Shri V.B.Haribhakti, Shri A.K.Jalan, Shri Ajit Gulabchand and Dr.(Mrs.) Indu Shahani.



The Remuneration & Compensation Committee is vested with all the necessary powers and authority to deal with all the elements of remuneration package of the whole-time- Directors within the limits approved by the members of the Company. This includes details of fixed components and commission based on the performance of the Company. The Remuneration & Compensation Committee also administers the stock option plan of the Company.

During the year, the Committee met 4 (four) times i.e. on 30<sup>th</sup> April, 2009, 27<sup>th</sup> May, 2009, 12<sup>th</sup> October, 2009 and 28<sup>th</sup> January, 2010 to consider the revision in remuneration payable to the Executive Directors of the Company (within the shareholders' approval) and to consider the offer and grant of Stock Options to the Company's employees under ESOP Scheme-2007.

The attendance of the members was as follows :

Name of the Director	Designation	Meetings attended
V.B.Haribhakti	Chairman	4
A.K. Jalan	Member	4
Ajit Gulabchand	Member	-
Dr.(Mrs.) Indu Shahani	Member	3

#### **Remuneration Policy :**

##### **a. Non-Executive Directors :**

The Members, at the 67<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> July, 2006, approved the payment of commission to Non-Executive Directors on net profits, subject to a ceiling of 1% of the net profits of the Company, computed in the manner provided in Section 309(5) of the Companies Act, 1956 for a period of five financial years commencing from 1<sup>st</sup> April, 2006. In terms of this approval, the actual amount of commission payable to Non-Executive Directors is decided by the Board of Directors based on the attendance at Board Meetings.

The Non-Executive Directors are paid sitting fees @ Rs.20,000/-, per meeting attended of the Board, Remuneration & Compensation Committee and the Audit Committee. They are also paid commission @ Rs.40,000/- per meeting of Board of Directors attended. The service contract, notice period and severance fees are not applicable to Non-Executive Directors.

The details of remuneration paid to the Non-Executive Directors during the year by way of sitting fees for attending the meetings of the Board, Remuneration & Compensation Committee and the Audit Committee and commission are as under:

Name of the Director	Sitting Fees [FY 2009-10] Rs.	Commission [FY 2008-09] Rs.	Total Rs.
H.V.Goenka	40,000	1,20,000	1,60,000
A.K.Jalan	2,80,000	1,60,000	4,40,000
Ajit Gulabchand	40,000	80,000	1,20,000
V.B.Haribhakti	2,80,000	1,60,000	4,40,000
Madhur Bajaj	60,000	1,20,000	1,80,000
Dr.(Mrs.) Indu Shahani	1,80,000	1,20,000	3,00,000
Dr.R.P.Singh *	60,000	—	60,000

\* joined the Board on 28<sup>th</sup> May, 2009.

##### **b. Executive Directors :**

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to the Managing Director and the Executive Directors. Salary paid to Shri Shekhar Bajaj, Chairman & Managing Director, Shri Anant Bajaj, Executive Director and Shri R.Ramakrishnan, Executive Director is within the range approved by the Shareholders. The Commission paid / payable to Shri R.Ramakrishnan, Executive Director is @ 50% of his basic salary and additional allowance, whereas the

commission paid / payable to Shri Shekhar Bajaj, Chairman & Managing Director and Shri Anant Bajaj, Executive Director is calculated at the rate of 2% and 1% respectively, with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year, subject to the overall ceilings stipulated in the Companies Act, 1956.

Shri Shekhar Bajaj, has been re-appointed as the Managing Director of the Company, for a further period of 5 (five) years with effect from 1<sup>st</sup> November, 2009, by the Shareholders in the Extra-Ordinary General Meeting held on 18<sup>th</sup> November, 2009.

#### Details of remuneration to the Whole-time Directors

The commission payable to the Managing Director and Executive Directors, calculated as per the provisions of Section 198 of the Companies Act, 1956, for FY 2009-10 is as under :

<b>Name of the Director</b>	<b>Designation</b>	<b>Commission Payable</b>
Shekhar Bajaj	Chairman & Managing Director	Rs.417.05 lacs
Anant Bajaj	Executive Director	Rs.208.53 lacs
R. Ramakrishnan	Executive Director	Rs. 28.35 lacs

The aggregate value of salary and perquisites paid to the Managing Director and the Executive Directors, during FY 2009-10 is as follows:

	<b>Shri Shekhar Bajaj</b> Chairman & Managing Director	<b>Shri Anant Bajaj</b> Executive Director	<b>Shri R.Ramakrishnan</b> Executive Director
Period of appointment	01.11.2009 to 31.10.2014	01.02.2006 to 31.01.2011	26.10.2006 to 25.10.2011
Salary	Rs.46.00 lacs	Rs. 16.95 lacs	Rs. 34.20 lacs
Perquisites & allowances	Rs. 17.78 lacs	Rs. 17.21 lacs	Rs.77.28 lacs

Shri Madhur Bajaj holds 26,87,835 shares (including 4,00,000 shares are held on behalf of Bajaj Auto Ltd. Employees' Welfare Fund) in the Company. None of the other Non-Executive Directors holds any shares in the Company.

#### **7. Shareholders' / Investors' Grievance Committee**

The Company has a Shareholders' Grievance Committee comprising of Shri V.B.Haribhakti and Dr.(Mrs.) Indu Shahani, both Non-Executive and Independent Directors, for redressal of the shareholders' grievances, if any.

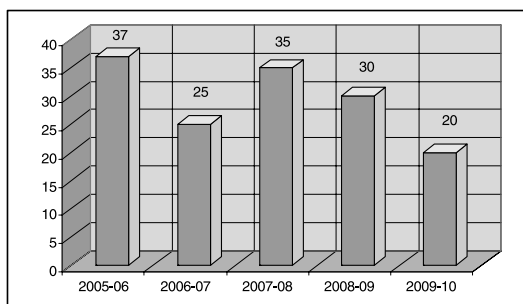
Shri Mangesh Patil, Company Secretary has been designated as Compliance Officer as per the requirement of the Listing Agreement.

During the period from 1<sup>st</sup> April, 2009 to 31<sup>st</sup> March, 2010, the Company received 20 complaints from the shareholders. As on the date of this report, there were no unresolved shareholders' complaints. The Secretarial Department endeavours to resolve the shareholders' complaints within 2/3 working days' time.

The break-up of the complaints received during the year is as under :

<b>Nature of Complaint</b>	<b>No. of Complaints</b>	<b>Complaints redressed</b>
Non-receipt of shares	8	8
Non-receipt of dividend	11	11
Others	1	1
<b>Total</b>	<b>20</b>	<b>20</b>

Given below is the trend of shares related complaints during last 5 years :



At every meeting of the Board, the Company Secretary provides to the Directors, status as to the shareholders' grievances, which is taken on record by the Board.

Since all the complaints of the shareholders were resolved at the executive level, the Committee had no occasion to consider the unresolved complaints from the shareholders during FY 2009-10.

#### 8. Committee for Allotment of Shares under ESOPs

The Committee for allotment of Shares under ESOPs has been constituted to expedite the process of allotment and issue of eligible shares to the employees of the Company under the Stock Option Plan of the Company. The ESOP Committee comprises of three Directors of the Board.

#### 9. Corporate Governance Voluntary Guidelines 2009

During the year, the Ministry of Corporate Affairs, Government of India, published the Corporate Governance Voluntary Guidelines 2009. These guidelines have been published keeping in view the objective of encouraging the use of better practices through voluntary adoption, which not only serve as a benchmark for the corporate sector but also help them in achieving the highest standards of corporate governance. These guidelines provide corporate India a framework to govern themselves voluntarily as per the highest standards of ethical and responsible conduct of business. The Ministry hopes that adoption of these guidelines will also translate into a much higher level of stakeholders' confidence that is crucial to ensuring long-term sustainability and value generation of business. The Company considerably complies with the Corporate Governance Voluntary Guidelines.

#### 10. Other Information

##### (a) Code of Business Conduct & Ethics

The Company has adopted the Bajaj Electricals Limited ("BEL") Code of Business Conduct and Ethics "Code" for the members of the Board of Directors and members of the Senior Management Team of the Company. The Code is available on the website of the Company [www.bajajelectricals.com](http://www.bajajelectricals.com). The declaration of the Chairman & Managing Director is given below:

To the Shareholders of Bajaj Electricals Limited

Sub: Compliance with Code of Business Conduct & Ethics

I hereby declare that, to the best of my knowledge and belief, all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Business Conduct & Ethics, as adopted by the Board of Directors, for the year ended 31<sup>st</sup> March, 2010.

Date: May 26, 2010  
Place: Mumbai

Shekhar Bajaj  
Chairman & Managing Director

##### (b) Steps for Prevention of Insider Trading Practice

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations 1992, a Share Dealing Code for prevention of insider trading is in place. The objective of the Code is to prevent purchase and/or sale of shares of the Company by an Insider on the basis of unpublished price sensitive information. Under this Code, Designated Persons (Directors, Officers and other concerned employees/persons) are prevented from dealing in the

Company's shares during the closure of Trading Window. To deal in securities beyond specified limit, permission of Compliance Officer is also required. All the Designated Employees are also required to disclose related information periodically as defined in the Code.

(c) **Risk Management Framework**

The Company has in place mechanisms to inform Board Members about the risk assessment and minimization procedures and periodical review to ensure that executive management controls risk through means of a properly defined framework.

A detailed note on risk management is given in the Financial Review section of Management Discussion and Analysis appearing elsewhere in the Annual Report.

**11. Details of General Body Meetings**

General Meeting	Financial Year	Day, Date & Time of Meeting	No. of Special Resolutions passed	Place of Meeting
68 <sup>th</sup> AGM	2006-07	Thursday, 26 <sup>th</sup> July, 2007 at 11.30 A.M.	5	Kamalnayan Bajaj Hall Bajaj Bhavan Jamnalal Bajaj Marg Nariman Point Mumbai 400 021
69 <sup>th</sup> AGM	2007-08	Thursday, 24 <sup>th</sup> July, 2008 at 11.30 A.M.	2	
70 <sup>th</sup> AGM	2008-09	Thursday, 30 <sup>th</sup> July, 2009 at 11.30 A.M.	-	
EGM	2009-10	Wednesday 18 <sup>th</sup> November, 2009 11.00 A.M.	2	

**Special Resolutions passed in above general meetings :**

At the AGM held on 26<sup>th</sup> July, 2007, special resolutions were passed for (i) Reclassification of Authorised Capital & thereby amendment in Clause-5 and Article 8(i) of the Memorandum and Articles of Association of the Company, (ii) Appointment of Shri R. Ramakrishnan as Executive Director in whole-time employment of the Company, (iii) Revision in Remuneration payable to Shri Shekhar Bajaj, Chairman & Managing Director, Shri Anant Bajaj, Executive Director and Shri R. Ramakrishnan, Executive Director of the Company, (iv) Issue of Bonus Shares, and (v) Offer/Grant of Employee Stock Options to the eligible employees of the Company.

**Postal Ballot**

The Company has passed 2 special resolutions viz. to increase in borrowing limits U/s.293 (1)(d) of the Companies Act, 1956 and to mortgage or create charge by the Company any of its moveable or immoveable properties/assets for the purpose of securing loans U/s.293 (1)(a) of the Companies Act, 1956.

**Voting Pattern in Postal Ballot**

Sr.	Particulars	Report	
1.	Total number of Postal Ballot forms posted	11,071	
2.	Total number of Postal Ballot forms received	468	
3.	Total number of Postal Ballot forms invalid	10	
4.	Total number of Postal Ballot forms valid	458	
		Total No. of Votes in Shares	% of Votes to Total No. of Shares
	Total number of votes polled with ASSENT for Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956	80,39,938	99.99

	Total number of votes polled with DISSENT for Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956	70	0.01
	Total number of votes polled with ASSENT for Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956	80,39,408	99.99
	Total number of votes polled with DISSENT for Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956	450	0.01

At the EGM held on 18<sup>th</sup> November, 2009, special resolutions were passed for (i) Issue of Equity Shares through Qualified Institutional Placements; and (ii) Re-appointment of Managing Director of the Company.

#### Postal Ballot

The Company has passed a special resolution U/s.94 of the Companies Act, 1956 to sub-divide the Company's equity shares of Rs.10/- each into shares of Rs.2/- each commonly known as "Stock Split" and consequential alterations in the existing Clause 5 being Capital Clause of the Memorandum of Association and Article 8(i) of the Articles of Association of the Company.

#### Voting Pattern in Postal Ballot

Sr.	Particulars	Report	
1.	Total number of Postal Ballot forms posted	10,548	
2.	Total number of Postal Ballot forms received	484	
3.	Total number of Postal Ballot forms invalid	1	
4.	Total number of Postal Ballot forms valid	483	
		Total No. of Votes in Shares	% of Votes to Total No. of Shares
	Total number of votes polled with ASSENT for Special Resolution under Section 94 of the Companies Act, 1956	1,26,95,989	99.99
	Total number of votes polled with DISSENT for Special Resolution under Section 94 of the Companies Act, 1956	477	0.01

## 12. Disclosures

### a. Materially significant related party transactions

The Company has entered into the following contracts in which the Directors are interested as members/directors and/or through their relatives:

- (i) The Company has entered into Agreement with Bajaj International Pvt. Ltd. (BIPL) for sale of fans directly to BIPL on "principal to principal" basis upto a value of Rs.100 crores per annum for export purpose only. The Agreement is valid for a period of three years from 1<sup>st</sup> May, 2007. During the year under review, the Company has sold fans worth Rs.Nil. Approval from Central Government under section 297 of the Companies Act, 1956 has been obtained in respect of this agreement.
- (ii) The Company has entered into Agreement with Bajaj International Pvt. Ltd. (BIPL) for sale of Highmasts, Poles, Towers, Lamps & Tubes and allied Products directly to BIPL on "principal to principal" basis upto a value of Rs.300 crores per annum for export purpose only. The Agreement is valid for a period of three years from 1<sup>st</sup> May, 2008. During the year under review, the Company has sold the said products worth Rs.96.69 lacs. Approval from Central Government under section 297 of the Companies Act, 1956 has been obtained in respect of this agreement.
- (iii) The Company has entered into an arrangement with Bajaj International Pvt. Ltd. (BIPL) for availing from them, import related services like information on products, intelligence on suppliers, negotiations with suppliers, arrangement with shipping companies, customs clearance, etc. upto a value of Rs.1.0 crore per annum for a period of 3 years with effect from 1<sup>st</sup> April, 2008. For rendering such services, BIPL is entitled

to a commission @ 0.75% on the CIF value of goods imported. During the year under review, BIPL is entitled to a commission of Rs.84.05 lacs for providing import related services. Approval from Central Government under section 297 of the Companies Act, 1956 has been obtained in respect of this arrangement.

- (iv) The Company has entered into an agreement with Bajaj International Pvt. Ltd. (BIPL) to allow them to purchase from third parties, goods under Trade Marks owned by the Company only for the purpose of export. BIPL is required to pay a royalty @ 0.75% on FOB value on such export for a period of 3 years with effect from 1<sup>st</sup> April, 2007. During the year under review, the Company has received the royalty of Rs.4.23 lacs from BIPL. The Company has been advised that no approval of the Government is required for such an agreement.
- (v) The Company has entered into an agreement with Bajaj International Pvt. Ltd. (BIPL) authorizing them to use the Trade Marks owned by the Company in relation to the sale or export of products, other than the products range of the Company, against the payment of royalty @ 0.25% on MRP, in case of local sales and on FOB value, in case of export, which agreement is valid till 31<sup>st</sup> October, 2012. During the year under review, the Company has received the royalty of Rs.4.43 lacs from BIPL. The Company has been advised that no approval of the Government is required for such an agreement.
- (vi) The Company has entered into an agreement with Mrs. Kiran Bajaj for the use of a flat on a leave and licence basis owned by her and bearing No.201, on 20<sup>th</sup> floor, at Maker Tower "A", Cuffe Parade, Mumbai 400 005, which agreement is valid till 31<sup>st</sup> October, 2012. The said flat has been allotted to Shri Shekhar Bajaj for his residence. The licence fee payable for the use of the said flat was Rs.60,000/- per month till July, 2009 and Rs.75,000/- per month from August, 2009. The Company has placed with Mrs. Kiran Bajaj an interest free deposit of Rs.4.00 crore as a security for due performance of the terms of the agreement. The Company has been advised that no approval from the Government is required for this transaction.
- (vii) The Company has entered into an agreement with Mrs. Swarnalatha Ramakrishnan for use of a flat on a leave and licence basis owned by her and bearing No.A-44, Kalpataru Residency, Plot No.107(E), Kamani Marg, Sion (East), Mumbai 400 022. The said flat has been allotted to Shri R.Ramakrishnan for his residence. The licence fee payable for the use of the said flat is Rs.50,000/- per month. The Company has placed with Mrs. Swarnalatha Ramakrishnan an interest free deposit of Rs.1.10 crore as a security for due performance of the terms of the agreement. The Company has been advised that no approval from the Government is required for this transaction.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion, nor do they vote on such matters.

Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed elsewhere in this Annual Report and they are not in conflict with the interest of the Company at large.

**b. Instances of non-compliance**

There were no instances of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

**c. Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee**

The Company has not adopted the Whistle Blower Policy, being a non-mandatory requirement.

**d. Details of compliance with mandatory requirements and adoption of non-mandatory requirements**

The Company is complying with all the mandatory requirements of Clause 49 of the Listing Agreement relating to the Corporate Governance. However, the Company has not adopted any non-mandatory requirements of the Clause.

### **13. Means of Communication**

Effective communication of information is an essential component of corporate governance. It also helps in promoting management-shareholder relations.

- (i) The quarterly and half yearly results, published in the proforma prescribed under the Listing Agreement, are approved and taken on record by the Board of Directors of the Company within one month (within 45 days w.e.f. April 1, 2010) of the close of the relevant quarter. The approved results are forthwith sent to the Stock Exchanges where the Company's shares are listed. The results are also published within 48 hours in one English language and one Marathi language newspapers having wide circulation.
- (ii) The results are displayed on the Company's website, [www.bajajelectricals.com](http://www.bajajelectricals.com)
- (iii) The Company publishes the audited annual financial results within the stipulated period of three months (within 60 days w.e.f. April 1, 2010) from the close of the financial year as required by the Listing Agreement and hence, the un-audited results for the last quarter of the financial year are not published.
- (iv) The annual financial results are also communicated to the Stock Exchanges where the Company's shares are listed, published in the newspapers and displayed on the Company's website.
- (v) Management Discussion & Analysis Report is a part of the Annual Report.

#### 14. General Shareholder Information

##### (a) Seventy first Annual General Meeting:

Day, Date and Time	: Wednesday, the 28 <sup>th</sup> day of July, 2010 at 11.30 A.M.
Venue	: Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021
Last Date for receipt of Proxy forms	: Monday, the 26 <sup>th</sup> day of July, 2010 (before 11.30 A.M. at the Registered Office of the Company)
Book Closure Dates	: 21 <sup>st</sup> day of July, 2010 to 28 <sup>th</sup> day of July, 2010 (both days inclusive).

##### (b) Financial Calendar : Financial Year – 1<sup>st</sup> April to 31<sup>st</sup> March

The Board Meetings for approval of Quarterly Financial Results during the year ended 31<sup>st</sup> March, 2010 were held on the following dates :

First Quarter Results	: 30 <sup>th</sup> July, 2009
Second Quarter and Half Yearly Results	: 29 <sup>th</sup> October, 2009
Third Quarter Results	: 22 <sup>nd</sup> January, 2010
Fourth Quarter and Annual Results	: 26 <sup>th</sup> May, 2010

The tentative dates of Board Meetings for consideration of financial results for the year ended 31<sup>st</sup> March, 2011 are as follows :

First Quarter Results	: 28 <sup>th</sup> July, 2010
Second Quarter and Half Yearly Results	: 27 <sup>th</sup> October, 2010
Third Quarter Results	: 10 <sup>th</sup> February, 2011
Fourth Quarter and Annual Results	: 25 <sup>th</sup> May, 2011

##### (c) Dividend Payment Date : Within 30 days from 28<sup>th</sup> July, 2010

##### (d) Listing Details of Equity Shares :

Name of Stock Exchange	: Stock Code
Bombay Stock Exchange Ltd	: 500031
National Stock Exchange of India Ltd	: BAJAJELEC
Delhi Stock Exchange Ltd.	: 02031

The listing fee for FY 2010-11 has been paid to all the stock exchanges. The ISIN Number allotted to the Company's equity shares of face value of Rs.2/- each under the depository system is INE193E01025.

##### (e) Market Information :

The monthly high and low prices and volumes of the Company's shares at the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended 31<sup>st</sup> March, 2010 are as under :

**Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. :**

Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
Apr-09	242.85	146.00	407384	244.85	143.50	336736
May-09	423.05	217.10	152644	422.85	213.15	154178
Jun-09	450.00	382.70	327918	448.60	377.05	224023
Jul-09	585.05	350.00	319409	525.00	365.00	392364
Aug-09	599.00	458.95	173612	650.00	471.20	267641
Sep-09	692.50	570.00	203642	677.00	591.00	108619
Oct-09	835.90	591.10	265247	840.00	582.60	394264
Nov-09	825.00	732.00	162743	899.00	727.00	106035
Dec-09	865.00	758.00	157303	866.00	750.05	289800
Jan-10	934.95	819.05	205938	948.90	820.00	411677
Feb-10	201.70	168.10	4736448	200.70	165.00	2967338
Mar-10	240.00	185.25	9773431	239.60	185.10	5024238

(Source: BSE and NSE Websites)

- Notes :**
- High and low are in rupees per traded share. Volume is the total monthly volume of trade (in numbers) in the Company's shares on the respective Stock Exchange.
  - Equity Shares of Rs.10 each have been sub-divided into Equity Shares of Rs.2 each on 29<sup>th</sup> January, 2010 (Record Date).

**Delhi Stock Exchange Ltd:**

Shares have not been traded at this Stock Exchange during FY 2009-10.

(f) **Share Transfer System :**

The Board has delegated the requisite power to the Chairman & Managing Director and failing him to any one of the Executive Directors to attend to share transfer, transmission and related matters. The shares for transfer received in physical form are transferred expeditiously, provided the documents are complete in all respects and the shares under transfer are not under any dispute. The share certificates duly endorsed are returned immediately to the shareholders who prefer to retain the shares in physical form. Confirmation in respect of the requests for dematerialisation of shares is sent to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) expeditiously.

(g) **Shareholding Pattern and Distribution of Shareholding as on 31<sup>st</sup> March, 2010:**

(a) Shareholding Pattern :

Particulars	Equity Shares	
	No. of Shares	Percent
Promoters	6,40,92,775	65.71
Financial Institutions, Banks, etc.	1,96,24,438	20.12
Others	1,38,27,282	14.17
<b>Total</b>	<b>9,75,44,495</b>	<b>100.00</b>

(b) Distribution of Shareholding:

Slab	No.of Folios	%	No.of Shares	% to Capital
1 – 500	10,119	75.63	14,43,302	1.48
501 – 1000	1,384	10.34	11,11,564	1.14
1001 – 2000	862	6.44	13,19,083	1.35
2001 – 3000	371	2.77	9,68,164	0.99
3001 – 4000	101	0.76	3,63,397	0.37
4001 – 5000	108	0.81	5,11,932	0.53
5001 – 10000	185	1.38	13,29,338	1.36
10001 & above	250	1.87	9,04,97,715	92.78
<b>Total</b>	<b>13,380</b>	<b>100.00</b>	<b>9,75,44,495</b>	<b>100.00</b>



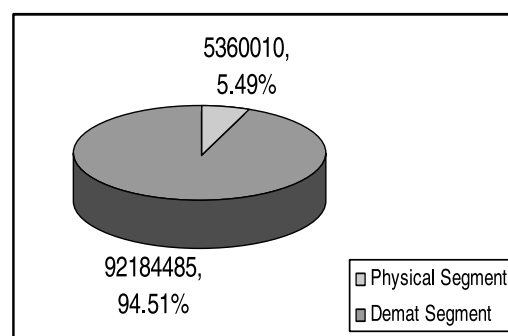
(h) **Dematerialisation of Shares and liquidity:**

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on 31<sup>st</sup> March, 2010, 9,21,84,485 Equity Shares of the Company, forming 94.51% of the Share Capital of the Company were held in dematerialized form and the rest in physical form.

**Bifurcation of shares held in physical and demat form as on 31<sup>st</sup> March, 2010.**

Particulars	No.of shares	%
<b>Physical segment</b>		
Promoters	18,62,400	1.91
Others	34,97,610	3.58
	53,60,010	5.49
<b>Demat Segment</b>		
NSDL	9,02,19,262	92.50
CDSL	19,65,223	2.01
	9,21,84,485	94.51
<b>Total</b>	<b>9,75,44,495</b>	<b>100.00</b>



(i) **Address for Correspondence :**

All Shareholders' Correspondence should be forwarded to Link Intime India Private Limited, the Registrar & Share Transfer Agents of the Company or to the Legal & Secretarial Department at the Registered Office of the Company at the following addresses:

Link Intime India Private Limited C-13, Pannalal Silk Mills Compound L B S Marg, Bhandup (West) Mumbai - 400 078 Tel.: No.: 022-25946970 Fax No.: 022-25946969 E-mail: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website: <a href="http://www.linkintime.com">www.linkintime.com</a>	Legal & Secretarial Department Bajaj Electricals Limited 45/47, Veer Nariman Road, Mumbai - 400 001 Tel.No.: 022-22043841, 22045046 Fax No.: 022-22851279 E-mail: <a href="mailto:legal@bajajelectricals.com">legal@bajajelectricals.com</a> Website: <a href="http://www.bajajelectricals.com">www.bajajelectricals.com</a>
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(j) **Company's Recommendations to the Shareholders/Investors**

The following are the Company's recommendations to shareholders / investors to mitigate / avoid risks while dealing with securities and related matters :

• **Demat your Shares**

Shareholders / Investors are requested to convert their physical holding to demat/electronic form through any of the Depository Participants (DPs) to avoid the hassles involved in the physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in securities. Holding securities in demat form helps investors to get immediate transfer of securities. No stamp duty is payable on transfer of shares held in demat form and risks associated with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.

• **Register your National Electronic Clearing Service (NECS) / Electronic Clearing Service(ECS) Mandate**

Shareholders / Investors should provide an NECS / ECS mandate to the Company in case of shares held in physical form and ensure that the correct and updated particulars of their bank account are available with the Depository Participant (DP) in case of shares held in demat form. This would facilitate in receiving direct credits of dividends, refunds etc., from companies and avoiding postal delays and loss in transit.

• **Encash your Dividends on time**

Please encash your dividends promptly to avoid hassles of revalidation/losing your right of claim owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund.

- **Update your Address**  
To receive all communications promptly, please update your address registered with the Company.
- **Consolidate your Multiple Folios**  
Members are requested to consolidate their shareholdings held under multiple folios to save them from the burden of receiving multiple communications. This would facilitate one-stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.
- **Register Nominations**  
To help your legal heirs / successors get the shares transmitted in their favour without any hassles, please register your nomination, in case of physical shares, with the Company and in case of dematerialised shares with your DP. Shareholder(s) desirous of availing this facility, may submit nomination in Form 2B which is available on the Company's website or can obtain it from Link Intime India Private Limited at the address mentioned above.  
Member(s) holding shares in Dematerialised form are requested to register their nominations directly with their respective DPs.
- **Monitor holdings regularly to prevent frauds**  
There are chances of fraudulent transactions taking place in relation to dormant folios, where the shareholder has either expired or has changed his residence. Hence we request you to exercise due diligence and notify us of any change in address or demise of any shareholder as soon as possible. Do not leave your demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- **Keep Security Details Confidential**  
Do not disclose your Folio No./DP. Id./Client Id. to an unknown person. Do not hand over signed blank transfer deeds/delivery instruction slips to any unknown person.
- **Dealing of Securities with Registered Intermediaries**  
Investor must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note/confirmation memo from the broker/sub-broker, within 24 hours of execution of the trade and it should be ensured that the contract note/confirmation memo contains order no., trade no., trade time, quantity, price and brokerage.
- **Register for SMS alert facility**  
Investors should register their mobile numbers with DPs for SMS alert facility. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) proactively inform investor of transaction in the demat account by sending SMS. Investors will be informed about debits and credits to their demat account without having to call-up their DPs and investors need not wait for receiving Transaction Statements from DPs to know about the debits and credits.
- **Exercise caution**  
There is likelihood of fraudulent transfers in case of folios with no movement or where the shareholder has either expired or is not residing at the address registered with the Company. Company / DP should be updated on any change of address or contact details. Similarly information of death of shareholders should also be communicated.
- **Despatch of Documents**  
Correspondence containing certificates of securities and high value dividend/interest warrants should be sent by registered post/courier or lodged with the Company's Legal & Secretarial Department by hand delivery.

(k) **Status of Unclaimed/Unpaid Dividends:**

	Dividend upto FY 1994-95	Dividend for FY 1995-96 to 2002-03*	Dividend for FY 2003-04 and thereafter
Transfer of unpaid dividend	Transferred to General Revenue Account of the Central Government	Transferred to Central Government's Investor Education and Protection Fund (IEPF)	Will be transferred to IEPF on due date(s)
Claims for unpaid dividend	Can be claimed from ROC, Maharashtra**	Cannot be claimed	Can be claimed from the Company within the time limits provided in Chart given below.

\* No dividend was declared for the financial years 2001-02 & 2002-03.

\*\* Shareholders who have not encashed dividend warrant(s) relating to one or more of the financial year(s) upto and including 1994-95, are requested to claim such dividend from the Registrar of Companies, Maharashtra, 100, Everest, Marine Lines, Mumbai 400 002.

**Dividend Rate & Due Dates for transferring Unclaimed Dividend to the Investor Education and Protection Fund**

Financial Year	Dividend Type	Dividend rate/ share (Rs.)	Date of Declaration	Due date of transfer to IEPF
2003-04	Final	1.0	29.07.2004	28.08.2011
2004-05	Final	3.0	28.07.2005	27.08.2012
2005-06	Final	6.0	27.07.2006	26.08.2013
2006-07	Interim	8.0	12.03.2007	11.04.2014
2007-08	Final	8.0	24.07.2008	23.08.2015
2008-09	Final	10.0	30.07.2009	29.08.2016

**Unclaimed Dividend amount as on 31st March, 2010**

Financial Year	No. of warrants issued	No. of warrants unclaimed	% Unclaimed	Amount of Dividend (Rs.)	Dividend Unclaimed (Rs.)	% Unclaimed
2003-04	5,624	440	7.82	86,42,880	60,884	0.70
2004-05	4,617	375	8.12	2,59,28,640	1,81,698	0.70
2005-06	4,599	390	8.48	5,18,57,280	4,23,018	0.82
2006-07	4,802	442	9.20	6,91,43,040	6,23,048	0.90
2007-08	10,911	551	5.05	13,82,86,080	11,46,312	0.83
2008-09	11,008	530	4.81	17,28,57,600	12,11,640	0.70

(l) **Factories Location:**

<b>Chakan Unit:</b>	<b>Ranjangaon Unit:</b>	<b>Wind Farm:</b>
Village Mahalunge, Chakan, Chakan Talegaon Road, Tal: Khed, Dist: Pune, Maharashtra - 410 501.	MIDC – Ranjangaon, Village : Dhoksanghavi, Tal: Shirur, Dist: Pune, Maharashtra – 412 210.	Village Vankusawade, Tal: Patan, Dist: Satara, Maharashtra – 415 206.

To,

The Members of  
BAJAJ ELECTRICALS LTD.

**CERTIFICATE BY THE AUDITORS  
ON CORPORATE GOVERNANCE**

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Stock Exchanges of India, for the financial year ended March 31, 2010.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such a review and to the best of our information and according to the explanations given to us, in our opinion, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the said Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Dalal & Shah  
Firm Registration Number: 102021W  
Chartered Accountants

Anish Amin  
Partner

Membership Number: 40451

Mumbai, May 26, 2010

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**CEO / CFO CERTIFICATION**

The Board of Directors,  
Bajaj Electricals Limited  
Mumbai.

**Re : FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2009-10  
CERTIFICATION BY CEO AND CFO**

We, Shekhar Bajaj, Chairman & Managing Director and Pravin P. Jathar, Executive Vice President & CFO of Bajaj Electricals Limited, on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31<sup>st</sup> March, 2010 and to the best of our knowledge and belief, hereby certify that :

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year ended 31<sup>st</sup> March, 2010, which is fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, those deficiencies, of which we are aware, in the design or operation of internal controls and that we have taken necessary steps to rectify the deficiencies or propose to take appropriate steps to rectify these deficiencies.
5. We further certify that / have indicated to the auditors and the Audit Committee that:-
  - a. there have been no significant changes in internal control during the year;
  - b. there have been no significant changes in accounting policies during the year / the changes in accounting policies during the year have been disclosed in the notes to the financial statements; and
  - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system

Mumbai, May 26, 2010

Shekhar Bajaj  
Chairman & Managing Director

Pravin Jathar  
Executive Vice President & CFO

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis presented in this Annual Report focuses on reviewing the performance of the Company in the past year and the current year theme "Transform 2010", a Company-wide initiative to move ahead in various areas of operations. A good beginning has been achieved with the successful implementation of ORACLE ERP. Now, the agenda is to leverage the capability of the ERP and improve the operating performance across the organization. Various initiatives have been discussed in the planning meets of each of the Strategic Business Unit, Support functions and Corporate functions like Branch Sales Support, Customer Care, CSD, etc.

### Overall Review

Bajaj Electricals Limited is a 72-year-old diversified Company, with interests in Lighting, Luminaires, Appliances, Fans, and Engineering & Projects. In the financial year 2009-10, overall profitability of the Company has improved mainly due to the better sales performance of all the BU's excluding Luminaires BU. An improved product mix, value engineering and the ability to pass on a part of the steep increase in input costs to customers, favourable forex movement and reduction in interest costs are also amongst the major reasons for the better performance of the Company.

The gross turnover of the Company has increased to Rs.2252.27 crore as against Rs.1794.13 crore last year, registering a growth of 25.5%. The industry continued to witness intense fluctuations in raw material costs, high levels of competition and consequent pressures on margins.

The Company, in order to negate the impact of the intense competition and to be on the path of growth, continued its focus on enhancing revenue growth through introduction of new products, expansion of the dealer and retailer network along with good brand building efforts in addition to the various other actions for effective cost control, value engineering, competitive sourcing and improving credit discipline. The market also witnessed a slowing down in construction activity and lower spends on Infrastructure / Industrial Investments.

However, India continues to be on a growth trajectory and the Company has positioned itself to reap the benefits of future investments in demand conditions and infrastructure expansion.

### Business Review

#### Engineering & Projects Business Unit (E&P BU)

E&P BU has doubled its turnover in the last 2 years and achieved a record turnover of Rs.755 crore with a growth of 39% and a CAGR of 40% in the year under review. The order book of the BU as on 1<sup>st</sup> April, 2010 stood at around Rs.750 crore.

The TLT Division has clocked a turnover of Rs.280 crore with 62% growth, whereas Special Projects Division has clocked a turnover of Rs.265 crore with 64% growth.

Despite increasing levels of competition due to the entry of many new players in the Highmast and Street Lighting domain, we have been able to sell nearly 4,450 Highmasts and over 35,000 poles of different varieties during the year.

The Ranjangaon Unit has achieved the highest tonnage of over 35,000 MT which includes over 25,000 MT of Transmission Line Towers. This Unit was commissioned in April, 2001 and since then has made a steady progress to achieve near 90% capacity utilization.

The noteworthy achievements for the E&P BU for the year gone by are :

- (i) the design, development, supply, installation and commission of tallest flag post of 63 m height in Kaithal, Kurukshetra District of Haryana, hoisting largest flag of 14 x 22 m which has already entered the LIMCA Book of records 2010-11;
- (ii) the illumination of the Bandra Worli Sea Link bridge, which has become a new land mark of the city of Mumbai;
- (iii) the order for the execution of Flood Lighting of Wankhede Stadium, Mumbai to host the World Cup Cricket finals 2011.

Our thrust and diversification into the Rural Electrification business is also giving good results and currently we have seven projects under execution through National Electric Supply Company Limited (NESCL), National Hydro Power Corporation (NHPC) and Madhya Pradesh Poorva Kshetra Vidyut Vitran Company Limited (MPPKVVCL), Jabalpur. Once completed, Bajaj Electricals would be associated with providing electricity connections of over 8 lakh BPL households in the country.

Our Transmission Line Division is executing EPC orders for important customers like Power Grid Corporation of India Ltd. (PGCIL), Damodar Valley Corporation (DVC), Gujarat Electricity Transmission Company Limited (GETCO), Andhra Pradesh Transmission Corporation (APTransco), Tamilnadu Electricity Board (TNEB), Power Koldam Transmission Company Limited (PKTCL), Maharashtra State Electricity Transmission Company Ltd.(MSETCL), etc.

The E & P BU is working on various system improvement exercises to take on the increased competition, bring down the working capital requirements and also prepare for higher volume business which is expected from the infrastructure boom in the country.

### **Appliances BU**

Appliances BU offers a wide range of Domestic Appliances including Water Heaters, Mixers, Food Processors, Microwave Ovens, Air Coolers, Steam and Dry Irons, Electric Kettles, Water Filters, Toasters, Rice Cookers, Oven-Toaster-Grillers, Microwave Ovens, Juicer-Mixer-Grinders, Hair Dryers, Chimneys, Gas Stoves, Hobs, Room Heaters, Home UPS etc.

The Appliances BU continues to be on the path of aggressive growth and has achieved a turnover of Rs.505 crore with a growth of 25% and CAGR of 26% to remain a dominant No.1 player in Small Appliances Industry, nearly double the size of its closest competitor.

This BU has sold nearly 5.2 million pieces in FY 2009-10, which means nearly one piece is sold in every 4 seconds (considering 12 hours a day), with 24 lacs Irons, 3.2 lacs Water Heaters, thus regaining the No. 1 position in water heaters.

This BU has also entered the Modern Retail Format and Corporate Sales in a big way with a dedicated team focused on this business.

Morphy Richards (MR) has achieved sales of Rs.73 crore inspite of intense competition from international premium brands. MR brand has emerged as a fastest growing and leading brand in the premium segment of "Small Domestic Appliances" industry with a growth of 33% and CAGR of 26%. It has a strong presence in modern retail formats, CSD and in premium trade outlets.

### **Fans BU**

The Fans BU has an attractive range of ceiling, table, pedestal, wall mounted, exhaust and fresh air fans, in various sizes and colours, manufactured in plants having ISO 9001 / 9002 quality certifications.

The BU has done exceedingly well by achieving a turnover of around Rs.379 crore with a growth of 28% and a CAGR of 24% - with a market share of around 16%. The BU has many successes to its credit in terms of introduction of new models, gains in market and shop shares in key counters, improved rural penetration, etc. Today, the most talked about CRM initiative in the Fan industry is the highly appreciated Bajaj Fans Privilege Club and the Bajaj Fans Star Club programs with nearly 400 dealers qualifying as members to these prestigious Clubs.

Bajaj Fans introduced Star Rated decorative Fans, New Models under the kids fan category with Bajaj-Disney Brand, besides introducing many new models. The year gone by also saw the introduction of many new models of Air-circulators and a wide range of industrial exhaust fans, Cooler-kits, Pumps & motors.

Bajaj fans are sold in almost 50,000 outlets across the country - of which around 18% are in rural areas and small towns with below 50,000 population. With an aggressive marketing and promotional strategy the BU is poised to take advantage of its unique position in the industry in the coming years too.

Chakan Unit of the Company has produced over 3,50,000 fans for the BU and has done innovative work on new product development, value engineering initiatives, quality improvement efforts, etc. during the year.

### **Luminaires BU**

The Luminaires BU markets a comprehensive range of luminaires (light fittings) covering, commercial, industrial, flood lighting, street lighting, post-top lighting luminaires besides special luminaires for flame proof and increased safety applications. This BU is certified for ISO 9001 while the various products are manufactured in plants conforming to ISO 9002 requirements. The luminaires are offered to suit a wide variety of light sources ranging from CFL, FTL to HID lamps of various types and ratings. The BU has a Lighting Development Centre and LDMS to carry out scientific illumination layouts for various applications and a well-equipped laboratory approved by the Department of Science & Technology. At present, this BU is developing a new generation of energy saving luminaires with LEDs.

The Luminaires BU has achieved a turnover of Rs.275 crore with a CAGR of 9%. The entire Luminaires industry in India went through a de-growth, primarily due to the slow down in key sectors like IT, Retail, Construction and Manufacturing. Also, the parliamentary elections in the beginning of 2009 -10 and the assembly elections resulted in postponement of major buying decision by the governmental undertakings.

The BU has signed an agreement with Ruud Lighting Inc. of USA for distributing their LED range of products in SAARC countries and also acquired rights to manufacture the Ruud Lighting ( BETA LED ) range of products in India. This will be an important part of our strategy for LED products.

The BU has identified “Green Building Technologies Solutions” as one of its major initiatives to promote new products such as LED, Induction Lamps, Trilux, IBMS, etc. It has conducted panel discussions in mega cities like Delhi, Mumbai & Hyderabad and got an encouraging response to its Green Buildings initiatives.

Photolux application design software has been developed by the BU for lighting professionals. It empowers them to make illumination designs accurately and with a speed. The BU continues to promote the premium end Trilux Luminaires. Trilux business was very successful last year with major orders from Delhi PWD for street lighting for the Common Wealth games, Volkswagen factory, TCS Chennai, etc.

In keeping with Company’s commitment to protect the environment, the BU has assisted its major vendors in obtaining ISO 14001 certification.

As a part of the strategic diversification in product lines, the BU has entered into a new business line i.e. IIBMS (Integrated Intelligent Building Management Systems). This covers HVAC Controls, Fire Alarms, Access and Security controls, managed by a BMS. The BU has tied up with two major partners i.e Securiton of Switzerland and Delta Controls of Canada to offer cutting edge BACNET Technology to its institutional customers. This venture will provide a competitive edge to the Company and the Company will now be looked upon by customers for end-to-end solutions in total energy management, lighting and controls of Buildings and facilities.

## Lighting BU

The Lighting BU markets a wide range of Light Sources and Domestic Luminaires. The Light Sources include General Lighting Service (GLS) lamps, Fluorescent Tube Lights (FTL), Compact Fluorescent Lamps (CFL), special purpose lamps, etc. Keeping in line with the objective of the company to lay special emphasis on the Green, Environment – friendly technologies and products, the BU is planning a major foray in LED based products. The entry into LED portable lights is a step in that direction. A strong distribution network exists for marketing these products both in urban and rural areas.

The manufacturing of GLS and FTL lamps is undertaken at Hind lamps, an associate company of BEL, located in U.P. The equity investment in Starlite Lighting, a CFL manufacturer has added to the CFL marketing strength. The Starlite plant makes world class products on one of its kind Swiss ‘Falma’ machines. The roll out of the T3 CFLs is also underway on the world’s fastest GE chain which has been recently installed.

The Lighting BU has done well despite intense competition and rapidly changing market dynamics. It has achieved a turnover of Rs.261 crore with a growth of 26% and a CAGR of 21%. The CFL segment continues to register a strong growth due to greater adoption of energy saving lamps by individuals and the Government bodies. The CFL sales, as a product segment, have touched Rs.150 crore mark in 2009-10. The BU has bagged prestigious orders from both Government undertakings and private bodies in 2009-10 in the CFL category.

The BU has continued to improve its retail presence by expanding its network and reaching to over 3,00,000 outlets. The Super Distributor strategy to increase the reach in Tier III & Tier IV towns has paid good dividends and the pan-India roll-over is in progress.

The BU’s dealer-customer relationship management program “JOSH” is being carried forward to ensure a very strong and healthy relationship with its top channel partners. The Lighting BU with its improved distribution network, wide product range, and efficient sourcing strategies is poised for improved growth in the future.

## Financial Performance

Rs. Crore

	2009-10	2008-09
Gross Sales Turnover and Other Income	2252.27	1794.13
PBDIT	246.27	185.54
Cash Profit	214.82	148.57
Net Profit	117.10	89.13
Net Profit excluding exceptional items	130.28	89.34

## Financial Review

The Company delivered superior financial performance with improvements across key parameters and has become a company with solid fundamentals. The Company raised capital of Rs.160.79 crore through the QIP route in the third quarter of the financial year under reporting. The Company went from being over leveraged 5 years back, to a low debt to equity ratio of around 0.31 in the year under reporting.

The gross turnover and other income achieved for the year ended 31<sup>st</sup> March, 2010 was Rs.2252.27 crore, a growth of 25.53 % over the previous year.

PBDIT (excluding exceptional items) increased by 32.73 % from Rs. 185.54 crore to Rs. 246.27 crore.

The net profit after tax at Rs.117.10 crore was 5.20 % as compared to 4.97 % in the previous year.

Interest cost was lower by 14.93 % at Rs.31.45 crore on account repayment of debts out of QIP proceeds and interest rate reduction.

Profit after tax, including exceptional item, was Rs.117.10 crore as against Rs.89.13 crore for the previous year, an increase of 31.38 %. Profit after tax, excluding impact of exceptional item was Rs. 130.28 crore, representing an increase of 45.82 %.

Earning Per Share (EPS) for the year was Rs.13.01.

The Company expects to retain its focus on Profitable Growth in the year 2010-11 also.

## Transform 2010

Last year, Team Bajaj had embarked on a journey called 'CHALLENGE 2009', a major step towards achieving a target turnover of Rs.2001 crore in FY 2009-10 which has been a huge success. The Company achieved a sales turnover of Rs.2252.27 crore with a growth of 25.5% over the previous year and a CAGR of 26.5%. The Company has chosen the theme "Transform 2010" as it's motivating and guiding factor in the current year, to continue to remain on the growth path and to achieve superior business performance driven by continuous improvements in products & processes, widening of the product range and entering new categories and geographies. Simultaneously, there will be a strong focus on cost reduction, improving margins and reducing working capital deployment.

## Opportunities

The Indian economy is likely to see an improvement in GDP growth to around 8% and a return of the feel good factor. It is expected that the government will focus more strongly on the reforms agenda and take stronger economic action aimed at spurring consumption, building infrastructure and stimulating economic growth. Rural India is expected to boom with favorable monsoon and appropriate government policy. Infrastructure sector offers a huge opportunity in both urban and rural India. The construction sector and the housing sector are showing strong signs of revival.

All of these developments provide a significant opportunity to Bajaj Electricals in its consumer facing businesses as well as industrial / infrastructure facing businesses.

## Challenges

The Global economy, it appears will take around 12 to 18 months to recover from its past upheavals. The developments in Europe may be a cause for future concern. The commodity prices continue to behave erratically. The export oriented industries are still on the recovery path except for IT which appears to be back on a growth path. Poor infrastructure and the pace of pushing the reforms agenda are impacting the overall economic growth. Inflation is raring its head time and again. We expect to meet these challenges with better customer relationships, focused demand generation efforts and a strong business focus by the Company.

## Future Outlook

We are confident that Indian GDP growth will see an improvement to about 8%. The Indian economy being a domestic consumption led economy with a large infrastructure spends has indeed bounced back faster. The Company will continue its focus on "Transformation" through better cost management, improving margins, reducing inefficiency, improving supply chain and improving productivity so that it can continue to gain market share and improve its operating performance. The Company has a balanced business portfolio, which is both consumer centric and infrastructure oriented and spread across various seasons. The strong distribution network, a powerful brand, wide product portfolio, large service infrastructure,



excellent vendor base and dedicated employees along with excellent channel partners continue to be the major areas of strength for the Company. With the successful implementation of the new Oracle ERP package the Company will further improve its processes, systems and controls. This gives us reasons to be optimistic about the future success of the Company.

### **Internal Control Systems and their Adequacies**

In any industry, the processes and internal control systems play a critical role in the health of a company. The Company's well defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies, applicable laws, regulations and protection of resources. Moreover, the Company continuously upgrades these systems in line with the best available practices. The internal control system is supplemented by extensive internal audits, regular reviews by management and standard policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data. The Management Information System provides timely and accurate information for effective control. Oracle based ERP has been implemented to further strengthen the Company's internal systems. Thorough business planning as well as expense, capital and manpower budgeting processes ensure that progress is monitored against targets, and control is exercised on all major expenses, so that actual spending is in accordance with the budgets.

### **Material Developments in Human Resources (HR)**

Human resources are an integral and important part of any organization. The Company recognizes the importance of human capital and values it highly. The Company has put in place sound policies for the growth and progress of its employees. Individual Performance Appraisal Systems have been implemented to encourage merit and enhance innovative thinking. Roles and Responsibilities are clearly defined at all levels.

The Company, with an aim to become a preferred employer has a well drawn recruitment policy and a performance-based compensation policy including an "Employee Stock Option Plan", which enables the employees to develop a sense of ownership with the organization. The Company recognizes the importance of providing training and development opportunities to its people to enhance their skills and experience, which in turn enables the Company to achieve its business objectives. Training programmes are aimed at developing industry specific knowledge, management development and competency enhancement as well as general corporate and soft skills.

### **Social Responsibility**

The Bajaj Group and Bajaj Electricals continue to play a meaningful role in a large number of areas relating to education, rural development, environment protection and social upliftment. Many of the initiatives mentioned in previous annual reports such as IMC Ladies Wing – Jankidevi Bajaj Puraskar, BMA Management Woman Achiever of the Year Award and Paryavaran Mitra – Friends of Environment continue to receive the support of the Company. The employees of the Company play an important role in their personal capacity for various laudable causes.

### **Cautionary Statement**

Statements in the Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied, depending upon economic conditions, Government policies, regulations, tax laws and other incidental factors.

For and on behalf of the Board of Directors

Mumbai, May 26, 2010

Shekhar Bajaj  
Chairman & Managing Director

## निदेशकों की रिपोर्ट

प्रति

सदस्यगण,

आपकी कंपनी के निदेशकों को ३१ मार्च २०१० को समाप्त हुए वर्ष हेतु कंपनी की इकहतरवीं वार्षिक रिपोर्ट तथा लेखों की विवरणियां प्रस्तुत करते हुए हार्दिक प्रसन्नता हो रही है।

### वित्तीय कार्यनिष्पादन

रु. करोड़ों में

	वित्तीय वर्ष २००९-१०	वित्तीय वर्ष २००८-०९
सकल बिक्री व अन्य आय*	२२५२.२७	१७९४.१३
ब्याज तथा मूल्य हास से पूर्व सकल लाभ	२४६.२७	१८५.५४
घटाएं : ब्याज	३१.४५	३६.९७
घटाएं : मूल्यहास	९.२०	८.५५
करों व प्रावधानों के पूर्व लाभ	२०५.६२	१४०.०२
घटाएं : ऋण के अप्रतिसंहरणीय अंश हेतु प्रावधान	५.००	-
घटाएं : कराधान हेतु प्रावधान (विलम्बित कर तथा एफबीटी के साथ)	७५.३५	५०.६७
कर पश्चात लाभ	१२५.२७	८९.३५
घटाएं : पूर्व अवधि समायोजन	०.५५	०.२१
घटाएं : पिछले वर्षों के संदर्भ में कराधान हेतु प्रावधान	७.६३	-
जोड़ें : पूर्व वर्ष से अग्रेणीत राशि	२१.७३	१७.८२
अनुभाजन हेतु उपलब्ध अतिशेष	१३८.८२	१०६.९६
अनुभाजन :		
(i) लाभांश : इक्विटी	२३.४१	१७.२९
(ii) कॉर्पोरेट लाभांश पर कर	३.८९	२.९४
(iii) सामान्य प्रारक्षित को अंतरित	७९.५०	६५.००
तुलनपत्र को ले जाया गया अतिशेष	३२.०२	२१.७३

\*अन्य आय रु. २.८६ करोड़ (पिछले वर्ष - रु. ५.७० करोड़)

### क्वालीफाइड इंस्टिट्यूशनल बायर्स के साथ कंपनी के इक्विटी शेयरों की नियुक्ति

कंपनी ने दिसंबर २००९ के दूसरे सप्ताह के दौरान सिक्योरिटीज एंड एक्सचेंज बोर्ड ऑफ इंडिया (पूँजी एवं प्रकटीकरण आवश्यकताएँ जारी करना) रेग्युलेशन्स २००९ के अंतर्गत शेयरों की निजी नियुक्ति पूर्ण कर ली है। कंपनी ने १८ नवंबर २००९ को आयोजित कंपनी की असामान्य वार्षिक साधारण सभा में सदस्यों की स्वीकृति के अनुसार ११ दिसंबर २००९ को विभिन्न क्वालीफाइड इंस्टिट्यूशनल बायर्स (क्यूआईबी) को रु.७८५/-

(रुपए सात सौ पचासी) के निर्गम मूल्य पर प्रत्येक रु.१० (रुपए दस) वाले २०,४८,३३९ इक्विटी शेयर आबंटित किए। यह सेबी द्वारा निर्दिष्ट फॉर्मले के माध्यम से निर्धारित निम्नतम मूल्य, स्लाइट प्रीमियम रु.७८२.४४ (रुपए सात सौ बयासी और चवालीस पैसे) पर थे। उसके तुरंत बाद वाली अवधि में, जमा की गई राशि को कंपनी की पुस्तकों के कुछ लघु-अवधि ऋणों को चुकाने में उपयोग किया गया। यह विभिन्न अधिकारियों के साथ फाइल किए गए नियुक्ति दस्तावेजों (प्लेसमेन्ट डॉक्युमेन्ट्स) में निर्दिष्ट निर्गम उद्देश्य के अनुसार है।

### शेयरों की संख्या में वृद्धि

सिक्योरिटीज एंड एक्सचेंज बोर्ड ऑफ इंडिया (पूँजी एवं प्रकटीकरण आवश्यकताएँ जारी करना) रेग्युलेशन्स, २००९ के अनुसार क्वालीफाइड इंस्टिट्यूशनल बायर्स को प्रत्येक रु.१० (रुपए दस) वाले २०,४८,३३९ इक्विटी शेयरों और कर्मचारियों के स्टॉक ऑप्शन्स के अंतर्गत प्रत्येक रु.१० वाले १,७४,८०० इक्विटी शेयरों के आबंटन की वजह से शेयरों की संख्या में वृद्धि होने वाली है। इन शेयरों को ईपीएस की संगणना हेतु भारत औसत आधार पर शामिल किया गया था।

### कंपनी के इक्विटी शेयरों के अंकित मूल्य में सब-डिविज़न

१८ नवंबर २००९ को घोषित परिणामों वाले पोस्टल बैलेट द्वारा, कंपनी के शेयरधारकों ने रु.१० के अंकित मूल्य वाले प्रति शेयर हेतु रु.२ अंकित मूल्य के ५ शेयरों को कंपनी के इक्विटी शेयरों की सब-डिविज़न को मंजूरी दे दी है। ऐसी अपेक्षा है कि इक्विटी शेयरों की कम कीमत रीटेल निवेशकों की अतिरिक्त रुचि आकर्षित करेगी और स्टॉक एक्सचेंज पर आपकी कंपनी के स्क्रिप में लिक्विडिटी बढ़ाने में योगदान देगी।

गौर करना चाहिए कि अर्निंग पर शेयर (इपीएस) की संगणना के उद्देश्य के लिए जनवरी २०१० में प्रत्येक रु.२ वाले ५ इक्विटी शेयरों के प्रत्येक रु.१० के इक्विटी शेयर के सब-डिविज़न को ध्यान में रखते हुए शेयरों की संख्या व्यवस्थित की गई है।

### लाभांश

निदेशकों को ३१ मार्च २०१० को समाप्त हुए वर्ष के लिए कंपनी के रु.२ अंकित मूल्य वाले इक्विटी शेयरों पर रु.२.४० का लाभांश घोषित करते हुए प्रसन्नता हो रही है (गत वर्ष रु.१० अंकित मूल्य वाले इक्विटी शेयरों पर रु.१०)। लाभांश का भुगतान, २८ जुलाई २०१० को होने वाली एजीएम में स्वीकृति के विवेकाधीन उन शेयरधारकों को किया जाएगा जिनके नाम खाते बंद होने के संदर्भ के साथ २१ जुलाई, २०१० से लेकर २८ जुलाई, २०१० तक (दोनों तारीखें शामिल) सदस्यों के रजिस्टर में आएंगे। लाभांश पर रु.२७.३० करोड़ (रु.३.८९ करोड़ के लाभांश कर सहित) की लागत आएगी।

विकल्पों के अधिकार का उपयोग करते हुए लाभांश के भुगतान का खाता बंद होने से पहले कर्मचारी स्टॉक विकल्प योजना के अंतर्गत मंजूर किए गए शेयरों को मौजूदा शेयरों के साथ समभाव का दर्जा दिया जाएगा और वे लाभांश पाने के अधिकारी होंगे।

## प्रचालन :

### लाइटिंग

लाइटिंग उत्पाद जैसे कि लैम्प, ट्यूब, ल्यूमिनायर तथा घरेलू फिटिंग्स की बिक्री समीक्षा वर्ष में पिछले वर्ष के रु. ४८८ करोड़ से करीब ९.८% बढ़कर रु. ५३६ करोड़ हो गयी है।

ल्यूमिनायर्स बीयू इस समय ऊर्जा-कार्यक्षम कंज्यूमर ल्यूमिनायर के विकास के लिए निरन्तर कार्य कर रहा है। इन्होंने लैंडस्केप, कमर्शियल तथा रीटेल लाइटिंग एप्लिकेशन हेतु एलईडी आधारित ल्यूमिनायर को सफलतापूर्वक प्रस्तुत किया है। इन्होंने अपने संस्थागत ग्राहकों को नवीनतम तथा अत्याधुनिक फायर अलार्म, सिक्यूरिटी सिस्टम तथा इंटीग्रेटेड बिल्डिंग मैनेजमेन्ट सिस्टम्स (आईबीएमएस) समाधान पेश करने के लिए स्विट्ज़रलैंड के सेक्यूरिटीऑन तथा कनाडा के डेल्टा कंट्रोलस के साथ भागीदारी की है। सीएफएल (कॉम्पैक्ट फ्लोरोसेंट लैम्पस) की बिक्री में अप्रत्याशित वृद्धि हुई और उसने रु. १.५० करोड़ का आँकड़ा पार कर लिया।

### कंज्यूमर ड्यूरेबल्स

कंज्यूमर ड्यूरेबल्स, जिनमें पंखे और छोटे उपकरण शामिल हैं, की बिक्री में, इस समीक्षित वर्ष के दौरान २६.६% से भी ज्यादा वृद्धि हुई है। इस वर्ष यह राशि रु. ९५७ करोड़ हो गयी है जो कि गत वर्ष रु. ७५६ करोड़ थी। प्रीमियम अप्लायंसेसकी बजाज प्लेटिनी श्रृंखला को सफलतापूर्वक लाँच किया गया है। कंपनी का मॉफी रिचर्ड ब्राण्ड ३२.९% की वृद्धि तथा २६.०% के सीएजीआर के साथ एक तेजी से बढ़नेवाले प्रीमियम अप्लायंसेस ब्राण्ड के रूप में उभरा है। कंपनी ने प्रतिस्पर्धा लाभ पाने के लिए नए वर्गों और मॉडलों के साथ प्रॉडक्ट पोर्टफोलियो बढ़ाना, तकनीक में निवेश करना और गुणवत्ता बेहतर बनाना जारी रखा है।

### चाकन इकाई

समीक्षा वर्ष के दौरान इस इकाई के उत्पादन में गत वर्ष के ३,१२,०३५ पंखों के उत्पादन की तुलना में इस वर्ष ३,४७,४३४ पंखों की वृद्धि हुई है। इस इकाई ने नई पद्धति की नवीन पहलों और वैल्यू इंजीनियरिंग प्रयासों में बहुत ज्यादा योगदान दिया है।

### इंजीनियरिंग और प्रोजेक्ट्स

ई एंड पी बीयू ने गत वर्ष रु. ५४३ करोड़ की कुल बिक्री की तुलना में इस वर्ष रु. ७५५ करोड़ की बिक्री करते हुए ३९.०% की वृद्धि दर्ज की। इकाई ने इस वर्ष ४६०० हाईमास्ट्स और ३३,२५५ पोलस का उत्पादन किया, जबकि गत वर्ष यह संख्या क्रमशः ३,६८२ तथा ३८,०७८ थी। इकाई ने गत वर्ष के २०,१०६ मीटरिक टन की तुलना में इस वर्ष १७,४४६ मीटरिक टन ट्रांसमिशन लाइन टावर्स का उत्पादन भी किया। वर्ष २००९-१० के अंत तक बीयू की ऑर्डर बुक की स्थिति रु. ७५० करोड़ है।

सरकार के ध्यान केन्द्रण क्षेत्र में बुनियादी सुविधा तथा पॉवर सेक्टर का विकास निरन्तर जारी है, जो कि उस डिवीजन को भविष्य में वृद्धि एवं लाभ प्रदता बढ़ाने का अच्छा दिर्घकालीन अवसर प्रदान करता है।

## पवन ऊर्जा

महाराष्ट्र के वंकुसावड़े गांव में स्थापित २.८ मेगावाट की क्षमतावाले विंड फार्म ने समीक्षा वर्ष में ४१,५१,१०२ विद्युत यूनिट्स का उत्पादन किया (गत वर्ष ४७,८४,४६७ यूनिट्स)।

### स्टॉक विकल्प

३० अप्रैल २००९ को आयोजित अपनी बैठक में पारिश्रमिक और मुआवजा समिति ने ५,५५,००० बकाया विकल्पों को खारिज किया और प्रोथ प्लान के अंतर्गत पात्र कर्मचारियों को रु. २१५.५५ के एक्सज़रसाइज़ मूल्य पर ४,६६,३८५ स्टॉक विकल्प पुनः मंजूर किए। यह संशोधन स्टॉक विकल्प मंजूर करने के समय प्रचलित कीमत की तुलना में कंपनी के शेयरों के बाज़ार मूल्य में गिरावट का कारण बनने वाली स्टॉक मार्केट की असाधारण मंदी के मद्देनज़र किया गया। इस संशोधन से संगठन में प्रतिभा बचाए रखने और आकर्षित करने के साथ साथ कंपनी के विकास एवं मुनाफे में कर्मचारियों के योगदान को प्रोत्साहित करने की उद्देश्य पूर्ति होगी।

कंपनी की पारिश्रमिक और मुआवजा समिति ने, २८ जनवरी २०१० को आयोजित अपनी बैठक में पदोन्नत व्यक्तियों एवं नए भर्ती लोगों के साथ ६९ पात्र कर्मचारियों को नैशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड पर, जब व्यापार की मात्रा उच्च थी, कंपनी की समाप्त इक्विटी कीमत पर रु. ८६६.७५ प्रति विकल्प की कीमत पर विकास योजना के अंतर्गत १,४४,००० वेतन-वृद्धि स्टॉक विकल्प स्वीकृत किए। यह कंपनी की ईएसओपी २००७ के अंतर्गत उनकी पात्रता के अनुसार थी।

ईएसओपी के अंतर्गत जारी किए गए शेयरों के विवरण, साथ ही सिक्योरिटीज़ एंड एक्सचेंज बोर्ड ऑफ इंडिया (कर्मचारी स्टॉक विकल्प योजना तथा कर्मचारी स्टॉक खरीद योजना) दिशानिर्देश १९९९ की धारा १२ के अनुपालन में प्रकटीकरणों के अंतर्गत प्रदान किए जाने वाले विवरण इस रिपोर्ट के परिशिष्ट में दिए गए हैं।

किसी भी प्रबंधन कर्मचारी या पूर्णकालिक निदेशक को मार्च २०१० को समाप्त हुए वर्ष के जारी किए गए विकल्पों के मूल्य के ५% से ज्यादा के विकल्प नहीं मिले हैं। इसी तरह से, किसी भी कर्मचारी को स्वीकृति के समय, वर्ष के दौरान कंपनी के जारी कैपिटल के १% से ज्यादा या बराबर के शेयर विकल्प जारी नहीं किए गए।

### जमाराशियाँ

कंपनी ने वित्त वर्ष २००८-०९ से, जनता से सावधि जमा स्वीकारना और/या नवीकरण करना बंद कर दिया है और ३१ मार्च २००९ को भुगतान के लिए देय कुल रु. २११.३४ लाख जमाराशियों को ३१ मार्च २००९ तक संकलित ब्याज सहित समय से पहले चुका दिया गया है। इस रिपोर्ट की तिथि तक, रु. १६.१४ लाख की कुल राशि वाली ८० जमाराशियों के संबंध में पूर्व संदाय चेकों को भुनाया नहीं गया है, इसलिए उनका भुगतान किया जाना शेष है।

## सूचना प्रणालियाँ

भीतरी नियंत्रण प्रणालियों को मजबूत बनाने और प्रबंधन सूचना प्रणालियों को सुधारने के लिए, पिछले वर्ष कंपनी ने ओराकल आधारित ईआरपी शुरू किया जो १ अप्रैल २००९ से प्रभावी हुआ। मंडल को यह बताते हुए खुशी हो रही है कि यह एप्लीकेशन सफलतापूर्वक क्रियान्वित हुई है और प्रणाली अच्छी तरह स्थापित हुई है। मंडल ओराकल आधारित ईआरपी को शुरू करने में कंपनी के कर्मचारियों द्वारा दिए गए योगदान के लिए उनकी अत्यंत सराहना करता है। कंपनी को इसकी ईआरपी कार्यान्वयन सफलता के लिए प्रतिष्ठित “नैस्कॉम सीएनबीसी आईटी यूजर अवॉर्ड २००९” मिला।

## डिपॉज़िटरी सिस्टम

जैसा कि सदस्य जानते हैं, कि कंपनियों के शेयर का लेन देन इलेक्ट्रॉनिक रूप में करना अनिवार्य है। ३१ मार्च २०१० को ९,२१,८४,४८५ शेयरों का प्रतिनिधित्व करने वाली कंपनी की लगभग ९४.५१% समादत्त पूंजी डिमैटेरियलाइज़्ड रूप में थी।

## जोखिम प्रबंधन

कंपनी की जोखिम प्रबंधन नीति को मजबूत आंतरिक नियंत्रण प्रणालियों का सहयोग प्राप्त है। जोखिम नियंत्रण ढांचे में प्रबंधकीय स्तर पर बनाई गई नीतियाँ और प्रक्रियाएँ शामिल हैं और कड़ाई से सभी स्तरों पर इनका पालन एवं निरीक्षण किया जाता है। कंपनी के पास दृढ़ आंतरिक लेखा परीक्षा प्रणाली भी है। लेखा परीक्षा के लिए कंपनी में स्वतंत्रता से स्थापित किए गए दल हैं और इस उद्देश्य के लिए बाहरी लेखा परीक्षकों को नियुक्त किया गया है। विस्तृत व्यापारिक माहौल में जोखिम नीति और आंतरिक लेखा परीक्षा रिपोर्ट की प्रभावशीलता बनाए रखने पर जोर देते हुए समय समय पर मंडल और लेखा परीक्षा समिति द्वारा इनकी जाँच की जाती है।

## कॉर्पोरेट प्रशासन

कंपनी कॉर्पोरेट प्रशासन के उच्चतम मानकों को बनाए रखने हेतु प्रतिबद्ध है। कंपनी द्वारा स्टॉक एक्सचेंज के लिस्टिंग एग्रीमेन्ट की धारा ४९ में बताए अनुसार कॉर्पोरेट प्रशासन संहिता के सुझावों को संकलित किया गया है।

अनुपालन की पुष्टि करते हुए कंपनी के लेखा परीक्षकों की ओर से प्रमाणपत्र के साथ कॉर्पोरेट प्रशासन का अलग विभाग, इस रिपोर्ट के अंश के रूप में, अलग से बनाया गया है।

बोर्ड के सभी सदस्यों तथा वरिष्ठ प्रबंधन कार्मिकों ने वित्तीय वर्ष २००९-१० हेतु आचरण संहिता के अनुपालन की पुष्टि की है। इस संबंध में चीफ़ एग्ज़िक्यूटिव ऑफिसर (सीईओ) द्वारा हस्ताक्षरित घोषणापत्र इस वार्षिक रिपोर्ट के साथ संलग्न है।

सीईओ तथा चीफ़ फ़ायनान्शियल ऑफिसर (सीएफओ) द्वारा लिस्टिंग एग्रीमेन्ट की धारा ४९ के अंतर्गत अपेक्षित वित्तीय विवरणियों एवं अन्य मामलों को बोर्ड को सत्यापित किया है तथा सत्यापित प्रमाणपत्र इस वार्षिक रिपोर्ट के साथ संलग्न है।

## प्रबंधकीय चर्चा और विश्लेषण रिपोर्ट

प्रबंधकीय चर्चा और विश्लेषण रिपोर्ट संलग्न की गई है और वार्षिक रिपोर्ट का अंश है।

## सामाजिक पहलें

आपकी कंपनी सामाजिक रूप से जिम्मेदार कॉर्पोरेट नागरिक है। समाज कल्याण को योगदान देने के प्रति कंपनी की कटिबद्धता के साथ ताल मिलाते हुए, आपकी कंपनी तथा इसके कर्मचारी एक गैर-सरकारी संगठन (एनजीओ) “पर्यावरण मित्र” से घनिष्ठता से जुड़े हैं तथा कंपनी की मौजूदगी वाले विभिन्न स्थानों पर समाज के हितों से संबंधित अनेक गतिविधियों जैसे कि वृक्षारोपण, स्वच्छता अभियान, तम्बाकूरहित पर्यावरण, सामाजिक जागरूकता प्रचार, पर्यावरण से संबंधित प्रशिक्षण व जानकारी, प्रदूषण नियंत्रण तथा अन्य कार्यों में सक्रियता से भागीदारी कर रहे हैं।

## सहायक कंपनियाँ

३१ मार्च २०१० के अनुसार कंपनी की कोई सहायक कंपनी नहीं है।

## निदेशकगण

कंपनी अधिनियम, १९५६ के प्रावधानों के अनुसार श्री अशोक कुमार जालान तथा श्री अजित गुलाबचंद क्रमिक रूप से रिटायर हो रहे हैं तथा पात्रता के आधार पर, अपने को पुनर्नियुक्ति के लिए प्रस्तुत कर रहे हैं।

लिस्टिंग एग्रीमेन्ट की धारा ४९ के अंतर्गत अपेक्षित नियुक्ति हेतु प्रस्तावित पुनः नियुक्त किए गये निदेशकों का संक्षिप्त परिचय वार्षिक साधारण सभा की सूचना में दिया गया है जो कि वार्षिक रिपोर्ट का अंग है।

## लेखा परीक्षकों की रिपोर्ट

संबंधित टिप्पणियों के साथ पठित, लेखापरीक्षकों की रिपोर्ट में किए गये अवलोकन स्वतः स्पष्ट हैं अतः कंपनी अधिनियम, १९५६ की धारा २१७ के अंतर्गत इनपर किन्हीं टिप्पणियों की आवश्यकता नहीं है।

## लेखा परीक्षक

सदस्यों से अनुरोध है कि लेखा परीक्षकों की नियुक्ति करें तथा उनका पारिश्रमिक निर्धारित करें। मेसर्स दलाल एंड शाह जो इस समय पदमुक्त होने वाले लेखा परीक्षक हैं, ने कंपनी अधिनियम, १९५६ की धारा २२४ (१बी) के तहत पुनर्नियुक्ति के लिए अपनी पात्रता हेतु एक प्रमाणपत्र प्रस्तुत किया है।

## विवरणों का प्रकटीकरण

कंपनी अधिनियम, १९५६ की धारा २१७ (१) (ई) और कंपनी नियम, १९८८ (निदेशक मंडल की रिपोर्ट में विवरणों का प्रकटीकरण) के संयुक्त

पठन के अंतर्गत ऊर्जा संरक्षण, टेक्नोलॉजी समावेशन, विदेशी मुद्रा का अर्जन तथा व्यय आदि से संबंधित लागू होने वाले निर्धारित विवरण संलग्न परिशिष्ट में दिए गए हैं।

#### कर्मचारियों के विवरण

कंपनी (कर्मचारियों के विवरण) नियमों, १९७५ के संयुक्त पठन के साथ कंपनी अधिनियम १९५६ की धारा २१७(२ए) के अंतर्गत, संशोधन अनुसार, कर्मचारियों के विवरण इस रिपोर्ट का अंश बनाते हैं। किंतु, बताए गए अधिनियम की धारा २१९(१) (ब) (iv) के अनुसारी, रिपोर्ट और लेखा (रिपोर्ट एंड अकाउंट्स) बताए गए अधिनियम की धारा २१७(२ए) में बताए गए विवरणों के वक्तव्य के बिना भेजे गए हैं और वे निवेदन किए जाने पर किसी भी शेरधारक को उपलब्ध कराए जाएंगे।

#### निदेशकों के उत्तरदायित्व का विवरण

प्रचालन प्रबंधन से प्राप्त सूचना/प्रतिनिधित्व के आधार पर आपके निदेशकगण पुष्टि करते हैं कि:

- क) वार्षिक लेखा बनाते समय लेखा-विधि के लागू मानकों का पालन किया गया है और उन मानकों में कोई बुनियादी अंतर नहीं किया गया है;
- ख) उन्होंने ऐसी लेखा नीतियाँ चुनी हैं और उन्हें समरूपता से अपनाया है तथा उचित, विवेकपूर्ण अनुमान लगाए गए हैं ताकि वित्तीय वर्ष के अंत में कंपनी के कामकाज तथा उस काल में कंपनी की लाभ-हानि की स्थिति का सही आकलन किया जा सके;

ग) उन्होंने कंपनी की आस्तियों को सुरक्षित रखने और तथा धोखाधड़ी व अनियमितताएँ रोकने और खोजने के लिए कंपनी अधिनियम, १९५६ के प्रावधानों के अनुसार पर्याप्त लेखा दस्तावेज रखने हेतु उचित व समुचित सावधानी बरती है; और

घ) उन्होंने चलित कारोबार के आधार पर वार्षिक लेखे तैयार किए हैं।

#### औद्योगिक संबंध

कर्मचारियों के साथ कंपनी के संबंध सौहार्दपूर्ण बने रहे।

#### समूह

प्रमोटर्स की निर्देशों के अनुसार, प्रमोटर्स और अस्तित्वों के नाम, सेबी (सबरस्टैशियल एक्विजिशन ऑफ शेरर्स एंड टेकओवर्स) नियमनों, १९९७ के उद्देश्य हेतु वार्षिक रिपोर्ट में प्रकट मोनोपोलिस एंड रेस्ट्रिक्टिव ट्रेड प्रैक्टिसेस (“एमआरटीपी”) अधिनियम १९६९ के अंतर्गत “समूह” के रूप में परिभाषित किए जाएंगे।

#### आभार

मंडल अपनी तरक्की के मौजूदा स्तरों तक पहुँचने में मदद के लिए कंपनी के कर्मचारियों द्वारा किए गए सतत प्रयासों के लिए अपना आभार प्रदर्शित करते हैं।

आपके निदेशक ग्राहकों, निवेशकों, व्यापारिक सहायकों, बैंकरों, वेंडरों, नियामकों एवं सरकारी प्राधिकरणों द्वारा सतत सहायता और सहयोग मिलते रहने के लिए, उनके प्रति आभार प्रदर्शित करते हैं।

कृते तथा वास्ते निदेशक मंडल

मंगेश पाटिल  
कंपनी सेक्रेटरी

आर. रामकृष्णन  
एक्ज़िक्यूटिव डायरेक्टर

अनंत बजाज  
एक्ज़िक्यूटिव डायरेक्टर

शेखर बजाज  
चेयरमैन व मैनेजिंग डायरेक्टर

मुंबई २६ मई, २०१०

## कॉर्पोरेट प्रशासन पर रिपोर्ट

### १. प्रशासन (गवर्नेंस) की आचार संहिता के संबंध में कंपनी की विचारधारा

कॉर्पोरेट प्रशासन सिद्धांतों एवं नैतिक व्यापारिक आचरण के प्रति कटिबद्धता के बारे में है। इससे पता चलता है कि संगठन का प्रबंधन किस तरह किया जा रहा है। आपकी कंपनी अच्छी कॉर्पोरेट पद्धतियों का पालन करती है और उनमें लगातार सुधार लाने और उभरती बेहतरीन पद्धतियों को अपनाने के लिए प्रयासरत रहती है। ऐसा माना जाता है कि व्यापारिक नीतियों के साथ जुड़े रहने और कॉर्पोरेट सामाजिक जिम्मेदारियों के प्रति कटिबद्धता से कंपनी को अपने सभी स्टैकधारकों के लिए अधिकतम मूल्य प्रदान करने के अपने ध्येय को पाने में मदद मिलती है।

बजाज ग्रुप के अंग के रूप में, कंपनी की कॉर्पोरेट प्रशासन की विचारधारा औचित्य, नैतिकता, सामाजिक जिम्मेदारी तथा पारदर्शी प्रशासन की सुदृढ़ परम्परा पर स्थापित है जिसके अंतर्गत अंशधारकों के मूल्यमानों को सुनिश्चित करना और समस्त अन्य भागीदारों के हितों की रक्षा करना ध्येय रहा है। अपने निवेशकों के हितों की सुरक्षा के प्रयास के रूप में इनसाइडर ट्रेडिंग पर रोक लगाने के लिए कंपनी द्वारा शेर्य व्यवहार हेतु आचार संहिता अपनायी गयी है। कंपनी द्वारा व्यवसाय आचरण तथा नैतिकता संबंधी आचार संहिता भी अपनायी गयी है जो कि वरिष्ठ प्रबंधन कार्मिकों एवं निदेशकों के लिए मूल्यों, नैतिकता व व्यावसायिक सिद्धान्तों के मापदण्डों हेतु दिशानिर्देशों का कार्य करता है। इस तरह के कॉर्पोरेट व्यवहार को अपनाने से एक ओर तो कंपनी को चलाने वाले व्यक्तियों में जिम्मेदारी आती है दूसरी ओर निवेशकों, ग्राहकों, सप्लायरों, ऋणदाताओं, कर्मचारियों और समाज को भी लाभ पहुंचता है।

आपकी कंपनी स्टॉक एक्सचेंज के लिस्टिंग एग्रीमेन्ट्स की धारा ४९ के अंतर्गत निर्दिष्ट कॉर्पोरेट प्रशासन पर संशोधित दिशानिर्देशों की सभी अनिवार्य आवश्यकताओं का संपूर्ण अनुपालन कर रही है।

### २. कॉर्पोरेट प्रशासन की संरचना

कंपनी में कॉर्पोरेट प्रशासन की संरचना के तीन स्तर हैं, जो हैं :

- (i) नीतिपूर्ण निरीक्षण-एक्ज़िक्यूटिव और नॉन-एक्ज़िक्यूटिव निदेशकों के समावेश वाले निदेशक मंडल द्वारा
- (ii) एक्ज़िक्यूटिव प्रबंधन- एक्ज़िक्यूटिव निदेशकों के समावेश वाले कॉर्पोरेट प्रबंधन द्वारा
- (iii) कार्यकारी प्रबंधन-स्ट्रेटिजिक बिज़नेस युनिट (एसबीयू) अध्यक्षों द्वारा।

तीन स्तर वाला कॉर्पोरेट प्रशासन न सिर्फ प्रबंधन के ज्यादा उत्तरदायित्व एवं विश्वसनीयता की पुष्टि करता है बल्कि बेहतर व्यापारिक स्वायत्तता, कार्यकुशलता, अनुशासन और व्यापारिक नेतृत्व का विकास भी सुनिश्चित करता है।

### ३. कंपनी में कॉर्पोरेट प्रशासन के विभिन्न घटकों की भूमिकाएँ

क. निदेशक मंडल (मंडल) :

प्रबंधन कार्यों की प्रभावशीलता सुनिश्चित करने और स्टैकहोल्डर मूल्य बेहतर बनाने के मद्देनजर प्रबंधन कार्यों पर नज़र रखने के सशक्तिकरण के साथ कंपनी के निदेशक वैश्वसिक स्थिति में हैं। मंडल प्रबंधन के नीतिपूर्ण व्यापारिक योजनाओं और व्यापारिक उद्देश्यों की समीक्षा करते हैं, मंजूरी देते हैं और कंपनी की नीतिपूर्ण दिशा पर नज़र रखते हैं।

ख. कॉर्पोरेट मैनेजमेन्ट टीम (सीएमटी) :

कॉर्पोरेट मैनेजमेन्ट का मुख्य कार्य महत्वपूर्ण मुद्दों पर मंडल को उचित रिपोर्ट देने के लिए प्रभावशाली प्रणालियों का सुचारू रूप से काम करना सुनिश्चित करते हुए, मंडल द्वारा मंजूर निर्देशों और ढाँचे के अंदर ही कंपनी के व्यापारों का नीतिपूर्ण प्रबंधन करना है।

ग. चेयरमैन एवं मैनेजिंग डायरेक्टर (सीएमडी) :

सीएमडी मंडल के चेयरमैन होने के साथ साथ कंपनी के चीफ एक्ज़िक्यूटिव ऑफिसर भी हैं। उनकी प्रमुख भूमिका मंजूर नीतिपूर्ण व्यापारिक योजनाओं और व्यापारिक उद्देश्यों को पूरा करने के लिए मंडल और कॉर्पोरेट मैनेजमेन्ट टीम को नेतृत्व प्रदान करना है। वे मंडल और शेर्यधारकों की बैठकों की अध्यक्षता करते हैं।

घ. एक्ज़िक्यूटिव डायरेक्टर्स (ईडी) :

मंडल और कॉर्पोरेट मैनेजमेन्ट टीम के सदस्य होने के नाते, एक्ज़िक्यूटिव डायरेक्टर्स मंडल द्वारा मंजूर निर्देशों और ढाँचे के अंदर ही कंपनी के व्यापारों का नीतिपूर्ण प्रबंधन करने में योगदान देते हैं। वे व्यापारों के नीतिपूर्ण प्रबंधन और कॉर्पोरेट कार्यों की प्रशासन प्रक्रियाओं और शीर्ष प्रबंधन प्रभावशीलता सहित कॉर्पोरेट कार्यों के लिए समूचा उत्तरदायित्व ग्रहण करते हैं।

च. नॉन-एक्ज़िक्यूटिव डायरेक्टर्स (एनईडी) :

नॉन-एक्ज़िक्यूटिव डायरेक्टर्स नीति, कार्यकुशलता, संसाधनों, संहिता के मानकों आदि जैसे मुद्दों पर अपने स्वतंत्र जायज़े के साथ मंडल की प्रभावशीलता बेहतर बनाने में महत्वपूर्ण भूमिका अदा करते हैं साथ ही मंडल को अमूल्य सुझाव भी देते हैं.

#### ४. निदेशक मंडल

##### निदेशकों का संयोजन तथा श्रेणी

आपकी कंपनी का निदेशक मंडल व्यावसायिकता, ज्ञान तथा अनुभव के अनुकूल सम्मिलन को दर्शाता है. ३१ मार्च २०१० के अनुसार कंपनी के निदेशक मंडल की कुल संख्या दस निदेशक हैं, जिनमें एक एक्ज़िक्यूटिव चेयरमैन, दो एक्ज़िक्यूटिव डायरेक्टर तथा सात नॉन-एक्ज़िक्यूटिव डायरेक्टर हैं, इनमें से छः निदेशक स्वतंत्र हैं. आपकी कंपनी को इन स्वतंत्र निदेशकों की प्रोफेशनल्स/बिजनेस एक्ज़िक्यूटिव के रूप में व्यक्तिगत क्षमता तथा कॉर्पोरेट उत्कृष्टता प्राप्त करने में उनके मूल्यवान अनुभव से अत्यन्त लाभ पहुंचता है.

कोई भी निदेशक, उन सभी कंपनियों में जिनमें वे निदेशक हैं, १० समितियों से अधिक के सदस्य तथा ५ से अधिक समितियों के अध्यक्ष नहीं हैं (जैसा कि लिस्टिंग एग्रीमेंट के खण्ड ४९ में वर्णित है). समिति-पदों के बारे में सभी निदेशकों ने आवश्यक खुलासा कर रखा है.

निदेशकों के नाम तथा श्रेणी, वर्ष के दौरान हुई बोर्ड बैठकें एवं पिछली वार्षिक साधारण सभा में उनकी उपस्थिति तथा उनके द्वारा धारित निदेशक एवं अन्य समिति पदों की संख्याओं का विवरण नीचे दिया गया है:

नाम	श्रेणी	उपस्थिति		निदेशक पद	अनिर्वाय समितियां		
		बोर्ड मीटिंग	अंतिम ए.जी.एम.		अध्यक्ष	सदस्य	कुल
श्री शेखर बजाज	प्रमोटर, नॉन-इंडिपेन्डेंट एक्ज़िक्यूटिव	६	हां	८	१	-	१
श्री एच. वी. गोयंका	इंडिपेन्डेंट नॉन-एक्ज़िक्यूटिव	२	हां	९	-	-	-
श्री ए. के. जालान	इंडिपेन्डेंट नॉन-एक्ज़िक्यूटिव	६	हां	५	-	१	१
श्री अजित गुलाबचंद	इंडिपेन्डेंट नॉन-एक्ज़िक्यूटिव	१	हां	१४	१	३	४
श्री वी.बी. हरिभक्ति	इंडिपेन्डेंट नॉन-एक्ज़िक्यूटिव	६	हां	८	५	५	१०
श्री मधुर बजाज	प्रमोटर नॉन-इंडिपेन्डेंट नॉन-एक्ज़िक्यूटिव	३	हां	६	-	-	-
श्री अनंत बजाज	प्रमोटर, नॉन-इंडिपेन्डेंट एक्ज़िक्यूटिव	६	हां	५	-	-	-
डॉ. (श्रीमती) इन्दु शहानी	इंडिपेन्डेंट नॉन-एक्ज़िक्यूटिव	४	हां	३	-	४	४
श्री आर. रामकृष्णन	एक्ज़िक्यूटिव, नॉन-इंडिपेन्डेंट	५	हां	४	-	१	१
डॉ. आर. पी. सिंह	इंडिपेन्डेंट नॉन-एक्ज़िक्यूटिव	३	हां	५	-	-	-

सूचना : १) निदेशक पद के उद्देश्य के लिए प्राइवेट लिमिटेड कंपनियों, विदेशी कंपनियों और कंपनी अधिनियम १९५६ की धारा २५ के अंतर्गत आने वाली कंपनियों को शामिल नहीं किया गया है.

२) लिस्टिंग एग्रीमेंट के अनुसार समिति पदों के लिए लेखा परीक्षा समितियों तथा शेयरधारक/निवेशक शिकायत समितियों में सिर्फ सदस्यता और अध्यक्षता पर गौर किया गया है.

##### बोर्ड की बैठकें

निदेशकों के साथ परामर्श करके कंपनी बोर्ड एवं बोर्ड समितियों की बैठकों हेतु एक संभावित वार्षिक कैलेंडर तैयार एवं परिचालित करती है ताकि निदेशकों को बैठकों में शामिल होने के लिए अपना कार्यक्रम बनाने में सुविधा हो.

वित्तीय वर्ष २००९-१० के दौरान कंपनी ने ६ (छः) बोर्ड बैठकें आयोजित कीं : १५ अप्रैल २००९; २८ मई २००९; ३० जुलाई २००९; १२ अक्टूबर २००९; २९ अक्टूबर २००९ तथा २२ जनवरी २०१०. किसी भी दो बैठकों के बीच अधिकतम अंतराल चार महीनों से ज्यादा नहीं था.

आवश्यकतानुसार तथा महत्वपूर्ण समझे जाने पर बोर्ड को धारा ४९ के परिशिष्ट-१ ए के अंतर्गत समस्त अपेक्षित जानकारी उपलब्ध करायी जाती है. यह जानकारी बोर्ड की बैठकों से पर्याप्त समय पहले निदेशकों को परिचालित की जाती है या बोर्ड की बैठकों अथवा संबंधित समितियों की बैठकों के दौरान

टेबल पर रखी जाती है, जिनके साथ एजेन्डा की सभी मदों पर उपयुक्त स्पष्टीकरण टिप्पणियां होती हैं ताकि बैठक में सार्थक, जानकारीपूर्ण एवं विषय केन्द्रित चर्चा हो सके. बैठक में अध्यक्ष द्वारा कंपनी के समग्र कार्यनिष्पादन की समीक्षा की जाती है, जिसके बाद एजेन्डा पर विचार-विनिमय होता है. वैधानिक मामलों को मंडल के सामने स्वीकृति के लिए प्रस्तुत करने के बाद, मंडल द्वारा दूसरे मामलों पर भी ध्यान दिया जाता है.

अन्य बातों के साथ साथ त्रैमासिक परिणामों की समीक्षा करने के लिए मंडल हर तिमाही में कम से कम एक बार जरूर बैठक करता है. यदि आवश्यक हुआ, तो अतिरिक्त बैठक रखी जाती है. निदेशक मंडल की बैठकों की कार्यवाहियों के मिनट्स का प्रारूप मंडल के सदस्यों में वितरित किया जाता है. यदि निदेशकों की ओर से कोई टिप्पणी प्राप्त हो, तो उसे चेयरमैन तथा मैनेजिंग डायरेक्टर के साथ परामर्श करके मिनट्स में शामिल कर दिया जाता है. अगली बैठक में मंडल के सदस्यों द्वारा मिनट्स की पुष्टि की जाती है. जब भी आवश्यकता हो निदेशक मंडल द्वारा चर्चा किए गए मुद्दों पर अतिरिक्त जानकारी प्रदान करने के लिए वरिष्ठ प्रबंधन कार्मिकों के साथ संपर्क किया जाता है.

वर्ष के दौरान कंपनी का नॉन-एक्ज़िक्यूटिव डायरेक्टर्स के साथ कोई आर्थिक संबंध या लेन-देन नहीं रहा है.

#### ५. लेखा परीक्षा समिति

कंपनी की लेखा परीक्षा समिति में ४-नॉन-एक्ज़िक्यूटिव तथा इंडिपेन्डेन्ट डायरेक्टर हैं - श्री वी.बी. हरिभक्ति, श्री ए.के.जालान, श्री अजित गुलाबचंद तथा डॉ. (श्रीमती) इन्दु शहानी जो कि जाने-माने व्यावसायिक हैं. प्रत्येक लेखा-परीक्षा समिति की बैठक के कार्यवृत्त को बोर्ड की बैठक के समक्ष रखा जाता है तथा उचित समझे जाने पर उन पर चर्चा की जाती है.

लेखा परीक्षा समिति के कार्यों में शामिल है - कंपनी की वित्तीय रिपोर्टिंग प्रक्रिया की समीक्षा करना तथा इसकी वित्तीय जानकारी का प्रकटीकरण ताकि सुनिश्चित हो सके कि विवरण सही, पर्याप्त एवं विश्वसनीय हैं; बाह्य लेखा परीक्षकों की नियुक्ति तथा बर्खास्तगी की सिफारिश, लेखा परीक्षा शुल्क का निर्धारण तथा अन्य किन्हीं सेवाओं के भुगतान की स्वीकृति; बोर्ड के समक्ष प्रस्तुत किए जाने से पहले वित्तीय विवरणियों की आवधिक तथा वार्षिक समीक्षा; संबंधित पार्टी लेन-देन; जोखिम आकलन और न्यूनतमीकरण प्रक्रिया; आंतरिक नियंत्रण प्रणालियों की पर्याप्तता; वैधानिक तथा आंतरिक लेखा परीक्षकों का कार्यनिष्पादन तथा आंतरिक लेखा प्रणाली की पर्याप्तता और आंतरिक लेखा परीक्षा विभाग की संरचना; किन्हीं महत्वपूर्ण तथ्यों एवं ऐसे मुद्दों पर अनुवर्ती कार्रवाई के बारे में आंतरिक लेखा परीक्षकों के साथ चर्चा; जमाकर्ताओं, शेयरधारकों, क्रेडिटर्स आदि को भुगतानों में उल्लेखनीय चूक के कारणों पर गौर करना तथा आंतरिक लेखा परीक्षक की नियुक्ति, बर्खास्तगी और पारिश्रमिक की समीक्षा करना.

वित्तीय वर्ष २००९-२०१० के दौरान लेखा परीक्षा समिति की ४ (चार) बैठकें २७ मई २००९, ३० जुलाई २००९, २९ अक्टूबर २००९ व २२ जनवरी २०१० को आयोजित हुईं.

लेखा परीक्षा समिति के सदस्यों की उपस्थिति का विवरण इस प्रकार था :

डायरेक्टर का नाम	पदनाम	बैठकों में उपस्थिति
श्री वी.बी. हरिभक्ति	अध्यक्ष	४
श्री ए. के. जालान	सदस्य	४
श्री अजित गुलाबचंद	सदस्य	१
डॉ. (श्रीमती) इन्दु शहानी	सदस्य	२

लेखा परीक्षा समिति की बैठकों में कंपनी के चेयरमैन तथा मैनेजिंग डायरेक्टर (चीफ ऑफिसर), एक्ज़िक्यूटिव वाइस प्रेसिडेंट तथा चीफ फायनान्सियल ऑफिसर, सीनियर जनरल मैनेजर एवं प्रमुख - आंतरिक लेखा परीक्षा (चीफ इंटरनल ऑडिटर), इंटरनल ऑडिटर, कंपनी सेक्रेटरी और वैधानिक लेखा परीक्षकों के प्रतिनिधि शामिल होते हैं. कंपनी द्वारा ऐसे एक्ज़िक्यूटिव को बैठकों में आमंत्रित किया जाता है, जिनकी उपस्थिति उपयुक्त मानी जाती है. कंपनी सेक्रेटरी, समिति के संयोजक की भूमिका निभाते हैं.

लेखा परीक्षा समिति के अध्यक्ष श्री वी. बी. हरिभक्ति ३० जुलाई २००९ को आयोजित वार्षिक आम सभा में उपस्थित थे.

#### ६. पारिश्रमिक तथा मुआवजा समिति/निदेशकों को दिया गया पारिश्रमिक

पारिश्रमिक तथा मुआवजा समिति में ४ नॉन-एक्ज़िक्यूटिव और इंडिपेन्डेन्ट डायरेक्टर्स - श्री वी. बी. हरिभक्ति, श्री ए. के. जालान, श्री अजित गुलाबचंद और डॉ. (श्रीमती) इन्दु शहानी शामिल हैं.

पारिश्रमिक तथा मुआवजा समिति को कंपनी के सदस्यों द्वारा स्वीकृत सीमाओं के अंदर पूर्ण-कालिक डायरेक्टर्स के पारिश्रमिक पैकेज के सभी तत्वों पर कार्रवाई करने के आवश्यक अधिकार तथा प्राधिकार प्राप्त हैं. इसमें निश्चित अंशों का विवरण तथा कंपनी की कार्यकुशलता पर आधारित कमीशन शामिल है. पारिश्रमिक तथा मुआवजा समिति द्वारा कंपनी के स्टॉक ऑप्शन प्लान का भी प्रबंधन किया जाता है.



वर्ष के दौरान, समिति की ४ (चार) बैठकें ३० अप्रैल २००९, २७ मई २००९, १२ अक्टूबर २००९ तथा २८ जनवरी २०१० को कंपनी के एक्ज़िक्यूटिव डायरेक्टर को देय पारिश्रमिक में संशोधन पर विचार करने के लिए (शेयरधारकों की स्वीकृति के अंतर्गत) तथा ईएसओपी स्कीम-२००७ के अंतर्गत कंपनी के कर्मचारियों को स्टॉक ऑप्शन्स के प्रस्ताव देने व उसकी स्वीकृति पर विचार करने के लिए सम्पन्न हुईं.

सदस्यों की उपस्थिति का विवरण इस प्रकार है :

डायरेक्टर का नाम	पदनाम	बैठकों में उपस्थिति
वी.बी. हरिभक्ति	अध्यक्ष	४
ए. के. जालान	सदस्य	४
अजित गुलाबचंद	सदस्य	-
डॉ. (श्रीमती) इन्दु शहानी	सदस्य	३

**पारिश्रमिक नीति :**

अ) नॉन-एक्ज़िक्यूटिव डायरेक्टर्स :

२७ जुलाई २००६ को आयोजित कंपनी की ६७वीं वार्षिक साधारण सभा में सदस्यों ने नॉन-एक्ज़िक्यूटिव डायरेक्टर्स को शुद्ध लाभ पर कमीशन के भुगतान की मंजूरी दी, जो कि कंपनी अधिनियम १९५६ की धारा ३०९(५) में दिए गये तरीके से, १ अप्रैल २००६ से आरंभ होने वाली पांच वित्तीय वर्षों की अवधि हेतु, गणना किए गये कंपनी के शुद्ध लाभ के १% की सीलिंग के विषयाधीन है. इस स्वीकृति के अनुसार, नॉन-एक्ज़िक्यूटिव डायरेक्टर्स को देय कमीशन की वास्तविक राशि का निर्धारण निदेशक मंडल ने बोर्ड की बैठकों में उपस्थिति के आधार पर किया है.

नॉन-एक्ज़िक्यूटिव डायरेक्टर्स को बोर्ड, पारिश्रमिक तथा मुआवजा समिति या लेखा-परीक्षा समिति की बैठकों में शामिल होने के लिए प्रति बैठक हेतु @ रु.२०,०००/- की सीटिंग फीस का भुगतान किया जाता है. उन्हें निदेशक मंडल की बैठक में शामिल होने के लिए भी प्रति बैठक @ रु.४०,०००/- का कमीशन अदा किया गया है. नॉन-एक्ज़िक्यूटिव डायरेक्टर्स हेतु सेवा संविदा, सूचना अवधि तथा सेवेरेन्स फीस लागू नहीं है.

वर्ष के दौरान नॉन-एक्ज़िक्यूटिव डायरेक्टर्स को बोर्ड, पारिश्रमिक तथा मुआवजा समिति एवं लेखा परीक्षा समिति की बैठकों में शामिल होने के लिए सिटिंग फीस और कमीशन के रूप में अदा किए गये पारिश्रमिक का विवरण इस प्रकार है :

डायरेक्टर का नाम	सिटिंग फीस (वि.व.२००९-१०) रु.	कमीशन (वि.व.२००८-०९) रु.	कुल रु.
एच. वी. गोयंका	४०,०००	१,२०,०००	१,६०,०००
ए. के. जालान	२,८०,०००	१,६०,०००	४,४०,०००
अजित गुलाबचंद	४०,०००	८०,०००	१,२०,०००
वी. बी. हरिभक्ति	२,८०,०००	१,६०,०००	४,४०,०००
मधुर बजाज	६०,०००	१,२०,०००	१,८०,०००
डॉ. (श्रीमती) इन्दु शहानी	१,८०,०००	१,२०,०००	३,००,०००
डॉ. आर. पी. सिंह*	६०,०००	-	६०,०००

\*२८ मई २००९ को बोर्ड में शामिल हुए.

ब) एक्ज़िक्यूटिव डायरेक्टर्स :

कंपनी मैनेजिंग डायरेक्टर तथा एक्ज़िक्यूटिव डायरेक्टर्स को वेतन, अनुलाभों तथा भत्तों (निर्धारित अंश) एवं कमीशन (परिवर्तनशील अंश) के रूप में पारिश्रमिक का भुगतान करती है. श्री शेखर बजाज, चेरमैन व मैनेजिंग डायरेक्टर, श्री अनंत बजाज, एक्ज़िक्यूटिव डायरेक्टर तथा श्री आर. रामकृष्णन, एक्ज़िक्यूटिव डायरेक्टर को दिया गया वेतन शेयरधारकों द्वारा स्वीकृत श्रेणी के अंतर्गत है. श्री आर. रामकृष्णन, एक्ज़िक्यूटिव डायरेक्टर को अदा किया गया/अदा किया जानेवाला कमीशन उनके मूल वेतन तथा अतिरिक्त भत्तों के ५०% की दर से है, जबकि श्री शेखर बजाज, चेरमैन व मैनेजिंग डायरेक्टर तथा श्री अनंत बजाज, एक्ज़िक्यूटिव डायरेक्टर को अदा किए गये/अदा किए जाने वाले कमीशन की गणना क्रमशः २% तथा १% की दर से की गई है, जो कि किसी विशेष वित्तीय वर्ष में कंपनी के शुद्ध लाभ के संदर्भ में है तथा जिसकी गणना वित्तीय वर्ष के अंत में निदेशक मंडल द्वारा की है, जो कि कंपनी अधिनियम १९५६ में विनिर्धारित समग्र सीलिंग्स के विषयाधीन है.

१८ नवंबर २००९ को आयोजित असाधारण सामान्य सभा में शेयरधारकों द्वारा अगले ५ (पाँच) वर्षों के लिए श्री शेखर बजाज को कंपनी के मैनेजिंग डायरेक्टर के पद पर पुनःनियुक्त किया गया है, ये १ नवंबर २००९ से प्रभावी होंगे.

#### पूर्ण-कालिक निदेशकों को दिए गए पारिश्रमिक का विवरण

आर्थिक वर्ष २००९-१० के लिए देय, कंपनी अधिनियम १९५६ की धारा १९८ के प्रावधानों के अनुसार परिकल्पित मैनेजिंग डायरेक्टर तथा एक्ज़िक्यूटिव डायरेक्टर्स को देय कमीशन इस प्रकार है :

निदेशक का नाम	पदनाम	देय कमीशन
शेखर बजाज	चेयरमैन व मैनेजिंग डायरेक्टर	रु. ४१७.०५ लाख
अनंत बजाज	एक्ज़िक्यूटिव डायरेक्टर	रु. २०८.५३ लाख
आर. रामकृष्णन	एक्ज़िक्यूटिव डायरेक्टर	रु. २८.३५ लाख

मैनेजिंग डायरेक्टर तथा एक्ज़िक्यूटिव डायरेक्टर्स को आर्थिक वर्ष २००९-१० के दौरान दिए गये वेतन तथा अनुलाभों का कुल मूल्य निम्नानुसार है :

	श्री शेखर बजाज चेयरमैन व मैनेजिंग डायरेक्टर	श्री अनंत बजाज एक्ज़िक्यूटिव डायरेक्टर	श्री आर. रामकृष्णन एक्ज़िक्यूटिव डायरेक्टर
नियुक्ति की अवधि	०१.११.२००९ से ३१.१०.२०१४	१.०२.२००६ से ३१.०१.२०११	२६.१०.२००६ से २५.१०.२०११
वेतन	रु. ४६.०० लाख	रु. १६.९५ लाख	रु. ३४.२० लाख
अनुलाभ तथा भत्ते	रु. १७.७८ लाख	रु. १७.२१ लाख	रु. ७७.२८ लाख

श्री मधुर बजाज के पास कंपनी के २६,८७,८३५ शेयर हैं (४,००,००० शेयर बजाज ऑटो लि. एम्प्लॉइज़ वेलफेयर फंड की ओर से धारित हैं.). किसी भी अन्य नॉन-एक्ज़िक्यूटिव डायरेक्टर के पास कंपनी के कोई शेयर नहीं हैं.

#### ७. शेयरधारक/निवेशक शिकायत समिति

अगर शेयरधारकों की कोई शिकायतें हों तो उनके निवारण के लिए कंपनी ने एक शेयरधारक शिकायत समिति का गठन किया है जिसमें श्री वी. बी. हरिभक्ति तथा डॉ. (श्रीमती.) इन्दु शहानी, दोनों नॉन एक्ज़िक्यूटिव तथा इंडिपेन्डेन्ट डायरेक्टर्स शामिल हैं.

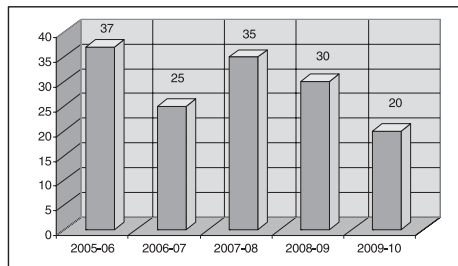
लिस्टिंग एग्रीमेन्ट की अपेक्षा के अनुसार श्री मंगेश पाटिल, कंपनी सेक्रेटरी को अनुपालन अधिकारी मनोनीत किया गया है.

१ अप्रैल २००९ से ३१ मार्च २०१० की अवधि के दौरान कंपनी को शेयरधारकों से २० शिकायतें प्राप्त हुई. इस रिपोर्ट की तिथि के अनुसार शेयरधारकों की कोई अनसुलझी शिकायत लंबित नहीं है. सेक्रेटेरियल विभाग २/३ कार्यदिवसों के अन्दर शेयरधारकों की शिकायतों को निपटाने की कोशिश करता है.

वर्ष के दौरान प्राप्त शिकायतों का विवरण इस प्रकार है :

शिकायत की प्रकृति	शिकायतों की संख्या	शिकायतों का समाधान
शेयरों का न मिलना	८	८
डिविडेन्ड का न मिलना	११	११
अन्य	१	१
<b>कुल</b>	<b>२०</b>	<b>२०</b>

गत ५ वर्षों के दौरान शेयरों से संबंधित शिकायतों का स्वरूप निम्नवत रहा है :



बोर्ड की प्रत्येक बैठक में, कंपनी सेक्रेटरी द्वारा डायरेक्टर्स को शेयरधारकों की शिकायतों की स्थिति से अवगत कराया जाता है, जिसे बोर्ड द्वारा रिकॉर्ड में लिया जाता है।

चूंकि शेयरधारकों की सभी शिकायतों का समाधान एक्जिक्यूटिव स्तर पर हो गया था, अतः वित्तीय वर्ष २००९-१० के दौरान समिति के समक्ष शेयरधारकों की अनसुलझी शिकायतों पर विचार करने का कोई मुद्दा ही नहीं था।

#### ८. ईएसओपी के अंतर्गत शेयरों के आबंटन हेतु समिति :

आपकी कंपनी के स्टॉक विकल्प योजना के अंतर्गत कंपनी के पात्र कर्मचारियों को शेयरों के आबंटन एवं जारी करने की प्रक्रिया को शीघ्र संपादित करने के लिए ईएसओपी के अंतर्गत शेयरों के आबंटन हेतु समिति स्थापित की है। ईएसओपी समिति में मंडल के तीन निदेशक हैं।

#### ९. कॉर्पोरेट प्रशासन स्वैच्छिक दिशानिर्देश २००९ :

वर्ष के दौरान, भारत सरकार के कॉर्पोरेट मामलों के मंत्रालय ने कॉर्पोरेट प्रशासन स्वैच्छिक दिशानिर्देश २००९ प्रकाशित किए। स्वैच्छिक अभिग्रहण के माध्यम से बेहतर पद्धतियों के उपयोग को प्रोत्साहित करने के मद्देनजर इन दिशानिर्देशों को प्रकाशित किया गया है, जो कि न सिर्फ कॉर्पोरेट क्षेत्र का बेंचमार्क बनते हैं बल्कि उन्हें कॉर्पोरेट प्रशासन के उच्चतम मानकों को हासिल करने में मदद भी करते हैं। ये दिशानिर्देश भारतीय कॉर्पोरेट को व्यापार के उच्चतम नैतिक एवं उत्तरदायित्वपूर्ण आचरण के अनुसार खुद को स्वैच्छिक रूप से शासित करने का ढांचा प्रदान करते हैं। मंत्रालय को उम्मीद है कि इन दिशानिर्देशों के अभिग्रहण से स्टैकधारकों के विश्वास का स्तर काफी ऊंचा हो जाएगा जो कि दीर्घ अवधि टिकाऊपन और व्यापार के मूल्य उत्पादन के लिए अति महत्वपूर्ण है। आपकी कंपनी कॉर्पोरेट प्रशासन स्वैच्छिक दिशानिर्देशों का दृढ़ता से पालन कर रही है।

#### १०. अन्य जानकारी

##### (क) व्यवसाय आचरण तथा नैतिकता संबंधी आचार संहिता :

कंपनी ने कंपनी के निदेशक मंडल और वरिष्ठ प्रबंधन दल के लिए बजाज इलेक्ट्रिकल लिमिटेड (“बीईएल”) व्यवसाय आचरण तथा नैतिकता संबंधी आचार “संहिता” अपनाई है। संहिता कंपनी की वेबसाइट [www.bajajelectricals.com](http://www.bajajelectricals.com) पर उपलब्ध है। चेयरमैन और मैनेजिंग डायरेक्टर का घोषणापत्र नीचे दिया गया है।

प्रति,

बजाज इलेक्ट्रिकल लिमिटेड के शेयरधारक

विषय : व्यवसाय आचरण तथा नैतिकता संबंधी आचार संहिता के साथ अनुकूलन

मैं एतद्वारा घोषणा करता हूँ कि मेरी सर्वश्रेष्ठ जानकारी और मान्यता के अनुसार, ३१ मार्च २०१० को समाप्त होने वाले वर्ष के लिए निदेशक मंडल द्वारा अपनाई गई व्यवसाय आचरण तथा नैतिकता संबंधी आचार संहिता का मंडल के सदस्य और वरिष्ठ प्रबंधन कर्मचारी वर्ग पालन कर रहे हैं।

तिथि : २६ मई २०१०

स्थल : मुम्बई

शेखर बजाज

चेयरमैन व मैनेजिंग डायरेक्टर

##### (ख) इनसाइडर ट्रेडिंग पद्धति पर रोक के लिए कदम :

सेबी (इनसाइडर ट्रेडिंग का निषेध) विनियमन, १९९२ के अनुसार, इनसाइडर ट्रेडिंग पद्धति को रोकने के लिए शेयर व्यवहार हेतु आचार संहिता है। इस संहिता का उद्देश्य अप्रकाशित मूल्य संवेदी जानकारी के आधार पर इनसाइडर द्वारा कंपनी के शेयर खरीदने और/या बेचने पर रोक लगाना है। इस संहिता के अंतर्गत, नियुक्त व्यक्ति (निदेशकों, अफसरों और अन्य संबंधित कर्मचारियों/व्यक्तियों) ट्रेडिंग विंडों की समापन के दौरान कंपनी के शेयरों में व्यवहार करने से रोके जाते हैं। प्रतिभूतियों में निर्दिष्ट सीमा के बाहर व्यवहार करने के लिए अनुपालन अधिकारी की अनुमति भी जरूरी है। सभी नियुक्त कर्मचारियों को संहिता में परिभाषित अनुसार समय-समय पर संबंधित जानकारी भी प्रकट करनी होगी।

##### (ग) जोखिम प्रबंधन का ढांचा :

कंपनी के पास जोखिम मूल्यांकनों और प्रक्रियाओं के न्यूनीकरण एवं सामयिक समीक्षा के बारे में मंडल के सदस्यों को सूचित करने की प्रणाली है जिससे सुनिश्चित होता है कि एक्जिक्यूटिव प्रबंधन उचित रूप से परिभाषित ढांचे के माध्यम से जोखिम नियंत्रित करता है।

वार्षिक रिपोर्ट में किसी अन्य जगह पर आने वाले प्रबंधन चर्चा एवं विश्लेषणों के वित्तीय समीक्षा खंड में जोखिम प्रबंधन पर विस्तृत लेख दिया गया है।

११. साधारण सभाओं के विवरण

साधारण सभा	वित्तीय वर्ष	सभा का दिन, तिथि और समय	पारित किए गए विशेष संकल्पों की संख्या	बैठक का स्थान
६८ वीं वार्षिक साधारण सभा	२००६-०७	गुरुवार, २६ जुलाई २००७ को सुबह ११.३० बजे	५	कमलनयन बजाज हॉल, बजाज भवन, जमनालाल बजाज मार्ग, नरिमन पॉइन्ट, मुंबई - ४०० ०२१.
६९ वीं वार्षिक साधारण सभा	२००७-०८	गुरुवार, २४ जुलाई २००८ को सुबह ११.३० बजे	२	
७० वीं वार्षिक साधारण सभा	२००८-०९	गुरुवार, ३० जुलाई २००९ को सुबह ११.३० बजे	-	
इजीएम	२००९-१०	बुधवार, १८ नवंबर २००९ को सुबह ११.०० बजे	२	

उपर दिए हुए वार्षिक साधारण सभाओं में पारित किए गए विशेष संकल्प :

२६ जुलाई २००७ को आयोजित वार्षिक साधारण सभा में निम्नलिखित विशेष संकल्प पारित किए गए (१) अधिकृत पूंजी का पुनःवर्गीकरण फलस्वरूप कंपनी के मेमोरेन्डम एंड आर्टिकल्स ऑफ़ असोसिएशन के क्लॉज़-५ और आर्टिकल ८ (i) में संशोधन (२) कंपनी में श्री आर. रामकृष्णन की पूर्णकालिक नियोजन में एक्ज़िक्यूटिव डायरेक्टर के रूप में नियुक्ति, (३) श्री शेखर बजाज, कंपनी के चेयरमैन व मैनेजिंग डायरेक्टर, श्री अनन्त बजाज, एक्ज़िक्यूटिव डायरेक्टर और श्री आर रामकृष्णन, एक्ज़िक्यूटिव डायरेक्टर को देय पारिश्रमिक में संशोधन, (४) बोनस शेयर जारी करना, और (५) कंपनी के पात्र कर्मचारियों को स्टॉक ऑप्शन पेश/प्रदान करना.

डाक मतदान

कंपनी ने कंपनी अधिनियम, १९५६ की धारा २९३(१)(ड) के अंतर्गत उधार सीमा बढ़ाने और कंपनी अधिनियम, १९५६ की धारा २९३(१)(अ) के अंतर्गत कंपनी द्वारा ऋण प्राप्ति के उद्देश्यों के लिए अपनी चल या अचल संपत्तियों/परिसंपत्तियों को गिरवी रखने या भार सृजन के लिए २ विशेष संकल्प पारित किए हैं.

डाक मतदान में मत डालने का तरीका

क्रमांक	विवरण	रिपोर्ट	
१	डाक मतदान के लिए डाक से भेजे गए पत्रों की कुल संख्या	११,०७१	
२	प्राप्त डाक मतदान पत्रों की कुल संख्या	४६८	
३	अवैध डाक मतदान पत्रों की कुल संख्या	१०	
४	वैध डाक मतदान पत्रों की कुल संख्या	४५८	
		शेयरों में मतों की कुल संख्या	शेयरों की कुल संख्या से मतों का प्रतिशत
	कंपनी अधिनियम, १९५६ की धारा २९३(१) (ड) के अंतर्गत साधारण संकल्प के लिए सम्मति के साथ डाले गए मतों की कुल संख्या	८०,३९,९३८	९९.९९
	कंपनी अधिनियम, १९५६ की धारा २९३(१) (ड) के अंतर्गत साधारण संकल्प के लिए असम्मति के साथ डाले गए मतों की कुल संख्या	७०	०.०१
	कंपनी अधिनियम, १९५६ की धारा २९३(१) (अ) के अंतर्गत साधारण संकल्प के लिए सम्मति के साथ डाले गए मतों की कुल संख्या	८०,३९,४०८	९९.९९
	कंपनी अधिनियम, १९५६ की धारा २९३(१) (अ) के अंतर्गत साधारण संकल्प के लिए असम्मति के साथ डाले गए मतों की कुल संख्या	४५०	०.०१

१८ नवंबर २००९ को आयोजित ईजीएम में, १) क्वालीफाइड इंस्टिट्यूशनल प्लेसमेन्ट्स के माध्यम से इक्विटी शेयर जारी करने; और २) कंपनी के मैनेजिंग डायरेक्टर की पुनःनियुक्ति के दो विशेष संकल्प पारित किए गए.

#### डाक मतदान

कंपनी ने कंपनी के रु.१०/- प्रत्येक वाले इक्विटी शेयर को आम तौर पर “स्टॉक स्प्लिट” कहे जाने वाले रु.२/- प्रत्येक वाले शेयरों में उप-विभाजित करने का विशेष संकल्प कंपनी अधिनियम १९५६ की धारा ९४ के अंतर्गत पारित किया है और उसी के अनुसार मेमोरेण्डम ऑफ एसोसिएशन के कैपिटल क्लॉज़ की मौजूदा धारा ५ और कंपनी के आर्टिकल्स ऑफ एसोसिएशन के आर्टिकल ८(१) में परिवर्तन किए गए हैं.

#### डाक मतदान में मत डालने का तरीका

क्रमांक	विवरण	रिपोर्ट	
१	डाक मतदान के लिए डाक से भेजे गए पत्रों की कुल संख्या	१०,५४८	
२	प्राप्त डाक मतदान पत्रों की कुल संख्या	४८४	
३	अवैध डाक मतदान पत्रों की कुल संख्या	१	
४	वैध डाक मतदान पत्रों की कुल संख्या	४८३	
		शेयरों में मतों की कुल संख्या	शेयरों की कुल संख्या से मतों का प्रतिशत
	कंपनी अधिनियम, १९५६ की धारा ९४ के अंतर्गत विशिष्ट संकल्प के लिए सम्मति के साथ डाले गए मतों की कुल संख्या	१,२६,९५,९८९	९९.९९
	कंपनी अधिनियम, १९५६ की धारा ९४ के अंतर्गत विशिष्ट संकल्प के लिए असम्मति के साथ डाले गए मतों की कुल संख्या	४७७	०.०१

#### १२. प्रकटीकरण

##### अ. संबंधित पार्टी के साथ, आर्थिक दृष्टि से महत्वपूर्ण सौदों का प्रकटीकरण.

कंपनी ने निम्नलिखित करार किए हैं, जिनमें निदेशकों का सदस्यों/डायरेक्टर्स तथा/या उनके सगे-संबंधियों के जरिए हित मौजूद हैं :

- कंपनी ने बजाज इंटरनेशनल प्राइवेट लिमिटेड (बीआईपीएल) के साथ रु.१०० करोड़ प्रति वर्ष के मूल्य तक केवल निर्यात प्रयोजन हेतु पंखों की बीआईपीएल को "प्रिंसीपल टू प्रिंसीपल" आधार पर सीधी बिक्री की व्यवस्था की है. यह अनुबंध १ मई २००७ से तीन वर्षों की अवधि के लिए वैध रहेगा. समीक्षाधीन वर्ष के दौरान, कंपनी ने रु. शून्य लाख के पंखे बेचे हैं. इस अनुबंध के लिए कंपनी अधिनियम, १९५६ की धारा २९७ के अंतर्गत केन्द्र सरकार से स्वीकृति प्राप्त हो चुकी है.
- कंपनी ने बजाज इंटरनेशनल प्राइवेट लिमिटेड (बीआईपीएल) के साथ रु.३०० करोड़ प्रति वर्ष के मूल्य तक केवल निर्यात प्रयोजन हेतु हार्डमास्ट्स, पोलस, टॉवर्स, लैम्प्स, और ट्यूब्स तथा सहायक उत्पादों की बीआईपीएल को "प्रिंसीपल टू प्रिंसीपल" आधार पर सीधी बिक्री की व्यवस्था की है. यह अनुबंध १ मई २००८ से तीन वर्षों की अवधि के लिए वैध रहेगा. समीक्षाधीन वर्ष के दौरान, कंपनी ने रु.९६.६९ लाख के बताए गए उत्पाद बेचे हैं. इस अनुबंध के लिए कंपनी अधिनियम, १९५६ की धारा २९७ के अंतर्गत केन्द्र सरकार से स्वीकृति प्राप्त हो चुकी है.
- कंपनी ने बजाज इंटरनेशनल प्राइवेट लिमिटेड (बीआईपीएल) के साथ एक व्यवस्था की है जिससे कि कंपनी को उनसे १ अप्रैल २००८ से प्रभावी ३ सालों की अवधि के लिए रु.१.० करोड़ प्रति वर्ष के मूल्य तक उत्पादों की सूचनाएं, सप्लायर्स के बारे में जानकारी, सप्लायर्स से मोलभाव, शिपिंग कंपनियों से समझौते, कस्टम से माल छुड़ाना आदि जैसी आयात संबंधी सेवाएँ मिल सकें. इस तरह की सेवाएं देने के लिए बीआईपीएल आयातित माल के सीआईएफ मूल्य पर ०.७५% की दर से कमीशन लेने के हकदार होंगे. समीक्षाधीन वर्ष में आयात संबंधी सेवाएं देने के लिए बीआईपीएल रु.८४.०५ लाख की कमीशन के अधिकारी हैं. इस व्यवस्था के लिए कंपनी अधिनियम, १९५६ की धारा २९७ के अंतर्गत केन्द्र सरकार से स्वीकृति प्राप्त हो चुकी है.
- कंपनी ने बजाज इंटरनेशनल प्राइवेट लिमिटेड (बीआईपीएल) के साथ एक करार किया है जिसके तहत बीआईपीएल को छूट दी गई है कि वह अन्य पार्टियों से केवल निर्यात के लिए कंपनी के ट्रेडमार्क के अंतर्गत माल खरीद सकते हैं. बीआईपीएल को १ अप्रैल २००७ से प्रभावी ३ सालों की अवधि के लिए ऐसे निर्यात के एफओबी मूल्य की ०.७५% की दर से रॉयल्टी का भुगतान करना होगा. समीक्षाधीन

वर्ष में कंपनी को बीआईपीएल से रु.४.२३ लाख की रॉयल्टी प्राप्त हुई है। कंपनी को सलाह दी गई है कि इस अनुबंध के लिए सरकारी स्वीकृति की आवश्यकता नहीं है।

- (v) कंपनी ने बजाज इंटरनेशनल प्राइवेट लिमिटेड (बीआईपीएल) के साथ एक करार किया है जिसके तहत बीआईपीएल को छूट दी गई है कि वह कंपनी के उत्पादों की शृंखला के अलावा अन्य उत्पादों की बिक्री या निर्यात के लिए स्थानीय बिक्री के लिए एमआरपी और निर्यात के मामले में एफओबी मूल्य पर ०.२५% की रॉयल्टी का भुगतान करके कंपनी के स्वामित्व वाले ट्रेडमार्क इस्तेमाल कर सकता है जिसका करार ३१ अक्टूबर २०१२ तक वैध है। समीक्षाधीन वर्ष में कंपनी को बीआईपीएल से रु.४.४३ लाख की रॉयल्टी प्राप्त हुई है। कंपनी को सलाह दी गई है कि इस अनुबंध के लिए सरकारी स्वीकृति की आवश्यकता नहीं है।
- (vi) कंपनी ने श्रीमती किरण बजाज के साथ उनकी मालिकी के फ्लैट नं.२०१, २०वां माला, मेकर टॉवर 'ए', कफ परेड, मुम्बई ४०० ००५ के लीव एंड लायसंस आधार पर इस्तेमाल करने के लिए एक करार किया है जो ३१ अक्टूबर २०१२ तक वैध है। यह फ्लैट श्री शेखर बजाज को उनके निवास के लिए आबंटित किया गया है। उक्त फ्लैट के इस्तेमाल के लिए लायसंस फीस जुलाई २००९ तक रु.६०,०००/-प्रति माह है तथा अगस्त २००९ से रु. ७५,०००/- प्रति माह है। कंपनी ने एग्रीमेन्ट की शर्तों के अनुसार सिक्वोरिटी के रूप में श्रीमती किरण बजाज के पास ब्याज रहित डिपॉजिट के रूप में रु.४.० करोड़ रखे हैं। कंपनी को सलाह दी गई है कि इस अनुबंध के लिए सरकारी स्वीकृति की आवश्यकता नहीं है।
- (vii) कंपनी ने श्रीमति स्वर्णलता रामकृष्णन के साथ उनके स्वामित्व के फ्लैट नं.ए-४४, कल्पतरू रेजिडेन्सी, प्लॉट नं.१०७(ई), कमानी मार्ग, सायन (पूर्व), मुम्बई-४०० ०२२ के लीव एंड लायसंस आधार पर इस्तेमाल के लिए एक करार किया है। यह फ्लैट श्री आर रामकृष्णन को उनके निवास के लिए आबंटित किया गया है। उक्त फ्लैट के इस्तेमाल के लिए लायसंस फीस रु.५०,०००/-प्रति माह है। कंपनी ने एग्रीमेन्ट की शर्तों के अनुसार सिक्वोरिटी के रूप में श्रीमति स्वर्णलता रामकृष्णन के पास ब्याज रहित डिपॉजिट के रूप में रु.१.१० करोड़ रखे हैं। कंपनी को सलाह दी गई है कि इस अनुबंध के लिए सरकारी स्वीकृति की आवश्यकता नहीं है।

वित्तीय तथा व्यावसायिक सौदों से संबंधित सभी विवरण, जिनमें डायरेक्टर्स का आर्थिक हित हो सकता है, बोर्ड को दी गयी है तथा हित रखनेवाले डायरेक्टर्स ने चर्चा में न तो भाग लिया है और न ही ऐसे मामलों में मतदान किया है।

अकाउंटिंग स्टैण्डर्ड १८ की अपेक्षाओं के अनुसार, संबंधित पार्टियों से सौदों को इस वार्षिक रिपोर्ट में अन्यत्र प्रकट किया गया है तथा वे व्यापक रूप से कंपनी के हित के साथ टकराव की स्थिति नहीं पैदा करते हैं।

#### (ब) अनुपालन न करने की स्थितियां

पिछले तीन वर्षों में कैपिटल मार्केट से संबंधित किसी मामले में कंपनी द्वारा अनुपालन न करने, स्टॉक एक्सचेंजों या सेबी अथवा किसी विधिक प्राधिकारी द्वारा टीका-टिप्पणी या जुर्माना करने की कोई घटना नहीं हुई है।

#### (स) 'व्हिसिल ब्लोअर पॉलिसी' तथा यह प्रतिज्ञापन कि किसी भी कार्मिक को लेखा समिति तक पहुंचने का अधिकार है।

एक अनिवार्य अपेक्षा न होने के कारण, कंपनी ने 'व्हिसिल ब्लोअर पॉलिसी' को नहीं अपनाया है।

#### (द) अनिवार्य अपेक्षाओं के पालन का विवरण तथा जो अनिवार्य नहीं उन अपेक्षाओं को अपनाना

कंपनी, कॉर्पोरेट प्रचालन से संबंधित, लिस्टिंग एग्रीमेंट की धारा ४९ के अनुसार सभी अनिवार्य अपेक्षाओं का पालन कर रही है। फिर भी कंपनी ने उस धारा की किसी भी ऐसी अपेक्षा को नहीं अपनाया है जो अनिवार्य न हो।

### १३. संचार के साधन

जानकारी का प्रभावी सम्प्रेषण कॉर्पोरेट प्रशासन का एक अनिवार्य अंग है। इससे प्रबंधन-शेयरधारक के बीच बेहतर संबंधों में भी मदद मिलती है।

- (i) तिमाही तथा छमाही परिणाम जो लिस्टिंग एग्रीमेंट के प्रपत्र के तहत प्रकाशित किए जाते हैं, उन्हें पहले निदेशक मंडल की स्वीकृति लेकर रिकॉर्ड पर लिया जाता है। ऐसा उस संबंधित तिमाही के समाप्त होने के एक माह के भीतर कर लिया जाता है (४५ दिनों के भीतर, १ अप्रैल २०१० से प्रभावी)। यह स्वीकृत परिणाम उन स्टॉक एक्सचेंजों में भेजे जाते हैं जहां कंपनी के शेयर्स लिस्टेड हैं। ये परिणाम, ४८ घंटों के भीतर ही एक अंग्रेजी भाषा तथा मराठी भाषी समाचार पत्र में, जिनका वितरण अधिकतम हो, उनमें प्रकाशित कर दिए जाते हैं।
- (ii) ये परिणाम कंपनी की वेबसाइट [www.bajajelectricals.com](http://www.bajajelectricals.com) पर दिखाए जाते हैं।
- (iii) लिस्टिंग एग्रीमेंट के अनुसार, कंपनी, ऑडिट किए हुए वार्षिक वित्तीय परिणामों को, वित्तीय वर्ष के समाप्त होने के निर्धारित तीन महीनों के

भीतर प्रकाशित करती है (६० दिनों के भीतर, १ अप्रैल २०१० से प्रभावी) तथा इसीलिए पिछली तिमाही के 'अन-ऑडिटेड' परिणाम अभी प्रकाशित नहीं हुए हैं।

- (iv) वार्षिक वित्तीय परिणाम, उन स्टॉक एक्सचेंजों को भी जहां कंपनी के शेयर्स लिस्टेड है, बता दिए जाते हैं, समाचार पत्रों में प्रकाशित होते हैं तथा कंपनी की वेबसाइट पर भी दिखाए जाते हैं।
- (v) प्रबंधन विचार-विमर्श तथा विश्लेषण रिपोर्ट वार्षिक रिपोर्ट का एक हिस्सा ही है।

**१४. शेयर धारकों के लिए सामान्य सूचनाएं.**

**क) इकहत्तरवीं वार्षिक साधारण सभा:**

दिन, दिनांक व समय	: बुधवार, २८ जुलाई २०१०, सुबह ११.३० बजे
स्थान	: कमलनयन बजाज हॉल, बजाज भवन, जमनालाल बजाज मार्ग, नरिमन पॉइन्ट, मुंबई - ४०० ०२१.
प्रॉक्सी फॉर्म प्राप्त होने की अंतिम तिथि	: सोमवार, २६ जुलाई २०१० (सुबह ११.३० बजे से पूर्व, कंपनी के रजिस्टर्ड ऑफिस में)
खाता बंद करने की तिथियां	: २१ जुलाई २०१० से २८ जुलाई २०१० तक (दोनों दिन शामिल)

**ख) वित्तीय कैलेंडर** : वित्तीय वर्ष - १ अप्रैल से ३१ मार्च

३१ मार्च २०१० को समाप्त वित्तीय वर्ष के दौरान तिमाही वित्तीय परिणामों की स्वीकृति के लिए बोर्ड की बैठकें निम्नलिखित तिथियों को हुई :

पहली तिमाही के परिणाम	: ३० जुलाई २००९
दूसरी तिमाही तथा छमाही के परिणाम	: २९ अक्टूबर २००९
तीसरी तिमाही के परिणाम	: २२ जनवरी २०१०
चौथी तिमाही के तथा वार्षिक परिणाम	: २६ मई २०१०

३१ मार्च २०११ को समाप्त वित्तीय परिणामों पर विचार करने के लिए बोर्ड की बैठकों की संभावित तिथियां निम्नवत हैं:

पहली तिमाही के परिणाम	: २८ जुलाई २०१०
दूसरी तिमाही तथा छमाही के परिणाम	: २७ अक्टूबर २०१०
तीसरी तिमाही के परिणाम	: १० फरवरी २०११
चौथी तिमाही के तथा वार्षिक परिणाम	: २५ मई २०११

**ग) लाभांश भुगतान तिथि** : २८ जुलाई २०१० से ३० दिनों के अंदर

**घ) इक्विटी शेयरों की लिस्टिंग का विवरण** :

स्टॉक एक्सचेंज का नाम	: स्टॉक कोड
बॉम्बे स्टॉक एक्सचेंज लि.	: ५०००३१
नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लि.	: BAJAJELEC
दिल्ली स्टॉक एक्सचेंज लि.	: ०२०३१

वित्तीय वर्ष २०१०-११ के लिए सभी स्टॉक एक्सचेंजों को लिस्टिंग फीस का भुगतान कर दिया गया है. डिपॉजिटरी सिस्टम के अंतर्गत कंपनी के रु. २/- प्रत्येक अंकित मूल्य के इक्विटी शेयरों को आबंटित आईएसआईएन नंबर है INE १९३E०१०२५.

**च) बाजार संबंधी सूचना :**

३१ मार्च २०१० को समाप्त वर्ष के लिए बॉम्बे स्टॉक एक्सचेंज लिमिटेड (BSE) तथा नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड (NSE) पर कंपनी के शेयरों की हर माह की उच्च तथा निम्न कीमतों एवं परिणामों का विवरण निम्न अनुसार है :

**बॉम्बे स्टॉक एक्सचेंज लिमिटेड तथा नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड :**

माह	बीएसई			एनएसई		
	उच्च	निम्न	परिमाण	उच्च	निम्न	परिमाण
अप्रैल-०९	२४२.८५	१४६.००	४०७३८४	२४४.८५	१४३.५०	३३६७३६
मई-०९	४२३.०५	२१७.१०	१५२६४४	४२२.८५	२१३.१५	१५४१७८
जून-०९	४५०.००	३८२.७०	३२७९१८	४४८.६०	३७७.०५	२२४०२३
जुलाई-०९	५८५.०५	३५०.००	३१९४०९	५२५.००	३६५.००	३९२३६४
अगस्त-०९	५९९.००	४५८.९५	१७३६१२	६५०.००	४७१.२०	२६७६४१
सितंबर-०९	६९२.५०	५७०.००	२०३६४२	६७७.००	५९१.००	१०८६१९
अक्टूबर-०९	८३५.९०	५९१.१०	२६५२४७	८४०.००	५८२.६०	३९४२६४
नवंबर-०९	८२५.००	७३२.००	१६२७४३	८९९.००	७२७.००	१०६०३५
दिसंबर-०९	८६५.००	७५८.००	१५७३०३	८६६.००	७५०.०५	२८९८००
जनवरी-१०	९३४.९५	८१९.०५	२०५९३८	९४८.९०	८२०.००	४११६७७
फरवरी-१०	२०१.७०	१६८.१०	४७३६४४८	२००.७०	१६५.००	२९६७३३८
मार्च-१०	२४०.००	१८५.२५	९७७३४३१	२३९.६०	१८५.१०	५०२४२३८

(स्रोत : बीएसई और एनएसई वेब साइट)

**नोट:** १. उच्च एवं निम्न कीमतें रुपये में ट्रेड किए गये शेयर अनुसार हैं. परिमाण से आशय संबंधित स्टॉक एक्सचेंज पर कंपनी के शेयरों में ट्रेड (संख्याओं में) का कुल मासिक परिमाण है.

२. २९ जनवरी २०१० (रिकॉर्ड की तिथि) को रु.१०/- प्रत्येक वाले इक्विटी शेयर को रु.२/-वाले शेयरों में उप-विभाजित किया गया है.

**दिल्ली स्टॉक एक्सचेंज लि. :**

वित्तीय वर्ष २००९-२०१० के दौरान इस स्टॉक एक्सचेंज पर शेयरों का कारोबार नहीं किया गया है.

**(छ) शेयर ट्रांसफर प्रणाली :**

बोर्ड ने शेयर ट्रांसफर, प्रेषण तथा संबंधित मामलों को निपटाने का अधिकार चेयरमैन व मैनेजिंग डायरेक्टर को तथा उनकी अनुपस्थिति में किसी भी एक एक्ज़िक्यूटिव डायरेक्टर को सौंपी है. ट्रांसफर के लिए जो शेयर भौतिक रूप में प्राप्त होते हैं, वे शीघ्रता से ट्रांसफर कर दिए जाते हैं, बशर्ते कागजात सभी सन्दर्भ से पूर्ण हों तथा ट्रांसफर किए जाने वाले शेयरों पर कोई विवाद न हो. शेयर सर्टिफिकेटों को विधिवत पृष्ठांकित कर तुरन्त उन शेयरधारकों को भिजवा दिया जाता है जो शेयरधारक अपने शेयरों को भौतिक रूप में रखना पसंद करते हैं. शेयरों के डिमैटीकरण के अनुरोध के संबंध में पुष्टि संबंधित डिपॉजिटारियों अर्थात् नेशनल सिक्क्योरिटीज़ डिपॉज़िटरीज़ लिमिटेड (एनएसडीएल) तथा सेंट्रल डिपॉज़िटरी सर्विसेज़ (इंडिया) लिमिटेड (सीडीएसएल) को शीघ्रता के साथ भिजवायी जाती है.



(ज) ३१ मार्च २०१० को शेयरधारिता स्वरूप तथा शेयरधारिता वितरण :

(क) शेयरधारिता पैटर्न :

विवरण	इक्विटी शेयर	
	शेयरों की संख्या	प्रतिशत
प्रमोटर्स	६,४०,९२,७७५	६५.७१
वित्तीय संस्थाएं, बैंक, इत्यादि	१,९६,२४,४३८	२०.१२
अन्य	१,३८,२७,२८२	१४.१७
कुल	९,७५,४४,४९५	१००.००

(ख) शेयरधारिता की वितरण तालिका :

स्लैब	फोलियों की संख्या	%	शेयरों की संख्या	कैपिटल के लिए %
१ - ५००	१०,११९	७५.६३	१४,४३,३०२	१.४८
५०१ - १०००	१,३८४	१०.३४	११,११,५६४	१.१४
१००१ - २०००	८६२	६.४४	१३,१९,०८३	१.३५
२००१ - ३०००	३७१	२.७७	९,६८,१६४	०.९९
३००१ - ४०००	१०१	०.७६	३,६३,३९७	०.३७
४००१ - ५०००	१०८	०.८१	५,११,९३२	०.५३
५००१ - १००००	१८५	१.३८	१३,२९,३३८	१.३६
१०००१ से अधिक	२५०	१.८७	९,०४,९७,७१५	९२.७८
कुल	१३,३८०	१००.००	९,७५,४४,४९५	१००.००

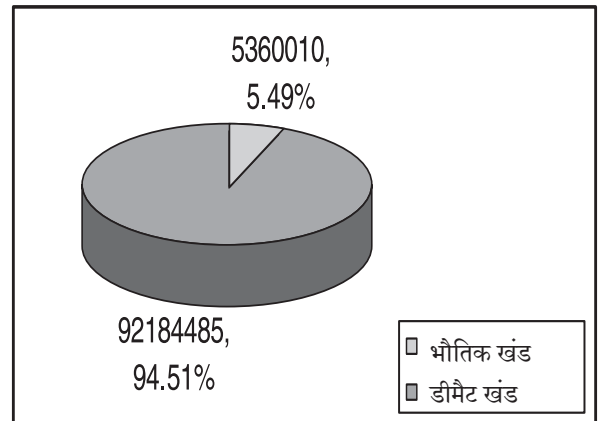
(झ) शेयरों का डिमैटीकरण तथा निर्धारण :

कंपनी के शेयर्स अनिवार्य डिमैट खंड में हैं तथा नेशनल सिक््योरिटीज डिपॉजिटरी लिमिटेड (एनएसडीएल) तथा सेंट्रल डिपॉजिटरी सर्विसेज (इंडिया) लिमिटेड (सीडीएसएल) दोनों ही डिपॉजिटरी सिस्टम्स में ट्रेडिंग के लिए उपलब्ध हैं।

३१ मार्च २०१० तक कंपनी के ९,२१,८४,४८५ इक्विटी शेयर्स जो कि कंपनी के शेयर कैपिटल का ९४.५१% होते हैं, डिमैटीकृत रूप में हैं, शेष भौतिक रूप में हैं।

३१ मार्च २०१० के अनुसार भौतिक तथा डिमैट रूप में रखे शेयर्स का विभाजन.

विवरण	शेयरों की संख्या	प्रतिशत
भौतिक खंड		
प्रमोटर्स	१८,६२,४००	१.९१
अन्य	३४,९७,६१०	३.५८
	५३,६०,०१०	५.४९
डिमैट खंड		
एनएसडीएल	९,०२,१९,२६२	९२.५०
सीडीएसएल	१९,६५,२२३	२.०१
	९,२१,८४,४८५	९४.५१
कुल योग	९,७५,४४,४९५	१००.००



(ट) पत्रव्यवहार हेतु पता :

शेयरधारकों के समस्त पत्र कंपनी के रजिस्ट्रार व शेयर ट्रांसफर एजेन्ट्स लिंक इनटाइम इंडिया प्राइवेट लिमिटेड या कंपनी के रजिस्टर्ड ऑफिस पर स्थित लीगल व सेक्रेटेरियल विभाग को भिजवाए जाने चाहिए, जिनके पते नीचे दिए गये हैं :

<b>लिंक इनटाइम इंडिया प्राइवेट लिमिटेड</b> सी-१३, पन्नालाल सिल्क मिल्स कम्पाउण्ड एल बी एस मार्ग, भाण्डुप (पश्चिम), मुंबई - ४०० ०७८. फ़ोन : ०२२ - २५९४६९७० फैक्स : ०२२ - २५९४६९६९ ई-मेल : rnt.helpdesk@linkintime.co.in वेबसाइट : www.linkintime.com	<b>लीगल व सेक्रेटेरियल विभाग</b> बजाज इलेक्ट्रिकल्स लिमिटेड ४५/४७, वीर नरीमन रोड, मुंबई - ४०० ००९. फ़ोन : ०२२ - २२०४३८४९, २२०४५०४६ फैक्स : ०२२ - २२८५१२७९ ई-मेल : legal@bajajelectricals.com वेबसाइट : www.bajajelectricals.com
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(ठ) शेयरधारकों/निवेशकों को कंपनी के सुझाव

प्रतिभूतियों और उससे संबंधित मामलों में व्यवहार करते समय जोखिमों को कम करने/टालने के लिए शेयरधारकों/निवेशकों को कंपनी के निम्नलिखित सुझाव हैं :

• अपने शेयरों को डीमैट करें

शेयरधारकों/निवेशकों से निवेदन है कि वे भौतिक शेयरों के खोने, कटने-फटने की संभावना जैसे झंझटों से बचने और प्रतिभूतियों के सुरक्षित तथा शीघ्र व्यवहार सुनिश्चित करने हेतु किसी डिपॉजिटरी पार्टिसिपेंट (डीपी) के माध्यम से अपनी भौतिक होल्डिंग्स को डीमैट/इलेक्ट्रॉनिक रूप में परिवर्तित कर लें। प्रतिभूतियों को डीमैट रूप में रखने से निवेशकों को प्रतिभूतियों का तुरंत ट्रांसफर (हस्तांतरण) पाने में मदद मिलती है। डीमैट रूप में रखे गए शेयरों के हस्तांतरण पर कोई स्टैम्प ड्यूटी देय नहीं होती और भौतिक प्रमाणपत्रों से जुड़े नकली हस्तांतरण, नकली प्रमाणपत्र और खराब डिलीवरी से बचा जा सकता है।

• अपने नैशनल इलेक्ट्रॉनिक क्लीयरिंग सर्विस (एनईसीएस) आदेश को पंजीकृत करवाएँ

यदि शेयर्स भौतिक रूप में रखे गए हों तो शेयरधारकों/निवेशकों को कंपनी को एनईसीएस आदेश प्रदान करना चाहिए और डीमैट रूप में रखे गए शेयरों के मामले में सुनिश्चित करना चाहिए कि डिपॉजिटरी पार्टिसिपेंट (डीपी) के पास उनके बैंक खाते के सही और नवीनतम विवरण उपलब्ध हैं। इससे कंपनी की ओर से मिलने वाले डिविडेंड्स, रीफंड्स आदि के डायरेक्ट क्रेडिट्स पाने में सुविधा होगी तथा डाक में देरी और परिवहन में खोने से बचाव होगा।

• अपने डिवीडेन्ड्स का समय पर नकदीकरण कराएं

कृपया अपने डिवीडेन्ड्स का समय पर नकदीकरण कराएं जिससे उस पर आपके दावे के अमान्य होने/समाप्त होने से बचा जा सके। दावारहित डिवीडेन्ड्स सात वर्ष बाद इन्वेस्टर एज्युकेशन तथा प्रोटेक्शन फंड में ट्रांसफर हो जाते हैं।

• अपने नवीनतम पते की जानकारी दीजिए

समस्त नवीनतम जानकारियां/संचार शीघ्रता से पाने के लिए अपना नवीनतम पता कंपनी में रजिस्टर कराइए।

• अपने कई फोलियो को एकीकृत कीजिए

सदस्यों से अनुरोध है कि विभिन्न फोलियो के अंतर्गत धारित अपने शेयरों को एकीकृत करें ताकि अनावश्यक कई संचार पत्र मिलने के झंझट से बचा जा सके। इससे शेयरों पर सभी कॉर्पोरेट लाभों की एक ही जगह पर ट्रैकिंग की सुविधा मिलेगी और इससे अनेक फोलियो पर नज़र रखने में लगने वाले समय और मेहनत में कमी आएगी।

• नामांकन कराइए

कानूनी वारिसों/उत्तराधिकारियों को बिना किसी झंझट के शेयर हस्तांतरित करने में मदद के लिए, भौतिक रूप में रखे गए शेयरों के मामले में कृपया उनका नामांकन कंपनी के साथ और डीमटेरियलाइज़्ड रूप के मामले में अपने डीपी के पास पंजीकृत करवाएँ। इस सुविधा को पाने के इच्छुक शेयरधारक(कों), कंपनी की वेबसाइट पर उपलब्ध फॉर्म २बी में नामांकन दर्ज करवा सकते हैं या ऊपर बताए गए पते पर लिंक इनटाइम इंडिया प्राइवेट लिमिटेड से ले सकते हैं।

डीमैट रूप में शेयर रखने वाले सदस्य/सदस्यों से अनुरोध है कि वे अपने नामांकन सीधे अपने संबंधित डीपीज को भेजें।

- **धोखेबाजों से बचने के लिए अपनी होल्डिंग्स की नियमित रूप से जाँच करते रहें**  
अक्रियाशील फोलियो के मामले में, जहां शेयरधारक की या तो मृत्यु हो गयी हो या उसने पता बदल लिया हो, धोखेधड़ी पूर्ण लेन-देन की संभावना रहती है। इसलिए हम आपसे उचित सावधानी बरतने का अनुरोध करते हैं तथा अगर शेयरधारक के पते में परिवर्तन हो या मृत्यु हो जाए तो हमें यथाशीघ्र सूचित करें। आपके डिमैट अकाउन्ट को ज्यादा समय तक अक्रियाशील न रहने दें। संबंधित डीपी से आवधिक रूप से धारित शेयरों की विवरणी प्राप्त की जानी चाहिए तथा उनकी जांच भी कर लेनी चाहिए।
- **सिक्वोरिटी विवरण को गोपनीय रखें**  
अपना फोलियो नं/डीपी आईडी/क्लाइंट आईडी किसी अज्ञात व्यक्ति को न बताएं। हस्ताक्षर किए हुए खाली ट्रांसफर डीड्स/डिलीवरी निर्देश स्लिप्स किसी अज्ञात व्यक्ति को न सौंपें।
- **सिक्वोरिटीज के बारे में रजिस्टर्ड इंटरमीडिएरीज के साथ व्यवहार करना**  
निवेशकर्ता को सुनिश्चित करना चाहिए कि वे केवल सेबी रजिस्टर्ड इंटरमीडिएरीज के साथ ही लेन-देन करें तथा ट्रेड के निष्पादन के २४ घंटे के अंदर उन्हें ब्रोकर/सब ब्रोकर से वैध नोट/पुष्टिकरण मेमो ले लेना चाहिए तथा सुनिश्चित किया जाना चाहिए कि कॉन्ट्रैक्ट नोट/पुष्टिकरण मेमो में ऑर्डर नं., ट्रेड नं., ट्रेड का समय, मात्रा, कीमत तथा ब्रोकरेज का उल्लेख किया गया है।
- **एसएमएस एलर्ट सुविधा हेतु पंजीयन करें**  
एसएमएस एलर्ट सुविधा हेतु निवेशकों को अपने डीपी के साथ अपने मोबाइल नंबर पंजीकृत करवाने चाहिए। नेशनल सिक्वोरिटीज डिपॉजिटरी लिमिटेड (एनएसडीएल) और सेंट्रल डिपॉजिटरी सर्विसेस (इंडिया) लिमिटेड (सीडीएसएल) निवेशकों को एसएमएस भेजकर सक्रियता से डीमैट खाते में व्यवहार की सूचना देते हैं। निवेशकों को अपने डीपी को फोन किए बिना अपने डीमैट खातों में हुए डेबिट्स और क्रेडिट्स के बारे में सूचना मिल जाती है और निवेशकों को डेबिट्स और क्रेडिट्स के बारे में जानने के लिए डीपी की ओर से ट्रैन्जेक्शन स्टेटमेन्ट्स पाने का इंतजार नहीं करना पड़ता।
- **सावधानी बरतें**  
अक्रियाशील या मृत शेयरधारक या कंपनी के साथ पंजीकृत पते पर न रहने वाले शेयरधारकों के फोलियो के मामले में कपटपूर्ण हस्तांतरण होने की संभावना है। पते या संपर्क विवरणों में कोई भी बदलाव होने पर कंपनी/डीपी को अवश्य सूचित करें। इसी तरह से शेयरधारकों की मृत्यु की सूचना भी अवश्य दी जानी चाहिए।
- **दस्तावेज भेजना**  
प्रतिभूतियों के प्रमाणपत्रों का पत्र व्यवहार और उच्च मूल्य वाले डिविडेंड/ब्याज वाले वॉरंट पंजीकृत डाक/कुरियर द्वारा भेजे जाने चाहिए या व्यक्तिगत रूप से कंपनी के वैधानिक एवं लिपिकीय विभाग में भेजने चाहिए।

(ड) लावारिस/अदत्त डिविडेंड्स की स्थिति :

	वित्त वर्ष १९९४-९५ तक डिविडेंड	वित्त वर्ष १९९५-९६* से २००२-०३ हेतु डिविडेंड	वित्त वर्ष २००३-०४ और उसके बाद हेतु डिविडेंड
अदत्त डिविडेंड के हस्तांतरण	केंद्र सरकार के सामान्य राजस्व खाते में हस्तांतरित	केंद्र सरकार के इनवेस्टर एज्युकेशन एंड प्रोटेक्शन फंड (आईईपीएफ) में हस्तांतरित	अंतिम तिथि(यों) को आईईपीएफ में हस्तांतरित किया जाएगा
अदत्त डिविडेंड के लिए दावे	आरओसी, महाराष्ट्र** से दावा किया जा सकता है	दावा नहीं किया जा सकता	नीचे दिए गए चार्ट में बताई गई समयावधियों के अंदर कंपनी से दावा किया जा सकता है।

\*वित्तीय वर्ष २००१-०२ और २००२-०३ हेतु कोई लाभांश घोषित नहीं किया गया

\*\*१९९४-९५ तक और सहित एक या एक से ज्यादा वित्तीय वर्ष(षों) के लिए जिन शेयरधारकों ने डिविडेंड वॉरंट(ट्स) भुनाए नहीं हैं, उनसे इस तरह के डिविडेंड का दावा रजिस्ट्रार ऑफ कंपनीज, महाराष्ट्र, १००, एवरेस्ट, मरीन लाइन्स, मुम्बई ४०० ००२ से करने का निवेदन है।

**डिवीडेन्ड की दर तथा इन्वेस्टर एज्युकेशन एंड प्रोटेक्शन फंड में दावा न किए गये डिवीडेन्ड के ट्रांसफर होने की तिथियां**

वित्तीय वर्ष	डिवीडेन्ड का प्रकार	डिवीडेन्ड प्रति शेयर (रु.)	घोषणा की तिथि	आईईपीएफ को ट्रांसफर हेतु देय तिथि
२००३-०४	अंतिम	१.०	२९.०७.२००४	२८.०८.२०११
२००४-०५	अंतिम	३.०	२८.०७.२००५	२७.०८.२०१२
२००५-०६	अंतिम	६.०	२७.०७.२००६	२६.०८.२०१३
२००६-०७	अंतरिम	८.०	१२.०३.२००७	११.०४.२०१४
२००७-०८	अंतिम	८.०	२४.०७.२००८	२३.०८.२०१५
२००८-०९	अंतिम	१०.०	३०.०७.२००९	२९.०८.२०१६

**३१ मार्च २०१०के अनुसार दावा न किए गये डिवीडेन्ड की राशि**

वर्ष	जारी वारण्ट्स की संख्या	दावा न किए गये वारण्ट्स की संख्या	दावा न किए गये का %	डिवीडेन्ड की रकम (रु.)	अदा न किया गया डिवीडेन्ड (रु.)	दावा न किए गये का %
२००३-०४	५,६२४	४४०	७.८२	८६,४२,८८०	६०,८८४	०.७०
२००४-०५	४,६१७	३७५	८.१२	२,५९,२८,६४०	१,८१,६९८	०.७०
२००५-०६	४,५९९	३९०	८.४८	५,१८,५७,२८०	४,२३,०१८	०.८२
२००६-०७	४,८०२	४४२	९.२०	६,९१,४३,०४०	६,२३,०४८	०.९०
२००७-०८	१०,९११	५५१	५.०५	१३,८२,८६,०८०	११,४६,३१२	०.८३
२००८-०९	११,००८	५३०	४.८१	१७,२८,५७,६००	१२,११,६४०	०.७०

**(ढ) कारखानों की अवस्थिति :**

**चाकण इकाई :**

ग्राम महालुंगे, चाकण,  
चाकण तलेगांव मार्ग,  
तालुका : खेड, जिला : पुणे,  
महाराष्ट्र-४१० ५०१.

**रांजनगांव इकाई :**

एम आई डी सी-रांजनगांव  
ग्राम : ढोकसांगवी,  
तालुका : शिरूर, जिला : पुणे,  
महाराष्ट्र-४१२ २१०.

**विंड फार्म :**

ग्राम : वंकुसावडे  
तालुका : पाटण,  
जिला : सातारा,  
महाराष्ट्र-४१५ २०६.

## प्रबंधन चर्चा तथा विश्लेषण

इस वार्षिक रिपोर्ट में प्रस्तुत प्रबंधन चर्चा तथा विश्लेषण पिछले एक साल के दौरान कंपनी के कार्यप्रदर्शन और मौजूदा वर्ष के विषय “ट्रांसफॉर्म २०१०” पर केन्द्रित है जो कि कार्यों के विभिन्न क्षेत्रों में कंपनी को आगे ले जाने के लिए पूरी कंपनी में व्याप्त पहलकारी कदम है। ओराकल ईआरपी के सफल क्रियान्वन के साथ अच्छी शुरुआत हुई है। अब, पूरे संगठन में ईआरपी की क्षमता का दोहन करने और कार्यकारी कार्यप्रदर्शन को बेहतर बनाने का लक्ष्य है। प्रत्येक स्ट्रेटिजिक बिज़नेस इकाई की योजना सभाओं में विभिन्न पहलों, सहायक कार्यों और ब्रांच सेल सपोर्ट, कस्टमर केयर, सीएसडी आदि जैसे कॉर्पोरेट कार्यों आदि पर चर्चा की गई।

### समग्र समीक्षा

बजाज इलेक्ट्रिकल्स लिमिटेड एक ७२ वर्षीय विविध क्षेत्रों में कार्यरत कंपनी है जो कि लाइटिंग, ल्युमिनायर्स, एप्लाएन्सेज़, पंखे तथा इंजीनियरिंग और प्रोजेक्ट्स से जुड़ी है। वित्तीय वर्ष २००९-१० में कंपनी का शुद्ध लाभ मुख्यतः ल्युमिनायर्स बीयू के अलावा अन्य सभी बीयू के बेहतर बिक्री कार्यप्रदर्शन की वजह से बेहतर हुआ है। कंपनी के बेहतर कार्यप्रदर्शन के मुख्य कारणों में बेहतर प्रॉडक्ट मिक्स, वैल्यू इंजीनियरिंग और इनपुट लागतों में आने वाली बढ़त के अंश को ग्राहकों के साथ बाँटने की क्षमता, अनुकूल फोरेक्स गतिविधि और ब्याज कीमतों में गिरावट का समावेश है।

कंपनी का कुल टर्नओवर पिछले वर्ष के रु. १७९४.१३ करोड़ के मुकाबले २५.५% की वृद्धि दर्ज कराते हुए इस साल रु. २२५२.२७ करोड़ रहा। उद्योग ने कच्चे माल की कीमतों में अत्यंत उतार चढ़ाव, जबरदस्त प्रतिस्पर्धा और मुनाफे के मार्जिन पर उल्लेखनीय दबाव देखा।

जबरदस्त प्रतिस्पर्धा के प्रभाव को नकारने और प्रगति के पथ पर अग्रसर होने के लिए कंपनी ने नये उत्पादों की प्रस्तुति द्वारा आय बढ़ाने के अलावा प्रभावशाली लागत नियंत्रण, वैल्यू इंजीनियरिंग, प्रतियोगी सोर्सिंग और ऋण सुधार के साथ ब्रान्ड की उत्तमता के निर्माण करने की कोशिशों से डीलरों और रीटेलरों के नेटवर्क को विकसित करने पर अपना ध्यान केन्द्रित रखा। बाज़ार ने निर्माण क्रिया में मंदी और बुनियादी संरचना/औद्योगिक निवेशों में कमी भी देखी। लेकिन, भारत उच्च वृद्धि वाली अर्थव्यवस्था बनने के मार्ग पर निरन्तर अग्रसर है, और माँग की स्थितियों तथा बुनियादी संरचना के विस्तार में भावी निवेश के फायदों का लाभ उठाने के लिए कंपनी भी तैयार है।

लेकिन, भारत उच्च वृद्धि वाली अर्थव्यवस्था बनने के मार्ग पर निरन्तर अग्रसर है, और माँग की स्थितियों तथा बुनियादी संरचना के विस्तार में भावी निवेश के फायदों का लाभ उठाने के लिए कंपनी भी तैयार है।

### व्यवसाय समीक्षा

#### इंजीनियरिंग तथा प्रोजेक्ट्स बिज़नेस युनिट (ई तथा पी बीयू)

ई तथा पी बीयू ने पिछले २ सालों में अपने टर्नओवर को दुगुना किया और समीक्षाधीन वर्ष में ३९% की वृद्धि और ४०% के सीएजीआर के साथ रु. ७५५ करोड़ का रिकॉर्ड टर्नओवर हासिल किया। १ अप्रैल २०१० को बीयू की ऑर्डर बुक में लगभग रु. ७५० करोड़ का ऑर्डर था।

टीएलटी डिवीजन ने रु. २८० करोड़ का टर्नओवर करते हुए ६२% की वृद्धि दर्ज की, जबकि स्पेशल प्रोजेक्ट्स डिवीजन ने रु. २६५ करोड़ का टर्नओवर करते हुए ६४% की वृद्धि दर्ज की।

हाईमास्ट और स्ट्रीट लाइटिंग डोमेन में कई नए प्लेयर्स के प्रवेश की वजह से प्रतिस्पर्धा के बढ़ते स्तर के बावजूद, हम वर्ष के दौरान लगभग ४,४५० हाईमास्ट और विभिन्न किस्मों के ३५,००० से ज्यादा पोलस बेचने में सफल रहे।

रांजनगाँव युनिट ने ३५,००० एमटी से ज्यादा के साथ अधिकतम टनेज हासिल किया जिसमें ट्रांसमिशन लाइन टॉवर्स का २५,००० एमटी से ज्यादा शामिल है। यह डिवीजन अप्रैल २००९ में शुरू हुई थी और तबसे इसने क्षमता की लगभग ९०% उपयोगिता हासिल करने के लिए लगातार प्रगति की है।

बीते वर्ष में ई तथा पी बीयू हेतु विशेष उपलब्धियाँ हैं :

- हरियाणा के कुरुक्षेत्र जिले के कैथाल में १४×२२ मीटर के सबसे बड़े झंडे को फहराने के लिए ६३ मीटर ऊँचाई का सबसे लंबा फ्लैग पोस्ट का डिज़ाइन, विकास, आपूर्ति, स्थानापन्न एवं क्रियान्वन किया गया, इसने २०१०-११ हेतु लिम्का बुक ऑफ रिकॉर्ड्स में स्थान पा लिया है।
- बांद्रा-वरली सी लिंक ब्रिज को प्रकाशित करना, जो मुम्बई शहर की एक खास पहचान बन गया है।
- वर्ल्ड कप क्रिकेट फाइनल्स, २०११ की मेजबानी के लिए मुम्बई के वानखेड़े स्टेडियम की फ्लड लाइटिंग के ऑर्डर का निष्पादन।

रूरल इलेक्ट्रिफिकेशन बिज़नेस में हमारी रुचि और विविधता के भी अच्छे परिणाम सामने आ रहे हैं और फिलहाल हमारे पास नेशनल इलेक्ट्रिक सप्लाय कंपनी लिमिटेड (एनईएससीएल), नेशनल हाइड्रो पावर कॉर्पोरेशन (एनएचपीसी) तथा और मध्य प्रदेश पूर्व क्षेत्र विद्युत वितरण कंपनी लिमिटेड (एमपीपीकेवीवीसीएल), जबलपुर के अंतर्गत सात परियोजनाएँ चल रही हैं। यह परियोजनाएँ पूर्ण होने के बाद, बजाज इलेक्ट्रिकल्स देश के ८ लाख बीपीएल घरों को बिजली प्रदान करने से जुड़ जाएगा।

हमारी ट्रांसमिशन लाइन डिवीजन पावर ग्रिड कॉर्पोरेशन ऑफ इंडिया लिमिटेड (पीजीसीआईएल), दामोदर वैली कॉर्पोरेशन (डीवीसी), गुजरात इलेक्ट्रिसिटी ट्रांसमिशन कंपनी लिमिटेड (जीईटीसीओ), आंध्र प्रदेश ट्रांसमिशन कॉर्पोरेशन (एपी ट्रांस्को), तमिलनाडु इलेक्ट्रिसिटी बोर्ड (टीएनईबी), पावर कोल्लडैम ट्रांसमिशन कंपनी लिमिटेड (पीकेटीसीएल), महाराष्ट्र स्टेट इलेक्ट्रिसिटी ट्रांसमिशन कंपनी लिमिटेड (एमएसईटीसीएल) आदि जैसे महत्वपूर्ण ग्राहकों से मिले ईपीसी ऑर्डर पूरा करने में लगी है।

बढ़ती प्रतिस्पर्धा का सामना करने, कामकाजी पूँजी की आवश्यकताएँ घटाने और देश में इंफ्रास्ट्रक्चर की तेजी से अपेक्षित बिजनेस की ज्यादा मात्रा की तैयारी के लिए भी ई तथा पी बीयू अनेक सिस्टम सुधार पद्धतियों पर काम कर रही है।

### एप्लाएन्सेज बीयू

एप्लाएन्सेज बीयू द्वारा छोटे घरेलू उपकरणों की एक व्यापक श्रेणी पेश की जाती है जिसमें वाटर हीटर्स, मिक्सर्स, फूड प्रोसेसर्स, माइक्रोवेव ओवन्स, एअर कूलर्स, स्टीम एवं ड्राय आयर्न्स, इलेक्ट्रिक केटली, वाटर फिल्टर्स, टोस्टर्स, राइस कुर्कर्स, ओवन-टोस्टर-ग्रिलर्स, जूसर-मिक्सर-ग्राइंडर, हेयर ड्रायर, चिमनियां, गैस स्टोव्स, हॉब्स, रूम हीटर्स, होम यूपीएस आदि शामिल हैं।

एप्लाएन्सेज बीयू लगातार जोर शोर से वृद्धि की प्रगतिपथ पर अग्रसर है और इसने २५% की वृद्धि तथा २६% का सीएजीआर दर्ज करके रु.५०५ करोड़ का व्यवसाय किया है और छोटे उपकरण इंडस्ट्री में अपने नजदीकी प्रतिस्पर्धी से तकरीबन दुगुने आकार के साथ इसने डोमिनेन्ट नं.१ प्लेयर का स्थान बरकरार रखा है।

इस बीयू ने वित्त वर्ष २००९-१० में लगभग ५.२ मिलियन उत्पाद बेचे हैं जिसका मतलब है हर ४ सेकंड में लगभग १ उत्पाद (दिन में १२ घंटे का समय मानते हुए)। २४ लाख इस्त्रियों, ३.२ लाख वाटर हीटर्स के साथ वाटर हीटर्स वर्ग में इसने अपना नं. १ का स्थान फिरसे हासिल किया है।

इस व्यवसाय पर ध्यान केन्द्रित करते हुए इस बीयू ने आधुनिक रिटेल स्वरूप और कॉर्पोरेट बिक्री में धमाकेदार रूप से प्रवेश किया है।

मॉर्फी रिचर्ड्स (एमआर) ने दूसरे अंतर्राष्ट्रीय प्रीमियम ब्रान्ड्स के साथ जोरदार प्रतिस्पर्धा के बावजूद रु.७३ करोड़ की बिक्री की। ३३% की वृद्धि तथा २६% का सीएजीआर के साथ एमआर ब्रान्ड “छोटे घरेलू उपकरण” इंडस्ट्री के प्रीमियम सेगमेंट में जोरदार वृद्धि तथा अग्रणी ब्रान्ड के रूप में उभरा है। इसकी आधुनिक रिटेल फॉर्मेट्स, सीएसडी और प्रमुख ट्रेड आउटलेट्स में जोरदार उपस्थिति है।

### फैन्स बीयू

फैन्स बीयू द्वारा कंपनी के आईएसओ ९००१/९००२ गुणवत्ता प्रमाणित प्लांट्स में बनाए जाने वाले विविध आकारों और रंगों में सीलिंग, टेबल, पेडेस्टल, वॉल माउन्टेड, एग्जॉस्ट तथा फ्रेश एअर पंखों की एक आकर्षक श्रेणी पेश की जाती है।

बीयू ने २८% की वृद्धि और २४% का सीएजीआर दर्ज कराते हुए १६% मार्केट शेयर के साथ लगभग रु.३७९ करोड़ का टर्नओवर हासिल करके बेहतरीन प्रदर्शन किया। बीयू ने नए मॉडल्स पेश करने, मार्केट में फायदों, महत्वपूर्ण काउंटर्सों में शॉप हिस्सों, उन्नत ग्रामीण मार्केट में प्रवेश इ. के संबंध में काफी सफलताएँ हासिल की। आज, अत्यधिक सम्मानीय बजाज फैन्स प्रिविलेज क्लब तथा बजाज फैन्स स्टार क्लब प्रोग्राम जैसे प्रतिष्ठित क्लबों के सदस्यों के रूप में ४०० योग्यताप्राप्त डीलरों के साथ सीआरएम पहल फैन्स उद्योग में सबसे ज्यादा चर्चित हैं।

बजाज फैन्स ने अनेक नए मॉडल पेश करने के अलावा, स्टार रेटेड सजावटी पंखे, बजाज-डिज़नी ब्रान्ड के साथ बच्चों के पंखों की श्रेणी के अंतर्गत नए पंखे पेश किए। बीते साल में, एअर-सर्क्युलेटर्स के कई नए मॉडल और औद्योगिक एग्जॉस्ट फैन्स, कूलर-किट्स, पंप्स और मोटर्स का विस्तृत रेंज भी पेश किया गया।

बजाज फैन्स देश में लगभग ५०,००० आउटलेट्स में बेचे जाते हैं-उनमें से १८% ५०,००० से कम जनसंख्या वाले ग्रामीण क्षेत्रों और छोटे शहरों में हैं। आक्रामक मार्केटिंग तथा प्रमोशनल रणनीति के साथ बीयू आने वाले सालों में भी उद्योग में अपने खास पद का लाभ उठाने हेतु तत्पर है।

कंपनी की चाकन इकाई ने बीयू के लिए ३,५०,००० पंखों का निर्माण किया और वर्ष के दौरान नए उत्पाद विकास, वैल्यू इंजीनियरिंग पहलों, गुणवत्ता सुधार प्रयासों आदि में कई अनूठे कार्य किए।

### ल्युमिनायर्स बीयू

ल्युमिनायर्स बीयू द्वारा ल्युमिनायर्स (लाइट फिटिंग्स) की एक व्यापक श्रेणी की बिक्री की जाती है, जिसमें कमर्शियल, इंडस्ट्रियल, फ्लड लाइटिंग, स्ट्रीट लाइटिंग, पोस्ट टॉप लाइटिंग ल्युमिनायर्स के साथ साथ फ्लेम प्रूफ एवं बेहतर सुरक्षा उपयोगों के लिए विशेष ल्युमिनायर्स भी शामिल हैं। यह बीयू आईएसओ ९००१ के लिए प्रमाणित है जबकि विभिन्न उत्पादों का निर्माण आईएसओ ९००२ अपेक्षाओं की पुष्टि करने वाले प्लांट्स में होता है। ये ल्युमिनायर्स विभिन्न प्रकार के लाइट सोर्स की अपेक्षाओं को पूरा करते हैं जिनमें विभिन्न प्रकार तथा रेटिंग्स के सीएफएल, एफटीएल लैम्प्स से लेकर एचआईडी लैम्प्स तक आते हैं। बीयू का विभिन्न उपयोगिताओं हेतु वैज्ञानिक इलुमिनेशन लेआउट्स बनाने के लिए एक लाइटिंग डेवलपमेंट सेन्टर और एलडीएमएस तथा एक सुविधा-संपन्न लेबोरेटरी है जिसे डिपार्टमेंट ऑफ साइन्स एंड टेक्नोलॉजी द्वारा स्वीकृत किया गया है। इस समय बीयू द्वारा एलईडी के साथ नये जनरेशन के ऊर्जा बचाने वाले ल्युमिनायर्स का विकास किया जा रहा है।

ल्युमिनायर्स बीयू ने ९% सीएजीआर के साथ रु. २७५ करोड़ का टर्नओवर हासिल किया. खास तौर पर आईटी, रिटेल, निर्माण और उत्पादन जैसे प्रमुख क्षेत्रों में मंदी की वजह से भारत के संपूर्ण ल्युमिनायर्स उद्योग में मंदी थी. साथ ही, २००९/१० की शुरुआत में संसदीय चुनावों और विधान सभा चुनावों के परिणामस्वरूप सरकारी अधिग्रहणों की मुख्य खरीदारियाँ आगे बढ़ा दी गईं.

बीयू ने यूएसए की रुड लाइटिंग के साथ सार्क देशों में उनके एलईडी वर्ग के उत्पादों के वितरण हेतु करार किया है और साथ ही रुड लाइटिंग (बीटा एलईडी) श्रेणी के उत्पादों का भारत में उत्पादन करने के अधिकार भी अधिग्रहित किए हैं. एलईडी उत्पादों के लिए हमारी रणनीति का यह महत्वपूर्ण भाग होगा.

बीयू ने एलईडी, इंडक्शन लैम्प, ट्रायलक्स, आईबीएमएस आदि जैसे नए उत्पादों को बढ़ावा देने के लिए “ग्रीन बिल्डिंग टेक्नोलॉजीस सॉल्यूशन्स” को अपनी मुख्य पहलों में से एक माना है. इसने दिल्ली, मुम्बई, हैदराबाद जैसे महानगरों में पैनल चर्चाएँ संचालित की और ग्रीन बिल्डिंग पहल के प्रति प्रोत्साहक प्रतिसाद पाया.

बीयू ने लाइटिंग प्रोफेशनल्स के लिए फोटोलक्स एप्लिकेशन डिजाइन सॉफ्टवेयर विकसित किया है. यह सॉफ्टवेयर उन्हें अचूकता तथा तेजी के साथ इलुमिनेशन डिजाइन्स बनाने की सक्षमता प्रदान करता है. बीयू ने प्रीमियम ट्रायलक्स ल्युमिनायर्स को बढ़ावा देना जारी रखा है. राष्ट्रमंडलीय खेलों के लिए स्ट्रीट लाइटिंग हेतु दिल्ली पीडब्ल्यूडी, वोल्क्सवागेन फैक्टरी, टीसीएस चेन्नई आदि से प्रमुख ऑर्डरों के साथ पिछले साल ट्रायलक्स बिजनेस बहुत सफल रहा.

पर्यावरण की सुरक्षा के लिए अपनी प्रतिबद्धता को कायम रखते हुए कंपनी ने अपने सभी प्रमुख वेन्डरों को आईएसओ १४००१ प्रमाणिकरण प्राप्ति में मदद की है. उत्पाद रेखाओं में नीतिगत विविधिकरण के एक अंग के रूप में, बीयू ने एक नई बिजनेस लाइन अर्थात आईबीएमएस (इंटीग्रेटेड इंटेलिजेन्ट बिल्डिंग मैनेजमेन्ट सिस्टम) में कदम रखा है. इसमें एक बीएमएस द्वारा प्रबंधित एचवीएसी कंट्रोलस, फायर अलार्म, एक्सेस व सिक्यूरिटी कंट्रोलस शामिल हैं. बीयू ने अपने संस्थागत ग्राहकों को अत्याधुनिक बैकनेट (BACNET) टेक्नोलॉजी पेश करने के लिए दो बड़े पार्टनरों यानि स्विटजरलैंड के सेक्युरिटीयन तथा कनाडा के डेल्टा कंट्रोलस के साथ गठबंधन किया है. यह उद्यम कंपनी को एक प्रतिस्पर्धिता देगा तथा ग्राहकों द्वारा कंपनी को सम्पूर्ण ऊर्जा प्रबंधन, लाइटिंग तथा कंट्रोलस हेतु बिल्डिंग्स एवं प्रसुविधाओं से पूर्ण समाधान के रूप में देखा जा सकता है.

## लाइटिंग बीयू

लाइटिंग बीयू द्वारा लाइट सोर्सेस एवं डोमेस्टिक ल्युमिनायर्स के विस्तृत श्रेणी की मार्केटिंग की जाती है. लाइट सोर्सेस में जनरल लाइटिंग सर्विस (जीएलएस) लैम्प, फ्लोरेसेन्ट ट्यूब लाइट्स (एफटीएल), कॉम्पैक्ट फ्लोरेसेन्ट लैम्प (सीएफएल), विशेष प्रयोजन वाली लैम्प शामिल हैं. हरित, पर्यावरण-हितैषी तकनीकों और उत्पादों पर विशेष जोर देने के कंपनी के उद्देश्य का अनुपालन करते हुए, बीयू एलईडी आधारित उत्पादों में भव्य प्रवेश की योजना बना रही है. एलईडी पोर्टेबल लाइट्स में प्रवेश इस दिशा में एक कदम है. शहरी और ग्रामीण शहरों में इन उत्पादों की मार्केटिंग हेतु मजबूत वितरण नेटवर्क मौजूद है.

जीएलएस और एफटीएल लैम्प के उत्पादन का काम हिन्द लैम्प द्वारा किया जा रहा है जो कि उ.प्र. में स्थित बीईएल की एक सहयोगी कंपनी है. एक सीएफएल निर्माता कंपनी स्टारलाइट लाइटिंग में इकिटी निवेश से सीएफएल मार्केटिंग शक्ति को बढ़ाया है. स्टारलाइट प्लांट अपनी अनूठी स्विस 'फाल्मा' मशीन पर विश्व स्तरीय उत्पादों का उत्पादन करता है. टी३ सीएफएल का रोल आउट हाल ही में स्थापित की गई दुनिया की सबसे तेज जीई चैन पर भी अग्रसर है.

अत्यधिक प्रतिस्पर्धा और मार्केट के तेजी से बदलते आयामों के बीच भी लाइटिंग बीयू ने काफी अच्छा प्रदर्शन किया है. इसने २६% की वृद्धि और २१% का सीएजीआर के साथ रु. २६१ करोड़ का टर्नओवर हासिल किया. व्यक्तिगत स्तर पर लोगों और सरकारी गठनों द्वारा बड़े पैमाने पर ऊर्जा बचाने वाले लैम्प अपनाए जाने के कारण सीएफएल क्षेत्र में शानदार वृद्धि दर्ज होना जारी है. प्रॉडक्ट सेगमेंट के रूप में, वर्ष २००९-१० में सीएफएल बिक्री ने रु. १५० करोड़ का आँकड़ा छुआ. बीयू को सीएफएल श्रेणी में वर्ष २००९-१० में सरकारी और निजी उपक्रमों की ओर से प्रतिष्ठित ऑर्डर मिले.

बीयू ने अपने नेटवर्क को बढ़ाते हुए और ३,००,००० से ज्यादा आउटलेट्स तक अपनी पहुँच बनाते हुए रिटेल में अपनी पैठ को सुधारना लगातार जारी रखा है. इसके द्वारा टियर ३ और टियर ४ के शहरों तक अपनी पहुँच बढ़ाने के लिए अपनाई गई सुपर डिस्ट्रीब्यूटर नीति के अच्छे परिणाम मिले हैं और यह पूरे भारत में तरक्की कर रही है.

अपने श्रेष्ठ चैनल पार्टनरों के साथ अत्यंत मजबूत तथा स्वस्थ रिश्ते को सुनिश्चित करने के लिए बीयू के डीलर-कस्टमर संबंध प्रबंधन कार्यक्रम “जोश” को आगे बढ़ाया जा रहा है. लाइटिंग बीयू अपने डिस्ट्रीब्यूशन नेटवर्क में सुधार, व्यापक उत्पाद श्रेणी तथा बढ़िया सोर्सिंग रणनीतियों के साथ भविष्य में बेहतर वृद्धि पाने के लिए कृतसंकल्प है.

## वित्तीय कार्यप्रदर्शन

रु. करोड़ में

	२००९-१०	२००८-०९
सकल बिक्री टर्नओवर तथा अन्य आय	२२५२.२७	१७९४.१३
पीबीडीआईटी	२४६.२७	१८५.५४
नकद लाभ	२१४.८२	१४८.५७
निवल लाभ	११७.१०	८९.१३
असाधारण मदों को निकालकर निवल लाभ	१३०.२८	८९.३४

## वित्तीय समीक्षा

आपकी कंपनी ने सभी महत्वपूर्ण मापदंडों में सुधारों के साथ बेहतरीन वित्तीय कार्यकुशलता का प्रदर्शन किया और टोस आधारों वाली कंपनी बन गई. कंपनी ने समीक्षाधीन वित्तीय वर्ष की तीसरी तिमाही में क्यूआईपी रुट के माध्यम से रु.१६०.७९ की पूंजी इकट्टी की. कंपनी ५ साल पहले ओवर लेवरेज्ड होने के बाद समीक्षाधीन वर्ष में डेब्ट के इकिटी से लगभग ०.३१ जितने कम अनुपात में आ गई.

पिछले वर्ष पर २५.२३% की वृद्धि के साथ ३१ मार्च २०१० को समाप्त होने वाले वर्ष में सकल बिक्री तथा अन्य आय रु.२२५२.२७ करोड़ थी.

पीबीडीआईटी (असाधारण मदों को निकालकर) ३२.७३% बढ़कर रु.१८५.५४ करोड़ से रु.२४६.२७ करोड़ हो गई.

रु.११७.१० करोड़ पर पिछले वर्ष के ४.९७% की तुलना में करों पश्चात निवल लाभ ५.२०% था.

क्यूआईपी पूंजियों और ब्याज दर घटाने से डेब्टों के पुनर्भुगतान के संबंध में ब्याज लागत रु.३१.४५ करोड़ पर १४.९३% कम थी.

असाधारण मदों सहित करों के पश्चात लाभ, ३१.३८% की बढ़त के साथ पिछले वर्ष के रु.८९.१३ करोड़ की तुलना में रु.११७.१० करोड़ था. असाधारण मदों के प्रभाव को निकालकर, करों के पश्चात लाभ, रु.१३०.२८ करोड़ था, जो ४५.८२% की बढ़त दर्शाता है.

वर्ष के लिए अर्निंग पर शेयर (ईपीएस) रु.१३.०१ थी.

कंपनी वर्ष २००१०-११ में भी अपना ध्यान लाभप्रद वृद्धि की दिशा में ही केन्द्रित रखना चाहती है.

### ट्रांसफॉर्म २०१०

पिछले साल, टीम बजाज ने वित्तीय वर्ष २००९-१० तक बिक्री लक्ष्य को रु.२००१ करोड़ तक पहुँचाने के लिए 'चैलेंज २००९' नामक सफर की शुरूआत की थी जो अत्यंत सफल रहा. कंपनी ने पिछले साल की तुलना में २५.५% वृद्धि और २६.५% सीएजीआर के साथ रु.२२५२.२७ करोड़ का सेल्स टर्नओवर हासिल किया. कंपनी ने उत्पादों एवं प्रक्रियाओं में निरंतर सुधार, प्रॉडक्ट रेंज में विस्तार और नए वर्गों एवं भूगोलों में प्रवेश द्वारा बेहतरीन बिज़नेस कार्यप्रदर्शन हासिल करने और विकास के पथ पर अग्रसर रहने के लिए, मौजूदा वर्ष में उसके प्रेरक एवं मार्गदर्शक तत्व के रूप में 'ट्रांसफॉर्म २०१०' का विषय चुना है. साथ ही, लागत में कमी, मार्जिन बढ़ाने और कार्यपूँजी विस्तार घटाने पर भी दृढ़ता से ध्यान केंद्रित किया जाएगा.

### अवसर

भारतीय अर्थव्यवस्था के जीडीपी में लगभग ८% का सुधार होने की संभावना है और उसके साथ ही फील गुड फैक्टर भी लौटेगा. उम्मीद है कि नई सरकार सुधार के कार्यक्रम और प्रेरक खपत, बुनियादी संरचना बनाने और आर्थिक वृद्धि प्रोत्साहित करने पर लक्षित मजबूत आर्थिक योजनाओं पर दृढ़ता से ध्यान केंद्रित करेगी. अनुकूल मानसून और उचित सरकारी नीति के साथ ग्रामीण क्षेत्र में तेजी आने की आशा है. बुनियादी संरचना का क्षेत्र शहरी और ग्रामीण, दोनों क्षेत्रों में भव्य अवसर प्रदान करता है. निर्माण क्षेत्र और गृह क्षेत्र भी सुधार के बेहतर लक्षण दिखा रहे हैं.

ये सभी विकास इसके उपभोक्ताओं का सामना करने वाले व्यापारों के साथ साथ औद्योगिक/बुनियादी संरचना वाले व्यापारों में बजाज इलेक्ट्रिकल्स के लिए काफी अवसर प्रदान करते हैं.

### चुनौतियाँ

वैश्विक अर्थव्यवस्था को, जैसा दिख रहा है, अपने पुराने उतार चढ़ावों से उभरने में लगभग १२ से १८ महीनों का समय लगेगा. यूरोप में विकास भावी चिंता का कारण हो सकते हैं. कर्मांडिटी की कीमतें बिना किसी लय के बढ़नी घटनी जारी हैं. पिछले दिनों सुधार की राह पर आशा बंधाने वाली आईटी के अलावा निर्यात उन्मुख उद्योग अभी भी सुधार की राह पर हैं. खराब बुनियादी संरचना और सुधार के कार्यक्रम को बढ़ाने की गति समग्र आर्थिक वृद्धि पर प्रभाव डाल रहे हैं. मुद्रास्फीति बार बार अपना सिर उठा रही है. हम ग्राहकों के साथ बेहतर संबंधों, माँग बढ़ाने के केंद्रित प्रयासों और कंपनी द्वारा दृढ़ बिज़नेस फोकस के साथ इन चुनौतियों का सामना करने की उम्मीद करते हैं.

### भविष्य के प्रति दृष्टिकोण

हमें पूरा विश्वास है कि भारतीय जीडीपी में लगभग ८% का सुधार होगा. भारतीय अर्थव्यवस्था बड़ी इंफ्रास्ट्रक्चर लागतों के साथ घरेलू खपत वाली अर्थव्यवस्था होने के कारण बहुत तेजी से लौटी है. कंपनी लागत प्रबंधन, मार्जिनों में सुधार, अकार्यकुशलता घटाने, आपूर्ति क्रम बेहतर बनाने और उत्पादकता बढ़ाने के माध्यम से "ट्रांसफॉर्मेशन" पर ध्यान केन्द्रित करना जारी रखेगी ताकि वह मार्केट में अपना हिस्सा पाना और अपने वित्तीय कार्यप्रदर्शन में सुधार जारी रख सके. कंपनी के पास संतुलित बिज़नेस पोर्टफोलियो है, जो उपभोक्ता उन्मुखी और बुनियादी संरचना उन्मुखी है और विभिन्न मौसमों में फैला हुआ है. मजबूत डिस्ट्रीब्यूशन नेटवर्क, जबरदस्त ब्रांड, व्यापक उत्पाद पोर्टफोलियो, बड़े सेवा इंफ्रास्ट्रक्चर, उत्कृष्ट वेन्डर आधार और समर्पित कर्मचारियों के साथ साथ बेहतरीन चैनल पार्टनर हमारी कंपनी की मजबूती के मुख्य क्षेत्र हैं. नए ओराकल ईआरपी पैकेज के सफल क्रियान्वन के साथ कंपनी अपनी प्रक्रियाओं, प्रणालियों और नियंत्रणों में और सुधार ला सकेगी. इन सबसे कंपनी को अपनी भावी सफलता के प्रति आशान्वित होने की वजह मिलती है.



## आंतरिक नियंत्रण प्रणालियाँ और उनकी पर्याप्तता

किसी भी इंडस्ट्री में, कंपनी के कामकाज में प्रक्रियाएँ और आंतरिक नियंत्रण प्रणालियाँ महत्वपूर्ण भूमिका निभाती हैं। कंपनी की सुपरिभाषित संगठनात्मक संरचना, लिखित नीति दिशानिर्देश, परिभाषित अर्थो रिटी मेट्रिक्स और आंतरिक नियंत्रण परिचालनों की प्रभावशीलता, आंतरिक नीतियों, लागू नियमों, नियमनों के साथ अनुपालन और संसाधनों की सुरक्षा सुनिश्चित करती है। इसके अलावा, कंपनी बेहतरीन उपलब्ध पद्धतियों के साथ मेल बैठते हुए इन प्रणालियों को लगातार अपग्रेड करती रहती है। वित्तीय स्टेटमेन्ट और अन्य आँकड़ों को तैयार करने हेतु वित्तीय एवं अन्य सभी रिकॉर्डों की विश्वसनीयता सुनिश्चित करने के लिए आंतरिक नियंत्रण प्रणाली को विस्तृत आंतरिक लेखा-परीक्षा, प्रबंधन द्वारा नियमित समीक्षाओं एवं मानक नीतियों और दिशानिर्देशों का सहयोग प्राप्त है। प्रभावशाली नियंत्रण के लिए प्रबंधन सूचना प्रणाली सामयिक एवं अचूक जानकारी प्रदान करती है। कंपनी की आंतरिक नियंत्रण प्रणाली सुदृढ़ करने हेतु ओराकल आधारित ईआरपी क्रियान्वित की गई है। खर्च, कैपिटल और मानव बजेटिंग प्रक्रिया सहित संपूर्ण व्यापारिक योजना सुनिश्चित करती है कि ध्येयों के सामने प्रगति की जाँच की जा रही है और सभी मुख्य खर्चों को नियंत्रित किया गया है ताकि वास्तविक लागत बजट के अनुसार हो।

## मानव संसाधन (एचआर) में सामग्री विकास

मानव संसाधन किसी भी संगठन का अभिन्न एवं महत्वपूर्ण भाग है। आपकी कंपनी मानव पूँजी का महत्व समझती है और उसका अत्यधिक मान करती है। आपकी कंपनी ने अपने कर्मचारियों के विकास और तरक्की के लिए कई मजबूत नीतियाँ शुरू की हैं। योग्यता को प्रोत्साहन देने और नई विचारधारा बढ़ाने के लिए व्यक्तिगत कार्यप्रदर्शन सराहना प्रणालियाँ (इंडिविजुअल परफॉर्मेंस एग्जल सिस्टम्स) क्रियान्वित की गई हैं। सभी स्तरों पर भूमिकाएँ एवं उत्तरदायित्व स्पष्ट रूप से परिभाषित हैं।

पसंदीदा नियोक्ता बनने के उद्देश्य के साथ कंपनी ने अच्छी भर्ती प्रणाली और “कर्मचारी स्टॉक विकल्प योजना” सहित कार्यप्रदर्शन आधारित मानदेय नीति प्रारंभ की है, जो कर्मचारियों के मन में संगठन के साथ स्वामित्व की भावना जगाती है। आपकी कंपनी नियमित प्रशिक्षण और व्यावसायिक विकास कार्यक्रमों के माध्यम से अपने लोगों की क्षमता और अनुभव बढ़ाने का अवसर प्रदान करने के महत्व को पहचानती है, जिससे कंपनी को व्यवसायिक उद्देश्य पाने की योग्यता मिलती है। प्रशिक्षण कार्यक्रमों का लक्ष्य उद्योग केंद्रित ज्ञान, प्रबंधन विकास तथा सक्षमता संवृद्धि के साथ साथ सामान्य कॉर्पोरेट एवं साधारण क्षमताएँ विकसित करना है।

## सामाजिक ज़िम्मेदारी

बजाज समूह और बजाज इलेक्ट्रिकल्स ने इस साल भी शिक्षा, ग्रामीण विकास, पर्यावरण सुरक्षा और सामाजिक उद्धार संबंधी अनेक क्षेत्रों में अपनी महत्वपूर्ण भूमिका निभाई। आईएमसी लेडीज़ विंग-जानकीदेवी बजाज पुरस्कार, बीएमए मैनेजमेन्ट युमैन अचीवर ऑफ द ईयर अवॉर्ड और पर्यावरण मित्र जैसे पिछली वार्षिक रिपोर्टों में उल्लिखित विभिन्न पहलों को कंपनी का संपूर्ण सहयोग मिलना जारी रहा। देश भर में कंपनी के कर्मचारी इस नए काम के लिए निरन्तर अनेक सराहनीय कदम उठा रहे हैं।

## सावधानी वक्तव्य

प्रबंधन चर्चा तथा विश्लेषण में कंपनी के ध्येयों, बढ़त, अनुमानों और अपेक्षाओं के बारे में उल्लिखित विचार लागू नियमों एवं नियमनों के अंदर विकासपरक वक्तव्य हैं। वास्तविक नतीजे, जो कहे अथवा सोचे गए हैं, वे अर्थ स्थितियों, सरकारी नीतियों, नियम व धाराओं, कर अधिनियम और अन्य कारणों से प्रभावित होकर भिन्न हो सकते हैं।

कृते तथा वास्ते निदेशक मंडल

शेखर बजाज

चेयरमैन व मैनेजिंग डायरेक्टर

मुंबई, २६ मई, २०१०

## REPORT OF THE AUDITORS' TO THE MEMBERS

1. We have audited the attached Balance Sheet of BAJAJ ELECTRICALS LIMITED, as at 31st March, 2010, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
  - (e) On the basis of written representations received from the directors, as on 31<sup>st</sup> March, 2010 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
  - (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2010;
    - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
    - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Dalal & Shah  
Firm Registration Number: 102021W  
Chartered Accountants

Anish Amin  
Partner  
Membership No: 40451

Mumbai: May 26, 2010.

## ANNEXURE TO THE AUDITORS' REPORT:

Referred to in paragraph 3 of the Auditors' Report of even date to the members of BAJAJ ELECTRICALS LIMITED on the financial statements for the year ended 31<sup>st</sup> March, 2010

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) As explained to us, considering the nature of the Fixed Assets, the same have been physically verified by the management at reasonable intervals during the year as per the verification schedule adopted by the Company, whereby all the assets are verified, in a phased manner, once in a block of three years. According to the information and explanations given to us and the records produced to us for our verification, discrepancies noticed on such physical verification were not, in our opinion, material and the same have been properly dealt with in the books of account.  
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
2. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. Inventories lying with outside parties have been confirmed by them at the close of the year.  
(b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
3. (a) As per the information and explanations given to us and the records produced to us for our verification, the company has granted unsecured loans to two companies covered in the register maintained under section 301 of the Companies Act, 1956, aggregating to Rs.2,727 lakhs at the beginning of the year, fresh loans granted during the year Rs. 425 lakhs, loans recovered during the year Rs. 500 lakhs and balance at the end of the year aggregating to Rs. 2,652 lakhs.  
(b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.  
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made, at prices which are reasonable having regard to the prevailing market prices and availability at the relevant time.
6. In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under

clause (d) of sub-section (1) of Section 209 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty and cess as at 31st March, 2010 which have not been deposited on account of a dispute, are as follows –

Name of the statute	Nature of dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Sales Tax	Additional demands received on the basis of assessment orders received for Kolkata, Delhi, Lucknow, Chennai, Indore, Nagpur, Guwahati, Patna, Jaipur, Cochin, Bhubaneshwar, HO/EPD/ Mumbai branches.	420.60	Various years ranging from 1985 to 2009	Commissioner Appeals
	Additional demands received on the basis of assessment orders received for Kolkata, Lucknow, Patna, Hyderabad, Bhubaneshwar branches.	92.09	Various years ranging from 1985 to 2009.	Tribunal
	Additional demands received on the basis of assessment orders received for Cochin branch.	13.49	1999-2000, 2002-03, 2003-04, 2008-09.	Sub Court
Income Tax	Demand U/s. 143 (3)	249.09	2005-06 and 2006-07	Commissioner Appeals
		28.05	1984-85 and 1990-91	Tribunal
	Question of Law	23.16	1985-86	High Court
Wealth Tax	-	-	-	-
Service Tax	-	-	-	-
Customs Duty	-	-	-	-
Excise	Issues relating to Export	37.65	1990-91 and 2006-07	Commissioner Appeals
	Decision issued in favour of Collector of Central Excise, Pune.	6.52	1992-93 and 1997-98	Tribunal
Octroi	-	-	-	-

10. The Company has no accumulated losses as at 31<sup>st</sup> March 2010 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or debenture holders or bank during the year.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. In respect of shares, securities, debentures and other investments dealt or traded by the Company, proper records have been maintained in respect of the transactions and contracts and timely entries have been made therein. All the investments are held by the Company in its own name

The company, in our opinion, has maintained proper records and contracts with respect to its investments wherein timely entries of transactions are made.

14. In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company, for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company.
15. The Company has raised working capital funds which are used for the purpose as and when needed. Internal generations have been mainly deployed in fixed assets and investments and partially ploughed back into the business.
16. On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
17. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
18. The Company has not issued any debentures and hence the company has not created any security or charge in respect thereof.
19. The Company has not raised any money by public issues during the year. However, during the year the Company has come up with a Qualified Institutional Placement (QIP) offer for issue of additional 20,48,339 equity shares @ Rs.785 per share (including premium of Rs. 775 per share).
20. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
21. Considering the nature of the business, clause (xiii) of paragraph 4 of the Companies (Auditor's Report) Order 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, are not applicable in the case of the Company for the current year, since in our opinion there is no matter which arises to be reported in the aforesaid order.

For Dalal & Shah  
Firm Registration Number: 102021W  
Chartered Accountants

Anish Amin  
Partner  
Membership No: 40451

Mumbai: May 26, 2010.

**Balance Sheet as at 31st March, 2010**

	Schedule	As at 31st March, 2010 (Rs. Lacs)	As at 31st March, 2009 (Rs. Lacs)
<b>I. SOURCES OF FUNDS :</b>			
<b>(1) SHAREHOLDERS' FUNDS</b>			
(a) Share Capital	1A	1,950.89	1,728.58
(b) Stock options Outstanding [See Note 1.VII.(iv)]	1B	16.20	284.43
(c) Reserves and Surplus	2	47,470.16	22,488.34
		<u>49,437.25</u>	<u>24,501.35</u>
<b>(2) LOANS :</b>			
(a) Secured Loans	3	6,838.51	14,803.10
(b) Unsecured Loans	4	8,344.81	6,582.09
		<u>15,183.32</u>	<u>21,385.19</u>
<b>(3) DEFERRED TAX (See Note 3)</b>			
(a) Liability		1,133.22	1,168.39
(b) Assets		(1,183.51)	(853.67)
		<u>(50.29)</u>	<u>314.72</u>
	<b>TOTAL</b>	<u>64,570.28</u>	<u>46,201.26</u>
<b>II. APPLICATION OF FUNDS :</b>			
<b>(1) FIXED ASSETS</b>			
(a) Gross Block	5	16,996.37	15,447.28
(b) Less: Depreciation		6,575.62	5,728.42
Less : Impairment of Assets of Discontinued Operations		258.86	258.86
(c) Net Block		10,161.89	9,460.00
(d) Capital Work-in-Progress		8.99	247.70
		<u>10,170.88</u>	<u>9,707.70</u>
<b>(2) INVESTMENTS</b>			
	6	3,655.85	3,155.85
<b>(3) CURRENT ASSETS, LOANS &amp; ADVANCES</b>			
(a) Inventories	7	20,943.25	17,770.48
(b) Sundry Debtors		75,068.92	55,915.82
(c) Cash & Bank Balances		6,123.76	5,381.35
(d) Other Current Assets		0.43	0.43
(e) Loans & Advances		17,765.89	11,311.56
		<u>119,902.25</u>	<u>90,379.64</u>
Less:			
<b>CURRENT LIABILITIES &amp; PROVISIONS</b>			
(a) Liabilities	8	62,728.65	51,916.08
(b) Provisions		6,430.05	5,125.85
		<u>69,158.70</u>	<u>57,041.93</u>
<b>NET CURRENT ASSETS</b>		<u>50,743.55</u>	<u>33,337.71</u>
	<b>TOTAL</b>	<u>64,570.28</u>	<u>46,201.26</u>
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS</b>			
	15		

As per our report attached  
For Dalal & Shah  
Firm Registration No. 102021W  
Chartered Accountants

For and on behalf of the Board

**Anish Amin**  
Partner  
Membership No.40451  
Mumbai, May 26, 2010

**Mangesh Patil**  
Company Secretary

**Shekhar Bajaj**  
Chairman and  
Managing Director

**Anant Bajaj**  
Executive Director

**R. Ramakrishnan**  
Executive Director

Mumbai, May 26, 2010

**Profit and Loss Account for the year ended 31st March, 2010**

	Schedule	Year ended 31st March, 2010 (Rs. Lacs)	Year ended 31st March, 2009 (Rs. Lacs)
<b>INCOME</b>			
<b>Sales</b>	9- (a)	<b>224,792.92</b>	178,678.04
Less: Excise duty		<u>2,077.56</u>	<u>2,271.55</u>
<b>Net Sales</b>		<b>222,715.36</b>	176,406.49
<b>Operating Income</b>	9 - (b)	<b>147.32</b>	164.81
<b>Other Income</b>	9 - (c)	<b>286.28</b>	570.10
		<u><b>223,148.96</b></u>	<u>177,141.40</u>
<b>EXPENSES</b>			
Cost of Goods Traded and Materials Consumed	10	<b>165,235.76</b>	131,492.79
Personnel Cost	11	<b>9,715.40</b>	7,711.33
Other Expenditure	12	<b>24,480.13</b>	19,184.09
Interest	13	<b>3,144.87</b>	3,697.19
Amounts Written Off	14	<b>647.35</b>	372.51
Depreciation & Amortisation	5	<b>946.21</b>	880.98
Less: Transferred from Revaluation Reserve (See Note 6)		<u>(26.26)</u>	<u>(26.26)</u>
Transferred to Contract Work-in-Progress carried forward		<b>(1,556.84)</b>	(172.90)
		<u><b>202,586.62</b></u>	<u>163,139.73</u>
<b>Profit from Operations</b>		<b>20,562.34</b>	14,001.67
Less : Provision for Irrecoverable portion of Loan Given to a Company (See Note 24)		<b>500.00</b>	-
<b>Profit before Tax</b>		<b>20,062.34</b>	14,001.67
Taxation			
Current Tax (including wealth tax (See Note 12(a)))		<b>7,900.00</b>	5,000.00
Deferred Tax		<b>(365.00)</b>	(97.82)
Fringe Benefit Tax		-	<u>165.00</u>
<b>Profit after Tax</b>		<b>12,527.34</b>	8,934.49
Prior Period Expenses		<b>(54.83)</b>	(21.41)
Provision for Taxes in respect of earlier years (See Note 12(b))		<b>(763.00)</b>	-
		<u><b>11,709.51</b></u>	<u>8,913.08</u>
Add : Balance brought forward from previous year		<b>2,173.04</b>	1,782.31
<b>Balance available for Appropriation</b>		<b>13,882.55</b>	<u>10,695.39</u>
<b>APPROPRIATIONS:</b>			
Proposed Dividend		<b>2,341.78</b>	1728.58
Tax on Equity Share Dividend		<b>388.94</b>	293.77
Transferred to General Reserve		<b>7,950.00</b>	6,500.00
Balance carried to Balance Sheet		<b>3,201.83</b>	2,173.04
		<u><b>13,882.55</b></u>	<u>10,695.39</u>
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS</b>			
	15		
EPS - Numerator (See Note 27 (ii) & 28)		<b>11,709.51</b>	8,913.08
Nominal value per Share Rs.		<b>2/-</b>	2/-
Basic (Rs.)		<b>13.01</b>	10.31
Diluted (Rs.)		<b>12.68</b>	9.95

AAs per our report attached  
For Dalal & Shah  
Firm Registration No. 102021W  
Chartered Accountants

For and on behalf of the Board

**Anish Amin**  
Partner  
Membership No.40451  
Mumbai, May 26, 2010

**Mangesh Patil**  
Company Secretary

**Shekhar Bajaj**  
Chairman and  
Managing Director

**Anant Bajaj**  
Executive Director

**R. Ramakrishnan**  
Executive Director

Mumbai, May 26, 2010

**Schedule Nos. 1-15 annexed to and forming part of the Financial Statements for the year ended 31st March, 2010**

**Schedule 1A - Share Capital**

	<b>As at 31st March, 2010 (Rs. Lacs)</b>	<b>As at 31st March, 2009 (Rs. Lacs)</b>
<b>Authorised :</b>		
100,000,000 Equity Shares of Rs.2/- each	<u>2,000.00</u>	<u>2,000.00</u>
	<b>2,000.00</b>	<b>2,000.00</b>
<b>Issued, Subscribed &amp; Paid up :</b>		
97,544,495 Equity Shares of Rs.2/- each fully paid up (See Note No.1 )	<u>1,950.89</u>	<u>1,728.58</u>
	<b>1,950.89</b>	<b>1,728.58</b>

**Notes :**

- Of the above equity shares :
  - 14,000 Equity Shares of Rs.2/- each (Previous year 2,800 Equity shares of Rs.10/- each) are allotted as fully paid pursuant to a contract without payment being received in cash,
  - 863,900 Equity Shares of Rs.2/- each (Previous year 172,780 Equity shares of Rs.10/- each) are issued to the Deferred Shareholders pursuant to the Scheme of Conversion of Deferred Shares into Equity Shares,
  - 187,700 Equity Shares of Rs.2/- each (Previous year 37,540 Equity shares of Rs. 10/- each) are issued as fully paid to the Shareholders of the erstwhile Matchwel Electricals (India) Limited in terms of the Scheme of Amalgamation,
  - 55,218,400 Equity Shares of Rs.2/- each (Previous year 1,10,43,680 Equity shares of Rs. 10/- each) are allotted as fully paid Bonus Shares by capitalising Reserves.
  - 1,02,41,695 Equity Shares of Rs.2/- each (Pre-subdivision 20,48,339 Equity shares of Rs. 10/- each) have been allotted to QIBs, during the year, pursuant to the resolution passed by the shareholders through Postal Ballot on 18th November, 2009.
- The Company has granted stock options under the Company's Employees' Stock Option Scheme and stock options outstanding as at 31st March, 2010 are 29,16,080 under Growth Plan and 10,800 under Loyalty Plan. The stock options granted under Growth Plan have not been vested. During the year, the Company has issued and allotted 8,74,000 Equity shares to the eligible employees on their exercise of Loyalty options.
- Also refer Note 27(ii)

**Schedule 1B - Stock Options Outstanding**

As per last Account	<b>284.43</b>	131.51
Add : Additions during the year	-	159.07
Less: Transferred to Securities Premium A/c	<b>262.20</b>	-
Less: Transferred to General Reserve	<u>6.03</u>	<u>6.15</u>
(See Note 22(B))	<b>16.20</b>	<b>284.43</b>

**Schedule 2 - Reserves and Surplus**

**Securities Premium Account**

As per last Account	<b>2,287.88</b>	2,287.88
Received During the Year*	<u>16,381.56</u>	-
	<b>18,669.44</b>	2,287.88
Less : Utilised for Share Issue Expenses (See Note 27(i))	<u>348.30</u>	-
	<b>18,321.14</b>	2,287.88

**Capital Subsidy**

(From Maharashtra Energy Development Agency)

As per last Account	<b>20.00</b>	20.00
Less: Transferred to Maharashtra State Electricity Distribution Company Ltd.	<u>10.00</u>	-
	<b>10.00</b>	20.00

**Capital Redemption Reserve**

As per last Account	<u>135.71</u>	135.71
	<b>135.71</b>	135.71

**Revaluation Reserve: (See Note 6)**

As per last Account	<b>960.94</b>	987.20
Less: Transferred to Profit & Loss Account	<u>26.26</u>	<u>26.26</u>
	<b>934.68</b>	960.94



**Schedule Nos. 1-15 annexed to and forming part of the Financial Statements for the year ended 31st March, 2010**

**Schedule 2 - Contd.**

	<b>As at 31st March, 2010 (Rs. Lacs)</b>	<b>As at 31st March, 2009 (Rs. Lacs)</b>
<b>General Reserve:</b>		
As per last Account	<b>16,910.77</b>	10,404.62
Add: Transferred from Stock Options (See Note 22(B))	<b>6.03</b>	6.15
Add: Transferred from Profit and Loss Account	<b><u>7,950.00</u></b>	<u>6,500.00</u>
	<b>24,866.80</b>	16,910.77
<b>Balance in Profit and Loss Account</b>	<b><u>3,201.83</u></b>	<u>2173.04</u>
	<b><u>47,470.16</u></b>	<u>22,488.34</u>

\*on Issue of 1,74,800 Equity Shares of Rs. 10 each at a premium of Rs. 140 each under Loyalty scheme allotted on 11th Aug 2009, 22nd Sep 2009 & on 21st Dec 2009 to employees under ESOP Scheme, subsequently subdivided into share of Rs. 2/- each. The Options under Loyalty plan were granted at 50% of the market price of Rs. 300/- as on 24.10.2007, the date prior to the date of Grant.

\*on Issue of 20,48,339 Equity Shares of Rs.10 each at a premium of Rs. 775/- allotted to QIBs on 11th Dec, 2009, subsequently subdivided into share of Rs. 2/- each.

**Schedule 3 - Secured Loans**

<b>A) Long Term Loans :</b>		
<b>From Banks</b>		
Rupee Loans	<b>1,100.00</b>	3,155.88
<b>From Institutions</b>		
Rupee Loans	-	24.22
<b>B) Working Capital Loans :</b>		
<b>Cash Credit from consortium banks</b>		
Foreign Currency Loans	<b>1,642.58</b>	1,008.20
Rupee Loans	<b>4,085.63</b>	8,073.53
Interest Accrued and Due on above Loans, (since paid)	<b>10.30</b>	2.84
<b>C) Short Term Loans :</b>		
IDBI Bank Ltd.	-	2,500.00
<b>D) Car Loans :</b>		
HDFC Bank Ltd.	-	4.41
ICICI Bank Ltd.	-	33.47
Kotak Mahindra Primus Ltd.	-	0.55

- 1) Long Term Rupee loans from Banks are secured by Exclusive charge over Office Premises
  - i) bearing no 801-Rustomjee Aspiree Off. Eastern Express Highway, Sion, Mumbai - 400 022 and
  - ii) doors Nos. 103, 103A & 103/1, Nelson Manickam Road, Aminjarkarai, Chennai - 600029
- 2) Working capital Loans are Secured by
  - i. First pari passu charge by way of hypothecation of inventories and book debts, excluding Project Specific assets exclusively charged to IDBI Bank Ltd.
  - ii. First pari passu charge by way of Equitable Mortgage of the Company's immovable properties at Wardha and Mumbai (Reay Road);
  - iii. First pari passu charge over present and future Fixed Assets of the Company, situated at;
    - a) Ranjangaon Units: Dhoksanghvi, Tal.-Shirur, Ranjangaon, Pune-412 210;
    - b) Chakan Unit: Mahalunge, Chakan Talegaon Road, Khed, Pune-410 501;
    - c) Wind Farm: Vankusawade, Tal. Patan, Dist. Satara, Maharashtra-415 206;
    - d) Residential and Commercial properties situated at Mumbai, Ahmedabad, Raipur, Hyderabad and Bangalore.
 These securities also extend to the various credit facilities including Bank Guarantees and Letters of Credit of Rs. 38,077.71 lacs (previous year Rs. 26,397.12 lacs) executed on behalf of the Company established in the normal course of business. Further Company has availed facilities

**Schedule Nos. 1-15 annexed to and forming part of the Financial Statements for the year ended 31st March, 2010**

**Schedule 3 - Contd.**

	<b>As at 31st March, 2010 (Rs. Lacs)</b>	<b>As at 31st March, 2009 (Rs. Lacs)</b>
for Bank Guarantees and Letters of Credit of Rs. 13,275.88 Lacs (Previous Year Rs. 12,252.95 Lacs) from IDBI Bank Ltd. which are secured by exclusive first charge on Company's movable properties and entire current assets pertaining to specific projects and subservient charge on the Company's entire movable assets including Stocks and Book Debts etc.		
3) Short Term Loans are secured by subservient charge on the Company's entire movable assets including Stocks and Book Debts etc.		
4) Car Loans are Secured by way of hypothecation of vehicles acquired out of the said loans		
	<b>6,838.51</b>	<b>14,803.10</b>

**Schedule 4 - Unsecured Loans**

Sales Tax Deferral Loan (an incentive under 1993 Package Scheme of Incentives of SICOM)	<b>3,694.81</b>	3,732.09
<b>Short Term Loans:</b>		
<b>From Banks :</b>		
A B Bank Ltd. (Erstwhile Arab Bangladesh Bank Ltd.)	<b>650.00</b>	500.00
State Bank of Bikaner and Jaipur (WC DL)	<b>4,000.00</b>	2,000.00
<b>From Others :</b>		
Inter-corporate Deposits	-	350.00
	<b>8,344.81</b>	<b>6,582.09</b>

**Schedule 5 - Fixed Assets**

(Rs. Lacs)

Description of Assets	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK			
	As at 1/4/2009	Additions/ Adjustments	Deductions	As at 31/3/2010	As at 1/4/2009	For the Year	Recoupment on Deductions	Upto 31/3/2010	As at 31/3/2010	Adjustment on Impairments of Discontinued Operations	Adjusted Net block 31/3/2010	As at 31/3/2009
Goodwill	0.38	-	-	0.38	0.38	-	-	0.38	-	-	-	-
*Land (Freehold)	180.18	-	-	180.18	-	-	-	-	180.18	-	180.18	180.18
*Land (Leasehold) # (See Note 6)	364.95	-	3.97	360.98	-	-	-	-	360.98	-	360.98	364.95
Roads and Culverts	198.41	-	-	198.41	24.54	3.24	-	27.78	170.63	-	170.63	173.87
*Buildings (See Note 6)	2,935.95	0.16	-	2,936.11	787.74	84.22	-	871.96	2,064.15	-	2,064.15	2,148.21
*Ownership Premises (See Note 5 & 6)	1,578.84	-	-	1,578.84	273.53	29.59	-	303.12	1,275.72	-	1,275.72	1,305.31
** Plant & Machinery	6,569.84	888.84	-	7,458.68	2,709.04	401.89	-	3,110.93	4,347.75	258.86	4,088.89	3,601.94
Dies, Jigs & Patterns	768.30	106.00	-	874.30	456.00	66.88	-	522.88	351.42	-	351.42	312.30
Furniture & Fixtures and Equipments	2,363.82	280.54	111.63	2,532.73	1,220.80	191.68	74.72	1,337.76	1,194.97	-	1,194.97	1,143.02
Trade Marks	0.40	-	-	0.40	0.40	-	-	0.40	-	-	-	-
Vehicles	266.25	170.57	35.12	401.70	68.09	30.14	17.29	80.94	320.76	-	320.76	198.16
Temporary Structures	140.37	46.55	7.01	179.91	140.37	46.54	7.00	179.91	-	-	-	-
Leasehold Improvements	79.59	39.15	-	118.74	47.53	25.61	-	73.14	45.60	-	45.60	32.06
Computer software	-	175.01	-	175.01	-	66.42	-	66.42	108.59	-	108.59	-
<b>TOTAL</b>	<b>15,447.28</b>	<b>1,706.82</b>	<b>157.73</b>	<b>16,996.37</b>	<b>5,728.42</b>	<b>946.21</b>	<b>99.01</b>	<b>6,575.62</b>	<b>10,420.75</b>	<b>258.86</b>	<b>10,161.89</b>	<b>9,460.00</b>
Previous Year	14,400.19	1,257.16	210.07	15,447.28	4,979.40	880.98	131.96	5,728.42	9,718.86	258.86	9,460.00	

Note: 1. Gross Block at cost except items marked \*which are at book value (See Note 6). \*\* Includes in net block, assets not in use and held for disposal of Rs. 13.11 Lacs (Previous Year Rs. 13.11 Lacs)  
2. Furniture & Fixture and Equipments includes Computers

**Schedule Nos. 1-15 annexed to and forming part of the Financial Statements for the year ended 31st March, 2010**

**Schedule 6 - Investments at Cost**

	No. and Class of Shares / Units	Face Value Rs.	As at 31st March, 2010 (Rs. Lacs)	As at 31st March, 2009 (Rs. Lacs)	
<b>Long Term :</b>					
<b>Unquoted:</b>					
<b>Government Securities:</b>					
6-Year National Savings Certificates		46500	0.47	0.47	
6-Year Indira Vikas Patra*		27500	0.28	0.28	
<b>Other than trade:</b>					
<b>In Equity Shares</b>					
M.P. Lamps Limited (Partly Paid Shares - Rs.2.50 per share paid up, Called up Rs. 5.00 per Share) (See Note 7)	48,000 Equity (48,000 Equity)	10	1.20	1.20	
M.P. Lamps Limited (Partly Paid Shares - Rs.1.25 per share paid up, Called up Rs. 5.00 per Share) (See Note 7)	95,997 Equity (95,997 Equity)	10	1.20	1.20	
<b>Trade Investments (Fully Paid):</b>					
The Kalyan Janata Sahakari Bank Ltd.	20,000 Equity (20,000 Equity)	25	5.00	5.00	
Hind Lamps Limited (Associate Company)	2,00,000 'A' Class Equity (2,00,000 "A" Class Equity) (includes 1,00,000 "A" Class Bonus Shares) (includes 1,00,000 "A" Class Bonus Shares)	25	25.00	25.00	
Mayank Electro Ltd.	100 Equity (100 Equity)	100	0.10	0.10	
Bajaj Ventures Ltd. (Associate Company)	75,00,000 Equity (75,00,000 Equity)	10	375.00	375.00	
Starlite Lighting Ltd. (Associate Company)	40,00,000 Equity (40,00,000 Equity)	10	750.00	750.00	
<b>In Preference Shares</b>					
Starlite Lighting Ltd. (Associate Company)	1,50,00,000 9 % Non -Convertible Cumulative Redeemable Preference Shares	(1,00,00,000 9 % Non -Convertible Cumulative Redeemable Preference Shares)	10	1,500.00	1,000.00
Bajaj Ventures Ltd. (Associate Company)	1,00,00,000 2 % Non -Convertible Cumulative Redeemable Preference Shares	(1,00,00,000 2 % Non -Convertible Cumulative Redeemable Preference Shares)	10	1,000.00	1,000.00
			<u>3,658.25</u>	<u>3,158.25</u>	
Less : Provision for Diminution in the Value of Investment in M.P.Lamps Limited (See Note No. 7)			<u>2.40</u>	<u>2.40</u>	
			<u>3,655.85</u>	<u>3,155.85</u>	

\* 6-Year Indira Vikas Patra of the Face Value of Rs.27,500 which are matured but not encashed are lying with Government department. [See notes 1(V)]  
Figures and words in brackets, in this schedule, indicate previous year's No. and Class of Shares / Units.

**Schedule Nos. 1-15 annexed to and forming part of the Financial Statements for the year ended 31st March, 2010**

**Schedule 7 - Current Assets, Loans and Advances**

	As at 31st March, 2010 (Rs. Lacs)		As at 31st March, 2009 (Rs. Lacs)
(a) Inventories: (As valued & certified by the Management)			
Stores, Spares and Packing Materials: At cost*	150.54		138.67
Raw Materials and Components: At cost*	2,777.31		3,218.39
Work-In-Progress : At cost	1,243.72		1,931.05
Finished Goods in Transit:			
(Cost to date or net realisable value whichever is lower)	290.59		273.77
Finished Goods: At cost or net realisable value whichever is lower	16,481.09		12,208.60
	<u>20,943.25</u>		<u>17,770.48</u>
*Except slow and non-moving inventory which is valued at net realisable value			
(b) Sundry Debtors: Unsecured (See Note 25)			
Over six months:			
Considered Good	22,823.90		11,884.21
Considered Doubtful	488.29		535.12
	<u>23,312.19</u>		<u>12,419.33</u>
Less: Provision	488.29		535.12
	<u>22,823.90</u>		<u>11,884.21</u>
Others: Considered Good	52,245.02		44,031.61
	<u>75,068.92</u>		<u>55,915.82</u>
(c) Cash & Bank Balances:			
Cash in hand	2,803.27		2,223.12
(Including Cheques on Hand (Rs. 2,666.48 Lacs, (Previous Year Rs.2,150.08 Lacs.))			
Balance with Scheduled Banks:			
In Cash Credit Accounts	300.55		1,396.86
In Current Accounts	2,333.00		857.03
In Fixed Deposits	79.81	290.94	
Margin Money	568.81	599.10	
Interest accrued but not due on above	<u>36.82</u>	<u>13.50</u>	903.54
Balance with Co-operative Bank (Unscheduled): In Current Account (Maximum balance outstanding during the year Rs. 1.55 Lacs (Previous Year Rs. 0.80 Lacs.))	1.50		0.80
	<u>6,123.76</u>		<u>5,381.35</u>
(d) Other Current Assets:			
Interest accrued on Investments, Loans etc.	0.43		0.43
(e) Loans & Advances:			
(Unsecured, considered good, unless otherwise stated):			
Loans given to Associate Companies			
Hind Lamps Ltd.,			
(Maximum balance outstanding during the year Rs. 2,372.00 Lacs (Previous Year Rs. 2,462.00 Lacs.))* (See Note 24)			
Considered Good	1,872.00		1,947.00
Considered Doubtful	500.00		-
	<u>2,372.00</u>		<u>1,947.00</u>
Less: Provision for Doubtful portion of loan	500.00		-
	<u>1,872.00</u>		<u>1,947.00</u>
Starlite Lighting Ltd.,	280.00		780.00
(Maximum balance outstanding during the year Rs. 1,380.00 Lacs (Previous Year Rs. 780.00 Lacs.))*			
Housing Loans to Employees	48.97		40.81

Schedule Nos. 1-15 annexed to and forming part of the Financial Statements for the year ended 31st March, 2010

### Schedule 7 - Contd.

	As at 31st March, 2010 (Rs. Lacs)	As at 31st March, 2009 (Rs. Lacs)
Advances recoverable in cash or in kind or for value to be received		
Good	8,862.07	5,809.06
Doubtful	284.13	155.23
	<u>9,146.20</u>	<u>5,964.29</u>
Less: Provision	<u>284.13</u>	<u>155.23</u>
	8,862.07	5,809.06
Advances of Capital nature	4,453.64	1,975.86
Contract work-in-progress	1,556.84	172.90
Advance Income Tax (Net of Provisions) (See Note 12 )	525.20	68.44
Balances with Central Excise and Customs Department	167.17	517.49
	<u>17,765.89</u>	<u>11,311.56</u>
*No repayment schedules have been stipulated.		
	<u>119,902.25</u>	<u>90,379.64</u>

### Schedule 8 - Current Liabilities and Provisions

#### (a) Current Liabilities:

Acceptances (See Note 11)	21,875.29	15,068.14
Sundry Creditors:		
Dues of Micro, Small & Medium Enterprises (See Note 9)	9.39	1.50
Other than Micro, Small & Medium Enterprises	29,828.33	26,032.51
Other Liabilities	136.04	1,200.14
VAT / CST Payable	2,430.26	1,677.05
Other Statutory Liabilities Payable	667.21	372.03
Overdrawn in Current Account (Temporary overdraft, as per books of account only)	-	230.40
Advance Received from Customers	7,383.04	6,999.82
Trade Deposits	324.82	289.32
Unclaimed Dividends	36.47	24.88
Interest accrued but not due on Loans	37.80	20.29
	<u>62,728.65</u>	<u>51,916.08</u>

#### (b) Provisions:

Provision for Employee Benefits (See Note 22(A))		
i) Leave Entitlement Liability	1,241.17	986.25
ii) Gratuity	949.32	710.79
	<u>2,190.49</u>	<u>1,697.04</u>
Provision for Warranties & Claims (See Note 4)	1,508.84	1,227.07
Provision for foreseeable loss on Construction Contracts	-	179.39
Proposed Dividend	2,341.78	1,728.58
Provision for Tax on Proposed Corporate Dividend	388.94	293.77
	<u>6,430.05</u>	<u>5,125.85</u>
	<u>69,158.70</u>	<u>57,041.93</u>

### Schedule 9 - (a) Sales

	Year ended 31st March, 2010 (Rs. Lacs)	Year ended 31st March, 2009 (Rs. Lacs)
Sales (net of trade discounts, returns, rebates, etc.)	223,618.98	176,913.83
Job Work Receipts	1.11	13.85
Export Sales	463.78	812.39
Sale of Manufacturing Scrap	709.05	937.97
	<u>224,792.92</u>	<u>178,678.04</u>



Schedule Nos. 1-15 annexed to and forming part of the Financial Statements for the year ended 31st March, 2010

## Schedule 12 - Other Expenditure

	Year ended 31st March, 2010 (Rs. Lacs)	Year ended 31st March, 2009 (Rs. Lacs)
Stores and Spares consumed	1,066.99	1,094.18
Packing Materials Consumed	338.63	289.37
Power, Fuel and Water	212.66	167.45
Rent	1,203.72	977.43
Rates & Taxes (Including Leasehold Land Rent Rs. 0.01 Lacs, Previous Year Rs. 0.01 Lacs.)	31.82	27.08
Lease Rent	116.61	93.63
Insurance	214.30	117.80
Travelling, Conveyance and Vehicle Expenses	2,447.14	2,064.05
Postage, Telegrams, Telephone and Telex	453.98	469.09
Printing and Stationery	161.16	133.61
Repairs: Buildings and Roads	59.44	27.71
Machinery	87.50	108.63
Others	346.01	233.44
	<u>492.95</u>	<u>369.78</u>
Directors' Fees and Travelling Expenses	20.34	25.06
Commission to Non Executive Director (See note 15(D))	10.00	7.60
Advertisement and Publicity	3,309.41	2,335.13
Freight and Forwarding (Net)	4,600.82	3,359.66
Product Promotion & Service Charges (Net)	2,446.04	1,583.88
Cash Discount	1,048.22	743.33
Commission on sales	1,761.11	1,706.11
Foreign Exchange Fluctuation Loss/(Gain)	(6.48)	573.47
Loss on Sale of Assets (Net)	29.41	12.35
Donations	21.15	6.93
Provision for Doubtful Debts and Advances (Net)	164.07	100.09
Provision for foreseeable loss on Construction Contracts	-	55.30
Miscellaneous Expenses	4,336.08	2,871.71
	<u>24,480.13</u>	<u>19,184.09</u>

## Schedule 13 - Interest\*

Interest: Fixed Loans	414.12	545.04
Other Loans	3,290.18	3,581.38
	<u>3,704.30</u>	<u>4,126.42</u>
** Less: Received / Receivable(Gross)	559.43	429.23
	<u>3,144.87</u>	<u>3,697.19</u>

\*Includes Bill Discounting charges

\*\*Tax deducted under Section 194A Rs. 44.83 Lacs (Previous Year Rs. 75.88 Lacs).

## Schedule 14 - Amounts Written Off

Fixed Assets	-	46.86
Lease hold land Amortised	3.97	3.97
Bad Debts	768.38	418.53
Provision for Doubtful Debts Written back	(132.00)	(109.65)
Irrecoverable Advances, Claims, etc.	7.00	12.80
	<u>647.35</u>	<u>372.51</u>

**Schedule annexed to and forming part of the Financial Statements for the year ended 31st March, 2010**

**Schedule 15 - Notes Forming Part of the Financial Statements  
(Rupees in Lacs, unless otherwise stated)**

**1. SIGNIFICANT ACCOUNTING POLICIES**

**I. System of Accounting:**

- i) The Company generally follows the accrual basis of accounting both as to income and expenditure except those with significant uncertainties.
- ii) Financial statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.

**II. Revenue Recognition:**

**Income:**

The Company recognizes income on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

**(1) Sales :**

- (a) Domestic Sales are accounted for on dispatch from the point of sale.
- (b) Export sales are recognized on the basis of the dates of the Mate's Receipt and initially recorded at the relevant exchange rates prevailing on the date of transaction.

(2) Interest is accrued over the period of the loan/investment.

(3) Dividend is accrued in the year in which it is declared whereby a right to receive is established.

(4) Profit/Loss on sale of investment is recognized on the contract date.

(5) Benefit on account of entitlement to import goods free of duty under the "Duty Entitlement Pass Book Scheme" is accounted in the year of export.

(6) Revenue from erection contracts is recognised based on the stage of completion determined with reference to the costs incurred on contracts and their estimated total costs. Provision for foreseeable losses/ construction contingencies on erection contracts is made on the basis of technical assessments of costs to be incurred and revenue to be accounted for.

**III. A) Fixed Assets:**

- i) Freehold Land, Leasehold Land, Buildings (including Leasehold Land appurtenant thereto) and Premises on Ownership basis have been revalued as on 30th September, 1994 and are accordingly carried thereafter at revalued figures less accumulated depreciation / amortisation thereon, except freehold land which are carried at their revalued figures. Additions thereafter are carried at their cost of acquisition less accumulated depreciation.
- ii) Capital goods manufactured by the Company for its own use are carried at their cost of production (including duties and other levies, if any) less accumulated depreciation and other fixed assets are carried at cost of acquisition (including cost of specific borrowings) less accumulated depreciation.

**B) Depreciation:**

- i) a) Depreciation on all Fixed Assets (other than Leasehold Land which is amortized over the period of lease and those mentioned in (ii) and (iii) below) is being provided on "Straight Line Method" at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Computer software is amortized over its useful life, which is determined as "three years".
- b) Pursuant to the revision in the rates prescribed in Schedule XIV to the Companies Act, 1956 vide Notification No.GSR 756(E) dt.16.12.93 issued by the Ministry of Law, Justice and Company Affairs, depreciation has been calculated at new rates only on additions to assets made after the said date.



## Schedule 15 - Contd.

- ii) The depreciation on increased value due to revaluation of buildings and the premises on ownership basis, is being provided on Straight Line Method at the rates specified considering the balance period of life of the assets.

The additional charge of depreciation on increased value due to revaluation of buildings and the premises on ownership basis, has been transferred from Revaluation Reserve to the Profit and Loss Account.

- iii) The Company has provided 100% depreciation on items of Plant & Machinery costing Rs.5,000/- or less upto 15.12.93. Consequent to the amendment in the Schedule as indicated in Note (i) (b) above from 16.12.93, on all additions to fixed assets costing Rs.5,000/- or less, 100% depreciation is provided.

### C) Impairment of Assets:

The Company, at each balance sheet date, assesses individual fixed assets and groups of assets constituting "Cash Generating Units" (CGU) for impairments, if circumstances indicate a possibility or warrant such assessment. Provision is made for impairment to state the assets or CGUs at their realizable value or economic value, as the case may be.

## IV. Foreign Currency Transactions:

The export sales in the first instance are recognised with reference to the Mate's Receipt at the exchange rates prevailing on the transaction date. Foreign exchange gains or losses on realisation are dealt with, as such, in the Profit and Loss account. At the close of the year, all foreign currency loans, liabilities and current assets are stated at the relevant exchange rate prevailing at the close of the year. The exchange difference arising from foreign currency transactions are dealt with, as such, in the Profit & Loss Account.

Foreign Exchange Contracts:

- i) Premium/Discounts are recognized over the life of the contract.
- ii) Profits and losses arising from either cancellation or utilization of the contract and revalorizing the contract at the close of the year are recognized in the Profit and Loss account as detailed in Note No. 13 (e) in Schedule 15 to the accounts.

## V. Investments:

Investments are valued at cost of acquisition less provision made for diminution in the value of investments, which, in the judgment of the management are necessary.

## VI. Inventory Valuation:

Costs of inventories have been computed to include all costs of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

### A. Finished Goods and Work-in-Process :

- a) Finished Goods
  - (i) Traded finished goods and spares are valued at cost, determined on "First In First Out" basis or net realisable value, whichever is lower.
  - (ii) Finished goods manufactured by the Company are valued at lower of cost, determined on "First In First Out" basis or net realizable value. Galvanized structures / products manufactured by the Company are valued at cost, determined on Specific Identification method or net realizable value, whichever is lower.
- b) Work-in-Process is valued at cost unless circumstances require the cost to be written down to realizable value.

### B. Raw Materials:

Raw materials are valued at weighted average cost unless circumstances require the cost to be written down to realizable value.

## Schedule 15 - Contd.

### C. Stores, Spares and Packing Material:

Stores, spares and packing material are valued at monthly weighted average cost unless circumstances require the cost to be written down to realizable value.

- D. Obsolete and non-moving inventory of raw material, stores and spares is carried at cost or market value, whichever is lower. Obsolete and non-moving inventory of galvanized structures are valued at scrap rate.

## VII. Employee Benefits:

### i. Short Term Employee Benefits:

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, exgratia etc. are recognised in the period in which the employee renders the related service.

### ii. Post Employment Benefits:

#### Defined Benefit Plans :

##### A. Gratuity:

The Company is making contributions on an actuarial basis as determined by the Life Insurance Corporation of India (LIC), through Bajaj Electricals Limited Employees' Group Gratuity Trust, to the "Group Gratuity-cum-Life Assurance Scheme" under the Cash Accumulation Policy, which also covers employees who are entitled to gratuity after attainment of retirement age. However, any deficit in plan assets managed by LIC as compared to the actuarial liability, is recognized as a liability immediately.

##### B. Provident Fund :

Employees own and Employer's contribution (after paying Family Pension Scheme portion to Provident Fund Authority) are paid to the Trustees "Bajaj Electricals Limited Employees' Provident Fund Trust" / Concerned Authorities. Deficits in the assets, as compared to the obligations outstanding, are contributed by the Company, as and when they arise.

#### Defined Contributions Plans :

##### C. Superannuation:

Defined contributions to Superannuation Fund is being made to Life Insurance Corporation of India as per the Scheme of the Company.

##### D. Employees' Pension Scheme :

Defined contributions to Employees' Pension Scheme 1995 are made to the Government Provident Fund Authority.

### iii. Leave Entitlement :

Encashable leave entitlements are recognized as a liability, in the calendar year of rendering of service, as per the rules of the company. Being in the nature of long term benefits, the liability is recognized on the basis of the present value of the future benefit obligation as determined by the actuarial valuation.

### iv. Employee Stock Option Scheme :

The Company has granted Stock Options to its employees under the Growth Option as well as Loyalty Option. In respect of the Options granted under the Employees Stock Options Plan, in accordance with guidelines issued by the SEBI and in compliance with the Guidance Note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accounts of India in the year 2005 and applicable for the period on or after 1<sup>st</sup> April 2005, the cost of stock options granted to employees are accounted by the Company using the intrinsic value method and the cost based on excess of market value over the exercise price is recognized in the Profit & Loss Account over vesting period on time proportion basis and included in the 'Salaries, wages, bonus etc.' in Schedule 11 of the Financial Statements. Should any employee leave in the subsequent year, before exercise of the Options, the value of Options accrued in their favour is written back to the General Reserve.

## **Schedule 15 - Contd.**

### **VIII. Export Incentives :**

Export incentives are accounted for on export of goods; if entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

### **IX. Borrowing Costs :**

Borrowing costs are recognised in the financial statements except in respect of specific borrowing raised for acquisition of capital asset until such time the asset is ready to be put to use for its intended purpose, which are added to carrying cost of such asset.

### **X. Taxation :**

- i) Deferred tax assets and liabilities are recognised for the future tax liability arising on account of timing difference between the taxable income and the profits as per the financial statements.
- ii) Deferred tax assets representing carried forward business losses and unabsorbed depreciation are recognised to the extent the management is virtually certain that they are going to be realised in future.
- iii) Deferred tax assets and Liabilities have been recognised by considering the tax rate, which has been enacted or substantively enacted by the Balance Sheet date.
- iv) Deferred tax assets and liabilities, as the case may be, arising on adjustments to Reserves are netted off against the respective adjustments.

### **XI. Discontinued Operations :**

Assets and Liabilities of discontinued operations are assessed at each Balance Sheet date. Impacts of any impairments and write backs are dealt with in the Profit and Loss Account.

Impacts of discontinued operations are distinguished from the ongoing operations of the Company, so that their impact on the Profit and Loss Account for the year can be perceived.

### **XII. Provisions, Contingent Liabilities and Contingent Assets :**

Provisions are recognised for current obligations, which are likely to entail outflow of economic resources in the future periods consequent to obligating events prior to the close of the year.

However, such obligations, not likely to entail outflows in future periods and contingent on the future outcome of events, are disclosed as a matter of information as "Contingent Liabilities". Contingent Assets are neither recognized nor disclosed in the financial statements.

### **XIII. Use of Estimates :**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during reporting period. Differences between actual results and estimates are recognized in the period in which the results are known.

### **XIV. Impairment of Assets:**

The carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

## Schedule 15 - Contd.

2.

		2009-10	2008-09
(i)	Contingent Liabilities not provided for:		
	(a) Disputed Income-tax Matters	300.30	119.40
	(b) Disputed Excise Matters – Gross	68.02	68.02
	– Net of tax	44.90	44.90
	(c) Disputed Sales Tax Matters – Gross	645.63	752.02
	– Net of tax	426.18	496.41
	(d) Claims against the Company not acknowledged as debts – Gross	1558.43	1534.18
	– Net of tax	1028.72	1012.71
	(e) Guarantees/Letter of Comfort given on behalf of Companies	5055.46	2,750.00
	(f) Penalty/damages/interest, if any due to non- fulfillment of any of the terms of works contracts	<b>Amounts not ascertainable</b>	
	(g) Letter of Support given to Associate Company	<b>Amounts not ascertainable</b>	
(ii)	Uncalled liability in respect of partly paid Shares held as investments	7.20	7.20

3. The Company has recognised Deferred Taxes which result from the timing difference between the Book Profits and Taxable Income for the Financial Year 2009-10, the details of which are as under:

Particulars	Balance as at 31 <sup>st</sup> March, 2009	For the year recognised in the "Profit and Loss account"	Balance as at 31 <sup>st</sup> March, 2010
<b>Deferred Tax Liabilities:</b>			
On Account of timing difference in Depreciation	1,168.39	(35.17)	1,133.22
<b>Total (A)</b>	<b>1,168.39</b>	<b>(35.17)</b>	<b>1,133.22</b>
<b>Deferred Tax Assets:</b>			
On Account of timing difference in			
(a) Section 43B Disallowances	33.99	(0.77)	33.22
(b) Leave Entitlement Liability	335.22	77.06	412.28
(c) Gratuity Liability	241.60	73.74	315.34
(d) Provision for Doubtful Debts	181.89	(19.69)	162.20
(e) Provision for foreseeable loss on Erection Contracts	60.97	(60.97)	-
(f) Provision for Doubtful Advances	-	260.47	260.47
<b>Total (B)</b>	<b>853.67</b>	<b>329.84</b>	<b>1,183.51</b>
<b>Net Deferred Tax (A-B)</b>	<b>314.72</b>	<b>(365.00)</b>	<b>(50.29)</b>

4. As required by Accounting Standard 29 – "Provisions, Contingent Liabilities and Contingent Assets", the Company recognised a liability aggregating to **Rs.1,508.84** (Previous Year Rs.1,227.07) for expected warranty claims that are estimated to be incurred in future periods arising out of sales made upto the closure of the year.

Disclosures in respect of provisions for warranty costs,

Particulars	2009-10	2008-09
Opening Balance	1,227.07	889.32
Add : Provided during the year	281.77	337.75
Closing Balance	1,508.84	1,227.07

\* The actual claims incurred during the year are debited to the natural heads of expenses.

5. Ownership premises include the sum of **Rs. 0.01** (Previous Year Rs. 0.01) being the Face Value of Shares in co-operative societies required to be held under their respective bye-laws.

6. The buildings (including leasehold land appurtenant thereto) and ownership premises had been revalued as on 1st January, 1985 then resulting in the net increase in the book value by Rs. 321.01 which had been transferred to Revaluation Reserve. All the freehold land, leasehold land, buildings (including leasehold land appurtenant thereto) and premises on ownership basis had

## Schedule 15 - Contd.

been revalued as on 30th September, 1994 resulting in a further net increase in the book value of the said assets as on 1st October, 1994 by Rs. 2,305.87 which also had been transferred to the Revaluation Reserve. As a result of the above, the total net increase in the book value of the said assets aggregates to Rs. 2,626.88 (Rs. 62.51 on freehold land and Rs.13.69 on leasehold land, Rs. 816.49 on building and Rs. 1,734.19 on ownership premises).

The depreciation on the increased value has resulted in an additional charge for the year of **Rs.26.26** (Previous Year Rs. 26.26). An amount equivalent to the additional charge has been transferred from Revaluation Reserve to Profit & Loss Account. Such transfer, according to an authoritative professional view, is an acceptable practice for the purpose of true and fair presentation of the Company's financial statements. The balance depreciation charged on original cost of assets is in accordance with the SLM rates specified in Schedule XIV to the Companies Act, 1956.

7. In respect of Investments made in M. P. Lamps Ltd., a call of Rs. 2.50 per share on 48,000 equity shares and Rs. 3.75 per share on 95,997 equity shares aggregating to Rs. 4.80 Lacs has not been paid by the Company. On principles of prudence the entire investment in M. P. Lamps is considered as diminished and accordingly valued at Rs. NIL.
8. Estimated amount of contracts remaining to be executed on capital account **Rs. 406.52** (Previous Year Rs. 475.12) net of advances.
9. Based on the information received from some of the vendors with regards to their registration (filing of Memorandum) under "The Micro Small & Medium Enterprises Development Act, (27 of 2006)" the details and provisions required there under are as follows :

Sr. No.	Name of Party	Principal Amount Outstanding	Interest Accrued Thereon*	Delayed Principal amount Payment during the year	Interest on delayed payment during the year*
1.	Pamba Electronic Systems	2.18	-	1.77	0.20
2.	Superlite	6.96	-	3.11	0.17
3.	Micro Cut Engineering	0.13	-	0.28	-
4.	Safe Lifters	0.12	-	1.33	-
	<b>Total</b>	<b>9.39</b>	<b>-</b>	<b>6.49</b>	<b>0.37</b>

\* Due and Payable

10. Disclosure under the Accounting Standard - 7 (Revised) "Construction Contracts"

Particulars	2009-10	2008-09
(a) (i) Contract Revenue recognized during the year	<b>3,126.83</b>	277.69
(ii) Method used to determine the contract revenue recognized and the stage of completion (Refer Note 1(II)(6))	-	-
(b) Disclosure in respect of contracts in progress as at the year end		
(i) Aggregate amount of costs incurred and recognized profits (less recognized losses)	<b>3,950.70</b>	874.35
(ii) Advances received, outstanding	<b>NIL</b>	NIL
(iii) Retentions receivable	<b>NIL</b>	NIL
(iv) Amount due from customers (included under Schedule 7 – Sundry Debtors)	<b>3,225.68</b>	405.46
(v) Amount due to customers (included in Sundry Creditors under Schedule 8 – Current Liabilities and Provisions)	<b>NIL</b>	NIL

11. Acceptances include **Rs. 1,762.07** (Previous Year Rs. 2,205.50 ) for bills accepted by the Company and discounted by the suppliers with Small Industries Development Bank of India under a line of credit extended to the Company, which are secured by a second charge on raw materials, goods in process, semi-finished goods, finished goods and book debts and also on the collateral security created by way of equitable mortgage on the Company's properties at Mumbai and Wardha.
12. a. Provision for taxation includes **Rs. 4.00** (Previous Year Rs. 2.50), provided in respect of wealth tax liability for the year.
- b. The Company had paid taxes with regards to certain disallowances in respect of Assessment Years 2007-08, 2008-09 and 2009-10 against which the Company is in the process of making representations to appropriate authorities to reclaim the same. As a matter of prudence a provision has been made during the year in the books of account without prejudice to the Company's right to contest and reclaim the same.

## Schedule 15 - Contd.

### 13. C.I.F. value of imports, expenditure and earnings in foreign currencies and foreign exchange exposures:

	2009-10	2008-09
(a) C.I.F. value of imports:		
(i) Raw Materials	76.15	18.76
(ii) Capital Goods	195.45	229.42
(iii) Finished Goods	10,718.25	10,480.01
(iv) Machinery Spares	48.50	26.47
Total	11,038.35	10,754.66
(b) Expenditure in foreign currency-Gross:		
(i) Other Expenses	504.24	408.62
(ii) Royalties	29.71	41.19
Total	533.95	449.81
(c) Earnings in foreign exchange:		
(i) F.O.B. value of exports	419.29	812.39
(ii) Freight & Insurance on exports	NIL	NIL
Total	419.29	812.39
	<b>Amount in US\$ / EURO• (in Lacs)</b>	Amount in US\$/ EURO• (in Lacs)
(d) Disclosure of Derivative Instruments and Foreign Currency Exposures outstanding at the close of the year:		
i) (a) Derivative Instruments: Forward Contract Purchase	\$ 33.66	\$ 8.73
(b) Derivative Instruments: Forward Contract Purchase	• 4.53	NIL
ii) Open Foreign Exchange Exposures:		
- Receivables and Bank Balances	NIL	NIL
- Payables	\$ 12.62	\$ 3.33
- Loans	\$ 1.57	\$ 12.12
Purpose	Hedging	Hedging
(e) Exchange differences on account of fluctuations in foreign currency rates:	<b>(Rs. In Lacs)</b>	(Rs. In Lacs)
(i) Exchange difference gains/(loss) recognised in the Profit and Loss account	6.48	(573.47)
(1) relating to Export sales during the year as a part of "Other income/(Other Expenses)"	(2.94)	32.25
(2) on settlement of other transactions including cancellation of forward contracts as a part of "Other income/(Other Expenses)"	9.42	(605.72)
(3) on realignment of open forward contracts against exports of the year	NIL	NIL
(ii) Amount of premium/discount on open forward contracts	32.28	6.17
(1) recognised for the year in the profit and loss account	23.08	3.12
(2) to be recognised in the subsequent accounting period	9.20	3.05

### 14. Remuneration to Auditors (including Service Tax):

Particulars	2009-10	2008-09
Statutory Audit Fees	24.82	16.82
Tax Audit Fees	6.62	6.73
Certification Fees*	28.62	1.73
Other Matters	8.00	1.74
Out of Pocket expenses	1.26	1.06
Total	69.32	28.08

\* Includes Rs. 22.06 (Previous Year Rs. NIL) on account of certification in respect of QIP issues considered as expenses for QIP issue and adjusted against "Security Premium" Account.

## Schedule 15 - Contd.

### 15. Commission Payable to the Managing Director and Executive Director as per Section 309(5) of the Companies Act, 1956:

Particulars	2009-10		2008-09	
Profit Before Provisions		<b>20,062.34</b>		14,001.67
Add:				
(i) Depreciation	<b>919.95</b>		854.72	
(ii) Managerial Remuneration	<b>835.00</b>		603.69	
(iii) Non Executive Director's Commission	<b>10.00</b>		7.60	
(iv) Loss on sale of Fixed Assets	<b>29.41</b>		12.35	
(v) Directors' Sitting Fees	<b>9.40</b>		8.00	
(vi) Provision for Doubtful Debts & Advances Written Off	<b>664.07</b>		100.09	
Sub Total		<b>2,467.83</b>		1,586.45
Total		<b>22,530.17</b>		15,588.12
Less:				
(i) Depreciation as per Section 350	<b>919.95</b>		854.72	
(ii) Provision for Doubtful Debts Written back	<b>132.00</b>	<b>1,051.95</b>	109.65	964.37
Net Profit computed in accordance with Section 349		<b>21,478.22</b>		14,623.75
1. Commission to Managing Director Shri Shekhar Bajaj – Commission payable as determined by the Board of Directors to be limited to 2% of the net profit of the Company. (As determined)		<b>417.05</b>		283.95
2. Commission to Executive Director Shri Anant Bajaj - Commission payable as determined by the Board of Directors to be limited to 1% of the net profit of the Company. (As determined)		<b>208.53</b>		141.98
3. Commission to Executive Director Shri R. Ramakrishnan - Commission payable as determined by the Board of Directors to be limited to an amount equal to 50% of the Basic salary and additional allowance for the year.		<b>28.35</b>		22.95
4. Commission to Non Executive Directors - Maximum Commission restricted to Rs. 40,000/- per Board Meeting attended, per person.		<b>10.00</b>		7.60

### 15. (A) Managing Director's emoluments, included under 'Salaries, Wages, Bonus, etc.' in Schedule 11 – Personnel Cost.

Particulars	2009-10	2008-09
Salary	<b>46.00</b>	36.00
Contribution to Provident Fund, Gratuity Fund & Superannuation Scheme, etc.	<b>16.25</b>	12.72
Perquisites	<b>1.53</b>	8.30
Commission	<b>417.05</b>	283.95
Total	<b>480.83</b>	340.97

### (B) Mr. Anant Bajaj, Executive Director – emoluments included under 'Salaries, Wages, Bonus, etc.' in Schedule 11- Personnel Cost.

Particulars	2009-10	2008-09
Salary	<b>16.95</b>	14.70
Allowances	<b>10.72</b>	9.69
Contribution to Provident Fund, Gratuity Fund & Superannuation Scheme, etc.	<b>5.99</b>	5.19
Perquisites	<b>0.50</b>	1.80
Commission	<b>208.53</b>	141.98
Total	<b>242.69</b>	173.36

## Schedule 15 - Contd.

(C) Mr. R. Ramakrishnan, Executive Director – emoluments included under ‘Salaries, Wages, Bonus, etc.’ in Schedule 11- Personnel Cost.

Particulars	2009-10	2008-09
Salary	34.20	27.90
Allowances	64.00	48.00
Contribution to Provident Fund, Gratuity Fund & Superannuation Scheme, etc.	12.08	9.86
Perquisites	1.20	3.60
Commission	28.35	22.95
Total	139.83	112.31

(D) Non-Executive Directors' Commission included in Schedule 12- Other Expenditure.

Particulars	2009-10	2008-09
Mr. H.V.Goenka	0.80	1.20
Mr. A.K.Jalan	2.40	1.60
Mr. Ajit Gulabchand	0.40	0.80
Mr. V.B.Haribhakti	2.40	1.60
Mr. Madhur Bajaj	1.20	1.20
Dr. (Mrs.) Indu Shahani	1.60	1.20
Dr. R.P.Singh	1.20	-
Total	10.00	7.60

### 16. Information about Business Segments:

Company has identified its Primary Reportable Business Segments comprising of i) Lighting, ii) Consumer Durables, iii) Engineering & Projects and iv) Others. 'Lighting' includes Lamps, Tubes, Luminaries; 'Consumer Durables' includes Appliances & Fans; 'Engineering & Projects' includes Transmission Line Towers, Telecommunications Towers, Highmast, Poles and Special Projects and 'Others' includes Die-casting and Wind Energy.

#### Primary Segment Information :

1) Segment Revenue:

	2009-10	2008-09
a) Lighting	53,586.64	48,844.29
b) Consumer Durables	95,444.67	75,326.89
c) Engineering & Projects	73,684.04	52,235.32
d) Others	147.33	164.80
Sub-total	2,22,862.68	1,76,571.30
Less: Inter segment Revenue	-	-
<b>Net Sales / Income from Operations</b>	<b>2,22,862.68</b>	<b>1,76,571.30</b>

2) Segment Results [Profit / (Loss)]:

	2009-10	2008-09
a) Lighting	3,207.89	3,843.56
b) Consumer Durables	12,096.71	6,968.06
c) Engineering & Projects	7,821.98	6,573.77
d) Others	65.81	75.11
Sub-total	23,192.39	17,460.50
Less: I) Interest (Net)	3,144.87	3,697.19
II) Other un-allocable expenditure net of un-allocable income	(14.82)	(238.34)
<b>Operating Profit / (Loss) before Tax</b>	<b>20,062.34</b>	<b>14,001.67</b>
Provision for Tax – Charge / (Release)	7,900.00	5,000.00



## Schedule 15 - Contd.

	2009-10	2008-09
Provision for Deferred Tax – Charge / (Release)	<b>(365.00)</b>	(97.82)
Provision for Fringe Benefit Tax	-	165.00
Prior Period Expenses	<b>54.83</b>	21.41
Provision for Taxes in respected of earlier years	<b>763.00</b>	-
<b>Earnings after Tax</b>	<b>11,709.51</b>	8,913.08

### 3) Capital Employed (Segment Assets less Segment Liabilities):

	2009-10			2008-09		
	Assets	Liabilities	Net	Assets	Liabilities	Net
a) Lighting	<b>16,850.74</b>	<b>9,189.87</b>	<b>7,660.87</b>	12,206.95	8,842.26	3,364.69
b) Consumer Durables	<b>26,672.86</b>	<b>22,306.88</b>	<b>4,365.98</b>	20,940.20	12,689.81	8,250.39
c) Engineering & Projects	<b>67,341.58</b>	<b>24,730.01</b>	<b>42,611.57</b>	52,557.77	24,337.99	28,219.78
d) Others	<b>544.51</b>	<b>11.90</b>	<b>532.61</b>	651.40	-	651.40
e) Other Unallocable	<b>22,319.28</b>	<b>12,920.03</b>	<b>9,399.25</b>	16,879.61	11,164.61	5,715.00
Total	<b>1,33,728.97</b>	<b>69,158.69</b>	<b>64,570.28</b>	1,03,235.93	57,034.67	46,201.26

### 4) Total cost incurred during the year to acquire segment assets that are expected to be used during more than one period :

	2009-10	2008-09
a) Lighting	<b>617.05</b>	72.15
b) Consumer Durables	<b>122.47</b>	135.09
c) Engineering & Projects	<b>343.48</b>	659.97
d) Others	-	-
e) Other Unallocable	<b>623.82</b>	389.95
Total	<b>1,706.82</b>	1,257.16

### 5) Depreciation and Amortisation :

	2009-10	2008-09
a) Lighting	<b>13.06</b>	7.06
b) Consumer Durables	<b>76.78</b>	72.83
c) Engineering & Projects	<b>440.98</b>	431.09
d) Others	<b>97.93</b>	106.98
e) Other Unallocable	<b>295.17</b>	240.73
Total	<b>923.92</b>	858.69

The Company caters mainly to the needs of the Indian Markets and the export turnover being 0.19% (Previous year 0.45%) of the total turnover of the Company. There are no reportable geographical segments. All assets are located in India.

## 17. Related Party Transactions :

Details of Transactions with Related Parties during the year as required by Accounting Standard - 18 on 'Related Party Transactions' have been disclosed on the basis of parties identified by the key management personnel to be within the definition of Related Parties as per the Standard and noted by the Board of Directors. Accordingly, the information is disclosed hereunder :

### 1. Relationships

- (a) Other related parties where control exists :
- Hind Lamps Limited
  - Bajaj Ventures Limited
  - Starlite Lighting Limited

## Schedule 15 - Contd.

- (b) Key Management Personnel :  
 Mr. Shekhar Bajaj – Chairman & Managing Director  
 Mr. Anant Bajaj – Executive Director  
 Mr. R. Ramakrishnan – Executive Director
- (c) Relatives of key management personnel and their enterprises where transactions have taken place:  
 Mr. Madhur Bajaj  
 Mrs. Kiran Bajaj  
 Mrs. Pooja Bajaj  
 Mrs. Swarnalatha Ramakrishnan  
 Hind Musafir Agency Ltd.  
 Bajaj Auto Ltd.  
 Bajaj Hindusthan Ltd.  
 Jamnalal Bajaj Seva Trust  
 Maharashtra Scooters Ltd.  
 Mukand Engineers Ltd.  
 Mukand Ltd.  
 Bajaj International Pvt. Ltd.  
 Hindustan Housing Co. Ltd.  
 Hindustan Construction Co. Ltd.  
 Jamnalal Sons Pvt. Ltd.  
 Hercules Hoist Ltd.  
 Bajaj Allianz General Insurance Co. Ltd.  
 Bajaj Consumer Care Ltd.

Note : Related party relationship is as identified by the Company and relied upon by the Auditors.

2. Transactions carried out with related parties referred above, in the ordinary course of business :  
 (Previous Years figures are shown in bracket)

Nature of transactions	Related Parties		
	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above
<b>Purchases:</b>			
Capital Goods Purchase	675.00	-	-
	(-)	(-)	(79.65)
Purchases	9,542.16	-	0.41
	(8877.10)	(-)	(36.51)
Purchase of DEPB Licenses	-	-	193.80
	(-)	(-)	(568.35)
<b>Sales:</b>			
Sale	0.11	-	741.27
	(-)	(-)	(60.32)
Sale of Street Lighting items	-	-	-
	(2.03)	(-)	(723.72)
<b>Expenses:</b>			
Director sitting fees	-	-	0.60
	(-)	(-)	(0.60)
Commission	-	-	1.20
	(-)	(-)	(1.20)
Commission paid on Imports	-	-	84.05
	(-)	(-)	(69.41)
Hall hire charges paid	-	-	0.43
	(-)	(-)	(0.34)

**Schedule 15 - Contd.**

Nature of transactions	Related Parties		
	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above
Insurance Premium Paid	-	-	149.41
	(-)	(-)	(144.39)
Reimbursement of Expenses	38.70	-	430.92
	(-)	(-)	(213.37)
Remuneration	-	863.35	-
	(-)	(626.65)	(-)
Rent Paid	-	-	42.16
	(-)	(-)	(33.09)
<b>Income:</b>			
Claims Received	-	-	29.65
	(-)	(-)	(60.41)
Incentives	-	-	1.69
	(-)	(-)	(3.79)
Interest Received	230.43	-	-
	(157.44)	(-)	(-)
Rent Received	-	-	0.96
	(-)	(-)	(0.96)
Royalty Received	-	-	8.66
	(-)	(-)	(14.91)
Services Received	-	-	25.88
	(-)	(-)	(14.98)
<b>Finance:</b>			
9% Redeemable Preference shares	500.00	-	-
	(1,000.00)	(-)	(-)
Loans given	425.00	-	-
	(1,542.00)	(-)	(-)
Rent Deposit Advanced	-	-	150.00
	(-)	(-)	(-)
Trade Advance given	1,895.00	-	-
	(1,390.00)	(-)	(-)
<b>Outstandings:</b>			
Payable	266.54	653.93	41.33
	(269.97)	(450.67)	(42.77)
Receivable	31.62	-	259.78
	(45.12)	(-)	(536.27)
Loans and Advances	3,152.00	-	-
	(2,727.00)	(-)	(-)
Investments	3,650.00	-	-
	(3,150.00)	(-)	(-)
Property Deposit paid	-	-	610.00
	(-)	(-)	(460.00)

## Schedule 16 - Contd.

### 18. Details of materials consumption :

(a) Raw materials and components consumed :

Particulars	Units	2009-10		2008-09	
		Quantity	Value	Quantity	Value
Ferrous Metal & Components	Kgs.	<b>81,673.05</b>	<b>12,590.32</b>	51,724.08	13,717.34
	Nos.	<b>33,61,244</b>		29,49,281	
	M. Tons	<b>33,356.58</b>		33,157.79	
Non-Ferrous Metal & Components	Kgs.	<b>3,87,363.80</b>	<b>2,379.68</b>	3,76,773.97	2,195.10
	Nos.	<b>16,48,746</b>		16,61,165	
	Sets	<b>3,68,845.90</b>		3,33,828.74	
	M. Tons	<b>1,534.00</b>		1,467.26	
Electrical Stampings	Kgs.	-	<b>316.34</b>	-	344.56
	Nos.	<b>7,13,591</b>		6,31,809	
Components Others	Nos.	<b>7,46,465</b>	<b>52.89</b>	7,23,465	88.79
Paints	Ltrs.	<b>9,343.77</b>	<b>63.59</b>	10,298.37	56.64
	Kgs.	<b>38,219.38</b>		32,228.24	
Hardware & Others			<b>93.94</b>		158.90
Total			<b>15,496.76</b>		16,561.33

(b) Imported & Indigenous Raw Materials, Components & Spares consumed :

(i) Raw Material

Particulars	2009-10		2008-09	
	Value	%	Value	%
Imported and indigenous Raw Materials Consumed:				
Imported	<b>105.18</b>	<b>0.68</b>	158.55	0.96
Indigenous	<b>15,391.58</b>	<b>99.32</b>	16,402.78	99.04
Total	<b>15,496.76</b>	<b>100.00</b>	16,561.33	100.00

(ii) Components & Spare Parts

Particulars	2009-10		2008-09	
	Value	%	Value	%
Imported and indigenous stores, spare parts and tools consumed:				
Imported	<b>48.50</b>	<b>4.55</b>	NIL	NIL
Indigenous	<b>1,018.49</b>	<b>95.45</b>	1,094.18	100
Total	<b>1,066.99</b>	<b>100.00</b>	1,094.18	100.00

### 19. Licensed and installed capacity and production :

Particulars	Unit	Licensed capacity		*Installed capacity		Production	
		2009-10	2008-09	2009-10	2008-09	2009-10	2008-09
		p.a.	p.a.	p.a.	p.a.	p.a.	p.a.
Fans	Nos.	<b>10,00,000</b>	10,00,000	<b>8,00,000</b>	8,00,000	<b>3,47,434</b>	3,12,035
Parts & Accessories of Fans	Nos.	<b>50,000</b>	50,000	-	-	-	-
Magneto Assemblies	Nos.	<b>5,00,000</b>	5,00,000	<b>3,00,000</b>	3,00,000	-	-
Parts & Accessories for Magneto	Nos.	<b>25,000</b>	25,000	<b>25,000</b>	25,000	-	-
Electric Motors	Nos.	<b>25,000</b>	25,000	-	-	-	-
Parts & Accessories for Electric Motors	Nos.	<b>5,000</b>	5,000	-	-	-	-
Dies made of Steel	Nos.	<b>90</b>	90	<b>24</b>	24	-	-
Power Generated		-	-	<b>2.8 MW</b>	2.8 MW	<b>41,51,102 KWH</b>	47,84,467 KWH

## Schedule 15 - Contd.

Particulars	Unit	Licensed capacity		*Installed capacity		Production	
		2009-10	2008-09	2009-10	2008-09	2009-10	2008-09
		p.a.	p.a.	p.a.	p.a.	p.a.	p.a.
Highmast Shafts **	Nos.	-	-	4,000	4,000	4,600	3,682
Swaged/Octagonal Poles **	Nos.	-	-	56,000	56,000	33,255	38,078
Lattice Mast / Transmission Line Towers / Others (Galvanising Job work etc.) **	M.Tons	-	-	24,000	24,000	17,446	20,106

\* The installed capacity as certified by the Management, being a technical matter accepted by the Auditors as correct.

\*\* The installed capacity is interchangeable based on business prospects.

### 20. Quantitative information regarding Opening and Closing Stock, Production excluding job work for outside parties, Purchases and Sales:

(Quantity in '000 Pcs)

Products	Opening Stock		Production	Purchases for Resale		Closing Stock		Sales	
	Qty.	Value	Qty.	* Qty.	Value	Qty.	Value	Qty.	Value
1. Lighting	5,759	573.33		1,08,159	22,305.79	8,468	1,893.20	1,05,451	26,102.81
	(8,463)	(1,187.93)		(90,870)	(16,212.19)	(5,759)	(573.33)	(93,574)	(20,784.66)
2. Luminaires	435	1,735.99		5,982	21,814.24	737	2,786.28	5,680	27,483.82
	(740)	(2,647.93)		(4,751)	(20,357.99)	(435)	(1,735.99)	(5,056)	(28,057.51)
3. Engineering & Projects	7,669	4,284.04	***33,153		**39,403.96	6,247	3,632.67	34,935	75,478.13
	(3,656)	(2,765.18)	***36,190)		**24,526.83)	(7,669)	(4,284.05)	(32,177)	(54,237.15)
4. Appliances	429	3,190.34		6,546	39,904.61	678	5,146.79	6,297	57,803.09
	(419)	(3,034.88)		(5,154)	(31,840.32)	(429)	(3,190.30)	(5,144)	(45,952.43)
5. Fans	297	2,424.90	347	3,768	25,818.34	390	3,022.15	4,022	37,925.07
	(325)	(2,419.80)	(312)	(2,825)	(19,671.92)	(297)	(2,424.90)	(3,165)	(29,646.29)
Total		12,208.60			1,49,246.94		16,481.09		2,24,792.92
		(12,055.72)			(1,12,609.25)		(12,208.60)		(1,78,678.04)

\* After adjusting breakages, excess / shortage, samples, etc.

\*\* Including works contracts materials and payments to Sub-Contractors.

\*\*\* Figures are in Metric tones.

Note: Figures include value of spares but not quantity.

Figures in brackets pertain to previous year.

21. Miscellaneous Income includes **Rs. 44.83** (Previous Year Rs. 269.03) being the liabilities no longer payable.

22. Employee Benefits and Employee Stock Options.

A) Disclosures pursuant to Accounting Standard - 15 ( Revised ) " Employee Benefits" :

#### a. Defined Contribution Plans:

Amount of **Rs. 602.06** (Previous Year Rs. 479.25) (Provident Fund, Pension Fund, Superannuation Fund) is recognised as expense and included in "Employee Emoluments" - Schedule 11 in the Profit and Loss Account.

#### b. Defined Benefit Plans:

i) General Descriptions of significant Defined plans:

a. Gratuity Plan

b. Leave Plan

## Schedule 15 - Contd.

ii) Reconciliation of opening and closing balances of the Present Value of the Defined Benefit Obligation :

Sr. No.	Particulars	Gratuity 2009-10	Gratuity 2008-09
a.	Present value of Defined Benefit		
	Obligation at the beginning of the year	<b>1,507.21</b>	1,306.53
b.	Interest cost	<b>106.49</b>	96.02
c.	Current service cost	<b>119.39</b>	95.21
d.	Actuarial Losses / ( Gains)	<b>232.20</b>	112.43
e.	Benefits paid	<b>(136.44)</b>	(102.98)
f.	Present value of Defined Benefit	<b>1,828.85</b>	1,507.21
	Obligation at the close of the year		

iii) Changes in the fair value of Plan Assets and the reconciliation thereof:

Sr. No.	Particulars	Gratuity 2009-10	Gratuity 2008-09
a.	Fair value of Plan Assets at the beginning of the year	<b>796.43</b>	705.86
b.	Add : Expected return on Plan Assets	<b>53.90</b>	47.57
c.	Add / (Less) : Actuarial Losses / ( Gains)	<b>12.60</b>	13.32
d.	Add : Contributions	<b>153.05</b>	132.66
e.	Less: Benefits Paid	<b>(136.44)</b>	(102.98)
f.	Fair value of Plan Assets at the close of the year	<b>879.54</b>	796.43
	Actual Return on Plan Assets	<b>66.50</b>	60.89

iv) Amount Recognised in the Balance Sheet including a reconciliation of the present value of the defined obligation in (i) and the fair value of the plan assets in (ii) to the assets and liabilities recognised in the Balance Sheet:

Sr. No.	Particulars	Gratuity 2009-10	Gratuity 2008-09
a.	Present value of Defined Benefit obligation	<b>1,828.85</b>	1,507.21
b.	Less: Fair value of Plan Assets	<b>(879.53)</b>	(796.42)
c.	Present value of funded obligation	<b>949.32</b>	710.79
d.	Net Liability / ( Asset) recognised in the Balance sheet	<b>949.32</b>	710.79

v) Amount recognised in the Profit and Loss Account are as follows :

Sr. No.	Particulars	Gratuity 2009-10	Gratuity 2008-09
a.	Current Service Cost	<b>119.39</b>	95.21
b.	Interest Cost	<b>106.49</b>	96.02
c.	Expected return on Plan Assets	<b>(53.90)</b>	(47.57)
d.	Actuarial Losses / ( Gains)	<b>219.60</b>	99.12
e.	Past service costs	<b>NIL</b>	NIL
f.	Effect of curtailment / settlement	<b>NIL</b>	NIL
g.	Adjustments for earlier years	<b>NIL</b>	NIL
	Recognised in the Profit and Loss Account	<b>391.58</b>	242.78

vi) Broad Categories of plan assets as a percentage of total assets as at 31.03.2010:

Sr. No.	Particulars	Gratuity 2009-10	Gratuity 2008-09
a.	Government of India Securities	-	-
b.	State Government Securities	-	-
c.	Corporate Bonds	-	-
d.	Fixed Deposit under Special Deposit Scheme	-	-
e.	Public Sector Bonds	-	-
f.	Insurer Managed Funds	<b>100%</b>	100%

## Schedule 15 - Contd.

vii) Actuarial Assumptions as at the Balance Sheet date:

Sr. No.	Particulars	Gratuity 2009-10	Gratuity 2008-09
a.	Discount Rate	7.65%	7.35%
b.	Expected rate of return on Plan Assets	7.50%	7.50%
c.	Salary Escalation rate — Management Staff	7.00%	7.00%
d.	Salary Escalation rate — Non -Management Staff	7.00%	7.00%
e.	Annual increase in Healthcare costs	-	-
f.	Attrition rate		
	21-44 yrs	15%	15%
	45- 57 yrs	1%	1%

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

viii) Leave encashment is not funded.

Amount recognized in the Balance Sheet is as follows:

Particulars	2009-10	2008-09
Present Value of Unfunded Obligation	1,241.17	986.25

Amount recognized in the Profit & Loss Account is as follows:

Particulars	2009-10	2008-09
Total amount included in Personnel cost as Leave Encashment paid	326.78	225.50

Actuarial Assumptions as at the Balance Sheet date:

Sr. No.	Particulars	2009-10	2008-09
a.	Discount rate	7.65%	7.35%
b.	Salary Escalation rate	7.00%	7.00%
c.	Attrition rate		
	21-44 yrs.	15%	15%
	44-57 yrs.	1%	1%

B) Employee Stock Options Scheme:

On 30<sup>th</sup> April, 2009, 5,55,000 outstanding options out of the Growth Options that were granted on 25<sup>th</sup> October, 2007, 24<sup>th</sup> July, 2008 and 6<sup>th</sup> August, 2008 were cancelled and the Remuneration & Compensation Committee of the Company in its meeting held on 30<sup>th</sup> April, 2009 re-granted 4,66,385 Stock Options under Growth Plan to the Eligible Employees, at an exercise price of Rs. 215.55 per option, in consideration of the unusual meltdown of the stock market, which had resulted in a steep fall in the market price of the Company's shares compared to the price prevalent when the Stock Options were granted, and to achieve the basic objectives of the ESOP Scheme viz. to motivate the employees to contribute to the growth and profitability of the Company as also to attract and retain talent in the organization.

The Remuneration & Compensation Committee has also, in its meeting held on 28<sup>th</sup> January, 2010, granted 1,44,000 incremental Stock Options under Growth Plan to the eligible employees consisting of promotees and new joinees, at a price of Rs. 866.75 per option, being the closing equity price of the Company on the National Stock Exchange of India Ltd, as per their eligibility under ESOP 2007 of the Company.

The Compensation cost of Stock Options granted to employees are accounted by the Company using the intrinsic value method.

Summary of stock option	Loyalty	Growth					Total No. of stock options	Weighted average exercise price(Rs.)
		25-10-07	24-07-08	06-08-08	30-04-09	28-01-10		
Date of Grant	25-10-07	25-10-07	24-07-08	06-08-08	30-04-09	28-01-10		
Exercise Price (Rs.)	150.00	300.00	443.25	436.35	215.55	866.75		
Options outstanding as on 1st April, 2009	1,89,600	4,73,000	11,000	77,000	-	-	7,50,600	276.21

## Schedule 15 - Contd.

Summary of stock option	Loyalty	Growth					Total No. of stock options	Weighted average exercise price(Rs.)
Options granted during the year	-	-	-	-	4,66,385	1,44,000	6,10,385	369.18
Options forfeited/lapsed/cancelled during the year	4,000	4,73,000 *	11,000	77,000	33,125	10,000	6,08,125	323.59
Options exercised during the year	1,74,800	-	-	-	-	-	1,74,800	150.00
Options outstanding as on 31st March, 2010	10,800	-	-	-	4,33,260	1,34,000	5,78,060	365.28
Options vested but not exercised as on 31st March, 2010	10,800	-	-	-	4,33,260	1,34,000	5,78,060	365.28
Weighted Average remaining life of outstanding options	1½ yrs	-	-	-	2½ - 4½yrs	2½ - 5½yrs		

\* Includes 6000 options cancelled between 1<sup>st</sup> April 2009 and 30<sup>th</sup> April 2009 on resignation of options grantee(s).

The fair value of options re-granted on 30th April 2009 is Rs. 97.47 per share. The fair value of options granted during the year on 28<sup>th</sup> January, 2010 is Rs. 428.97 per share.

The fair Value has been calculated using the Black Scholes Options Pricing model and the significant assumptions made in this regard are as follows:

	Date of Grant	
	30.04.2009	28.01.2010
Risk free Interest rate	5.33-5.84%	6.15-7.26%
Expected Life (Years)	2.5-4.5 years	2.5-5.5 years
Expected Volatility	62.21-70.36%	60.24-70.23%
Dividend yield	1.99%	1.99%
Price of the underlying share in market at the time of the option grant (Rs.)	215.55	866.75

In respect of Options granted under the Employee Stock Options Plan, in accordance with guidelines issued by the SEBI, the accounting value of the options is accounted as deferred employee compensation, which is amortised on a straight line basis over a period between the date of grant of options and eligible dates for conversion into equity shares.

The above disclosures have been made consequent to the issue of Guidance Note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India in the year 2005 and applicable for the period on or after 1<sup>st</sup> April 2005.

### 23. Premises & Vehicles Taken on Operating Lease:

Particulars	2009-10	2008-09
Rent and Lease rent recognized in the Profit & Loss Account	1,320.32	1,071.06

The Total Future minimum lease rentals payable at the date of Financial Statements is as under:

Particulars	2009-10			2008-09		
	Rent	Lease Rent	Total	Rent	Lease Rent	Total
For a period not later than one year	945.85	104.76	1,050.61	814.97	35.81	850.78
For a period later than one year but not later than five years	2,505.38	456.54	2,961.92	2,430.12	54.85	2,484.97
Later than five years	217.42	160.77	378.19	407.15	103.37	510.52

24. Company has advanced loan aggregating to Rs.2,372 as on 31<sup>st</sup> March 2010 (Previous Year Rs.1,947) to Hind Lamps Ltd. (HLL) in which Company holds 50% of Equity Shares Capital as a promoter and HLL being major dedicated vendor of lamps and tubes to the Company. The loans are a result of continued financial support to HLL in view of substantial losses incurred in past many years. HLL has referred a scheme of revival before the Board for Industrial and Financial Reconstruction (BIFR) envisaging its revival by disposal of some of the assets thereby settling its debt obligation and raising its net worth and profitability. Keeping the revival plan in mind, the Company has estimated a part repayment of the above loan once the scheme is approved by BIFR and implemented by HLL and thereby determining the potential disability to recover the amount of Rs. 500 for substantial period of time. Accordingly the company has as a matter of prudence made a provision for this irrecoverability during the year.



## Schedule 15 - Contd.

25. In respect of Debtors relating to Engineering & Projects Business Unit balance confirmations have not been called for by the Company.
26. Statement of Abstract of Financial Statements and Company's General Business Profile, as compiled by the Company, is attached hereto.
27. (i) During the year, the Company has come up with a Qualified Institutional Placement (QIP) offer for issue of additional 20,48,339 equity shares @ Rs.785 per share (including premium of Rs.775 per share). Entire proceeds of Rs.16,079 net of share issue expenses, have been utilized in repayment debts in accordance with the terms of issue. Share issue expenses amounting to Rs.348.30 have been adjusted against the Share Premium Account as per Section 78 of the Companies Act, 1956.
- (ii) The Company, pursuant to the approval of the shareholders granted by postal ballot on November 18, 2009, sub-divided equity shares to 5 shares of a face value of Rs.2 for every share of a face value of Rs.10 as on January 29, 2010, the record date fixed for the purpose. Accordingly, EPS for the financial year 2008-09 has been recomputed on the basis of face value at Rs.2 per share.
28. Determination of Profits & Capital for computation of EPS:

Particulars	2009-10	2008-09
Profit for the year after Tax, before Extra Ordinary Items	11,709.51	8,913.08
Less: Preference Dividend inclusive Tax	NIL	NIL
Profit available to Equity Shareholder before Extra Ordinary Items	11,709.51	8,913.08
Adjustment of Extra Ordinary Items	NIL	NIL
Profit available to Equity Shareholder after Extra Ordinary Items	11,709.51	8,913.08
No. of Equity Shares of Rs. 2/- each (Previous Year Rs.10/- each)		
Basic	9,00,31,865	8,64,28,800
Add: Effect of Dilutive issue of Employees Stock Options (Refer Note No. 22(B) above)	22,89,381	31,22,569
Diluted	9,23,21,246	8,95,51,369
<b>Earnings Per Share in Rs. :-</b>		
(a) Basic		
i) Before Extra Ordinary Items	13.01	10.31
ii) After Extra Ordinary Items	12.68	9.95
(b) Diluted		
i) Before Extra Ordinary Items	13.01	10.31
ii) After Extra Ordinary Items	12.68	9.95

29. Remittances during the year in foreign currency on account of dividend to non-resident Shareholders were as follows:

	2009-10	2008-09
Number of shareholders	1	1
Number of equity shares (shares of Rs. 2 each)	1,56,000	1,56,000
Amount remitted	Nil	Nil

30. Previous year's figures have been regrouped wherever necessary to make them comparable with those of the current year.

As per our report attached  
For Dalal & Shah  
Firm Registration No. 102021W  
Chartered Accountants

For and on behalf of the Board

**Anish Amin**  
Partner  
Membership No.40451  
Mumbai, May 26, 2010

**Mangesh Patil**  
Company Secretary

**Shekhar Bajaj**  
Chairman and  
Managing Director

**Anant Bajaj**  
Executive Director

**R. Ramakrishnan**  
Executive Director

Mumbai, May 26, 2010

**CASH FLOW STATEMENT for the year ended 31st March, 2010**

	As at 31st March, 2010 (Rs. Lacs)	As at 31st March, 2009 (Rs. Lacs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Profit/(Loss) before Tax	20,062.34	14,001.67
Less : Liability written back	(44.83)	(269.03)
Add : Amounts written off	647.35	482.16
Add : Provision for Irrecoverable portion of Loan Given to a Company	500.00	-
Add : Loss / (Profit) on sale of assets	29.41	12.35
Add : Foreign Exchange Loss / (Gain)	(6.48)	573.47
Add : (Profit) / Loss on Hedging	(14.45)	56.18
Add : Stock Options added during the year	-	159.07
	<u>1,111.00</u>	<u>1,014.20</u>
<b>Net Profit/(Loss) before tax provisions &amp; extraordinary items</b>	<b>21,173.34</b>	<b>15,015.87</b>
<b>Adjustments for :</b>		
Depreciation	919.95	854.72
Provision for Irrecoverable portion of Loan Given to a Company	(500.00)	-
Interest on Loans	3,704.30	4,126.41
Interest Received	(559.43)	(429.23)
Dividend Received	(2.55)	(0.45)
Interest Received (Considered as operating)	559.43	430.11
<b>Operating Profit before Working Capital changes</b>	<b>25,295.04</b>	<b>19,997.43</b>
<b>Adjustments for (Increase) / Decrease in :</b>		
Trade & Other Receivables (Gross before write-offs & making provision for doubtful recoveries)	(23,891.27)	(14,335.68)
Inventories	(3,172.77)	(1,552.98)
Increase / (Decrease) in Trade Payables before write-back	11,424.12	16,439.10
	<u>(15,639.92)</u>	<u>550.44</u>
<b>Cash Generated from Operations</b>	<b>9,655.12</b>	<b>20,547.87</b>
Direct Taxes paid	(9,119.76)	(5,424.12)
Prior Period Items	(54.83)	(21.41)
<b>Net Cash From Operating Activities (A)</b>	<b>480.53</b>	<b>15,102.34</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(1,468.11)	(1,474.84)
Sale of Fixed Assets	25.34	14.93
Advances of Capital nature	(2,477.78)	(282.52)
Redemption/ Diminution / (Purchase) of Investments	(500.00)	(923.09)
Loan given to Companies (Associates)	575.00	(1,542.00)
Interest Received	-	0.87
Dividend Received	2.55	0.45
<b>Net Cash Flow from Investing Activities</b>	<b>(3,843.00)</b>	<b>(4,206.20)</b>
Add : Extraordinary Item	-	0.03
Impact of Discontinued Operations	-	-
<b>Net Cash Flow from Investing Activities after Extraordinary Item (B)</b>	<b>(3,843.00)</b>	<b>(4,206.17)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Capital Subsidy	(10.00)	-
Proceeds from Share issue	16,341.66	-
QIP Issue Expenses	(348.30)	-
Interest Paid	(3,686.78)	(4,182.78)
Proceeds from / (Repayment of) borrowings	(6,201.87)	(2,284.73)
Foreign Exchange (Loss) / Gain	6.48	(573.47)
Profit / (Loss) on Hedging	14.45	(56.18)
Dividends paid	(2,010.76)	(1,613.21)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>4,104.88</b>	<b>(8,710.37)</b>
<b>Net Increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>742.41</b>	<b>2,185.80</b>
<b>Cash and cash equivalents as at 1.4.2009</b>	<b>5,381.35</b>	<b>3,195.55</b>
<b>Cash and cash equivalents as at 31.3.2010</b>	<b>6,123.76</b>	<b>5,381.35</b>

Note :

- 1) An Amount of Rs. 26.26 Lacs (Previous Year Rs.26.26 Lacs) has been transferred from Revaluation Reserve to Profit and Loss Account in respect of Depreciation of Revalued Assets.
- 2) An Amount of Rs. 262.20 Lacs has been transferred from Stock Option Outstanding to Share Premium Account

As per our report attached of even date  
For and on behalf of Dalal & Shah  
Firm Registration No. 102021W  
Chartered Accountants

For and on behalf of the Board

**Anish Amin**  
Partner  
Membership No.40451  
Mumbai, May 26, 2010

**Mangesh Patil**  
Company Secretary

**Shekhar Bajaj**  
Chairman and  
Managing Director

**Anant Bajaj**  
Executive Director

**R. Ramakrishnan**  
Executive Director

Mumbai, May 26, 2010

## Balance Sheet Abstract and Company's General Business Profile

### I. Registration Details

Registration No.

9887

State Code

11

Balance Sheet Date

31	03	2010
Date	Month	Year

(Rs. in ' 000's )

### II. Capital raised during the year

Public Issue

NIL

Right Issue

NIL

Bonus Issue

NIL

Private Placement

20,483

### III. Position of Mobilisation and Deployment of Funds

(Rs. in ' 000's )

**Total Liabilities**

6,457,028

**Total Assets**

6,457,028

**Sources Of Funds**

Paid Up Capital

195,089

Reserves & Surplus

4,747,016

Secured Loans

683,851

Unsecured Loans

834,481

Deferred Tax Balance

(5,029)

**Application Of Funds**

Net Fixed Assets

1,017,088

Investments

365,585

Net Current Assets

5,074,355

Miscellaneous Expenditure

NIL

### IV. Performance of the Company

Turnover

22,271,536

(Rs. in '000s)

Total Expenditure

20,258,662

Profit / (Loss ) Before Tax

2,006,234

Profit / (Loss ) After Tax

1,252,734

Earning Per Share in Rs.

13.01

Dividend Rate

120%

### V. Generic Names of Principal Products/ Services of Company

Item Code No. ( ITC Code )

1. 841451.02

Product Description

Ceiling Fans

2. 850940.00

Mixer

3. 730820.01

Galvanized Structures

By order of the Board of Directors  
 For Bajaj Electricals Limited

Shekhar Bajaj  
 Chairman & Managing Director

Mumbai, May 26, 2010

## Financial Position at a Glance

	(Rs. in Lacs)									
As at	31st March, 2010	31st March, 2009	31st March, 2008	31st March, 2007	31st March, 2006	31st March, 2005	31st March, 2004	31st March, 2003	31st March, 2002	31st March, 2001
<b>We Owned :</b>										
Fixed Assets after deducting depreciation	10,170.88	9,707.70	9,191.99	9,142.76	9,405.95	8,759.74	9,733.32	10,406.71	10,965.35	11,675.44
Investments, Advances and Deposits	20,896.98	14,399.40	11,130.29	7,896.38	5,261.49	4,343.59	4,665.50	5,224.19	6,475.85	5,729.62
Materials and Products for use or sale	20,943.25	17,770.48	16,217.50	11,988.80	10,314.83	8,740.44	5,520.47	5,880.98	4,330.87	5,374.70
Amount due from Customers	75,068.92	55,915.82	42,534.71	35,793.15	27,784.01	18,503.21	14,885.63	13,712.62	11,891.12	11,521.60
Deferred Tax Asset (Net)	50.29	-	-	-	-	-	-	255.06	-	-
Cash and Bank Balances	6,123.76	5,381.35	3,195.55	2,936.62	1,910.17	1,670.79	1,635.36	1,739.33	1,378.02	1,375.68
Advance Payment of Tax (Net)	525.20	68.44	-	177.53	71.79	233.57	150.01	258.73	270.88	188.41
<b>Total :</b>	<b>1,33,779.28</b>	<b>103,243.19</b>	<b>82,270.04</b>	<b>67,935.24</b>	<b>54,748.24</b>	<b>42,251.34</b>	<b>36,590.29</b>	<b>37,477.62</b>	<b>35,312.09</b>	<b>35,865.45</b>
<b>We Owed :</b>										
To Banks	5,728.21	9,081.73	11,116.12	11,920.06	6,512.42	6,199.07	4,731.27	4,969.48	4,934.42	3,861.60
To Others for Deposits & Loans	9,455.11	12,303.46	12,553.80	11,797.00	12,769.83	10,619.07	9,275.24	9,899.99	9,572.35	11,993.34
For Materials, Expenses, etc.	66,427.99	55,019.58	39,326.91	31,812.16	25,066.63	16,321.20	14,989.29	16,896.09	13,844.47	12,146.57
For Deferred Tax Liability (Net)	-	314.72	412.54	726.45	866.28	775.44	155.26	-	225.86	-
For Dividends	2,730.72	2,022.35	1,382.86	-	518.57	268.82	96.63	12.20	12.41	76.36
<b>Total :</b>	<b>84,342.03</b>	<b>78,741.84</b>	<b>64,792.23</b>	<b>56,255.67</b>	<b>45,733.73</b>	<b>34,183.60</b>	<b>29,247.69</b>	<b>31,777.76</b>	<b>28,589.51</b>	<b>28,077.87</b>
<b>Net Worth :</b>										
Share Capital	1,950.89	1,728.58	1,728.58	864.29	1,024.29	1,864.29	1,864.29	1,432.14	1,432.14	1,432.14
Stock Options Outstanding	16.20	284.43	131.51	-	-	-	-	-	-	-
Reserves (Net of Deferred Revenue Expenditure)	47,470.16	22,488.34	15,617.72	10,815.28	7,990.22	6,203.45	5,478.31	4,267.72	5,290.44	6,355.44
<b>Total :</b>	<b>49,437.25</b>	<b>24,501.35</b>	<b>17,477.81</b>	<b>11,679.57</b>	<b>9,014.51</b>	<b>8,067.74</b>	<b>7,342.60</b>	<b>5,699.86</b>	<b>6,722.58</b>	<b>7,787.58</b>

## Range of Products

### ■ APPLIANCES

- |                              |   |
|------------------------------|---|
| <b>Irons</b>                 | - DX5 Nonstick, DX5 Teflon, DX7, New Light Weight, Glider, Popular, MX3, MX8, MX12, MX7, MX9C, New MX9, Auto Standard, Auto Super, DX3, Insta Lift & I-Care – Auto Lift Irons, PX 20 I Dry Iron   |
| <b>Toasters</b>              | - Pop-up, Easy pop, Auto pop ATX3 (Metallic), New Majesty 4 Slice, Majesty 2 Grill, New Majesty, 2 S/W, New Snack Master, SWX-9, Majesty ATX-7, Popular SW, SWX10, ATX11<br><br>PX30 T, PX31 T, PX32 T, PX40 T, PX41 T  |
| <b>OTGs</b>                  | - 600 QT, 1600 EC3, 1600 T3, 2200 T, 2200 TM, 2200 T SS, 2201T, 2201TM, 3400TM, 3400 TMC, 2800 TM, 2800 TMC, 1603T, 1603T SS, PX50 O, PX51 O  |
| <b>Electric Kettles</b>      | - 1 Ltr., 1.7 Ltrs., Tea Maker TMX3, KTX7, KTX9 SS  |
| <b>Coolers</b>               | - PC2005, PC2000 DLX, DC2004, RC2004, MD2000, SB2003, PC2007 (RC), DC2011, TC2010, TC2007, DC2009 Sleep   |
| <b>Room Heaters</b>          | - Minor, Flashy, Deluxe, Blow Hot, RX8, RX10, RX11, OFR 9, OFR 9F, OFR 11, RPX 7, RPX 9, RPX 10RT, RX 9, RHX 2, RHX 3   |
| <b>Microwave Ovens</b>       | - 2100ETC, 2503ETC, 1701MT, 2302ETB, 2004ETB, 2005ETB   |
| <b>DVD Players</b>           | - DVX 20, DVX 21, DVX 22A, DVX 23A  |
| <b>Induction Cooker</b>      | - ICX 6, ICX 7  |
| <b>Rice Cookers</b>          | - RCX2, RCX3, RCX5, RCX6, RCX7, RCX11, RCX21,   |
| <b>Storage Water Heaters</b> | - Platini range (Glassline models) 6,10,15,25,35,50,80,100ltr, Shakti Plus i-series (Plastic Body): 15, 25. Majesty Range (Plastic Body): 6, 10, 15 and 25 Ltrs. Energy Efficient Range(Metal body):6, 10, 15, 25 Ltrs, Shakti Plus (Metal body) 6, 10, 25, 35 and 50ltr, Majesty (Glassline) Majesty 10LtrGPV, Majesty 15Ltr GH. |
| <b>Instant Water Heaters</b> | - Plastic Body:Majesty in 1 Ltr. and 3 Ltrs, Regal 1 ltr  |
| <b>Gas Water Heaters</b>     | - Aquatherm Instant Gas Water Heater GWX03, GWX04 for normal pressure, GWX05, GWX06 for low pressure  |
| <b>Mixers</b>                | - Bravo3 Jar, Bravo 4Jar, GX-06, GX07,GX-08, GX-10dlx, GX 11, GX12, GX-15, GX-21, Winner, Twister 750W, Platini range PX70M, PX71M, PX72MPC, PX72MSS, PX73M.  |
| <b>Food Processor</b>        | - FX10, FX11 and Platini PX80F  |
| <b>Juicer Mixer Grinders</b> | - JX-04, JX-05, JX09, JX-10, JX12.  |
| <b>Wet Grinder</b>           | - Wet Grinder WX9 (with arm), WX9 (armless),  |
| <b>Juicers</b>               | - Majesty Juicer Extractor, Citrus Juicer, Platini PX60J, PX61J,PX65J.  |

## Range of Products

<b>Hand Blenders</b>	- HB04, HB07, HB08, HB10, Platini PX 86H, PX87H, PX88H
<b>Emergency Light</b>	- ELX 10, ELX 11, ELX12, Platini PX101EL, PX102EL, PX103EL.
<b>Coffee Maker</b>	- CEX 7-White / Black, CEX 10-White / Black
<b>Gas Stoves</b>	- A) Standard Range - 2 Burner - CX1, CX3, CX4, 1x2 (with Auto ignition), 3 Burner - CX9, 4 Burner - CX10
	- B) Majesty Range - 2 Burner - CX12D, 3 Burner - CX15D, 4 Burner - CX21D
	Newly launched Models – 2 Burner CX1B, CX8 , CIX8, Glass Top Gas Stoves CGX3 (3 burner), CGIX3, CGX4( 4 Burner), CGIX4
<b>Gas Hobs</b>	- Nardi Range- HNX705AS, HNX604AS, HNX604SS, HNX453AS
<b>Chimneys</b>	- Straight Line: HX1, HX3, HX7BF Hood Type : HX8,HX9,HX12, CNX90HSC,CNX90HSC,  Newly launched Models – HX7BF (straight Line Chimney with Baffle Filter), New Hood Type Auto Clean Models CNX90HSC AC & CNX90GOWC.
<b>Home UPS</b>	- Square Wave Range: IVX600,IVX650Sq,IVX800,IVX850Sq  Sine wave Range: UV600/UV800/UV1500 & newly launched I800.  Newly launched - Power Back up HL-45 to support 45 DC watt / To support 3 CFLs.
<b>Pressure Cooker</b>	- Newly launched in Eastern Markets : Inner Lid: PCX33 ( 3 Ltrs) , PCX35 ( 5 Ltrs) Outer Lid: PCX3 ( 3 Ltrs) , PPCX5 ( 5 ltrs) and PCX7A( 7.5Ltrs )
<b>Water Filters</b>	- Aqualife Stainless Steel Stationary Water Filter Models in 18, 20 & 26 Ltrs. Regular, Lo-hite & Silver Supreme Water Filter Candles, Aquanaturale Stationary Water Purifier (7 stage)
<b>■ MORPHY RICHARDS</b>	
<b>Mixer Grinders</b>	- Icon Dlx 750 watts, Icon Dlx 600 watts, Icon Classique 750 watts, Icon Essentials, Marvel Essentials, Marvel Supreme, Champ Essentials,Ritz Essentials
<b>Juicer mixer grinder</b>	- Divo, Divo Essentials 3 Jar, Divo Essentials 2 jar, Effectivo 2 jar
<b>Juicer</b>	- Citra, Citrusmate, Juice Max, Maximo,Max.
<b>Popup toaster</b>	- Autolidded toaster, Europa 4 slice toaster, Europa 2 slice toaster, 2 slice Deluxe toaster, Essentials 2 slice toaster, Essentials 4 slice toaster, AT 203 toaster, 2 Slice stainless steel toaster

## Range of Products

<b>Sandwich toaster</b>	– Perpetto, 2 Slice sandwich press, Toast Waffle & Grill, Toast & Grill, SM 3006 TWG, SM 3006 T&G, Sandwich toaster SM 3006, Grill Sandwich toaster SM 3006 G, Sandwich toaster SM3007, Grill Sandwich toaster SM 3007 G
<b>Coffee maker</b>	– Roma Pump Espresso Coffee maker, Café Rico Espresso coffee maker with frother, Europa Espresso/Cappuccino coffee maker, Café Express coffee maker, Café Rico filter coffee maker
<b>Electric kettle</b>	– Bonito 1.8 ltr, Bello 1.2 ltr, Rapido, Essentials Cordless, Essentials Corded, Voyager 300, Voyager 200, Voyager 100, Tea Maker
<b>Hand Blender</b>	– Estilo Dlx, Estilo, HBCD SS, HBCD, HBCS, HB05, HBCP, HB02, HB 01, Hand Mixer.
<b>Oven toaster griller</b>	– OTG 40 RCSS, OTG 28 RSS, OTG 28 RPC, OTG 24 RSS, OTG 24 RPC, OTG 18 RSS, OTG 18 RPC, OTG 14SS, OTG 14PC, OTG 9 SS, OTG 9PC.
<b>Vacuum cleaner</b>	– Hand held vacuum cleaner and blow dryer.
<b>Personal Care</b>	– Epitravel Epilator, Gently Classic epilator, Cashmere epilator with shaver, Stylit Slim hair straightner, Stylit Wide hair straightner, Stylit Digital hair straightner, Style Max hair styler, HD-021, HD-031, HD-041
<b>Room Heater</b>	– OFR 1100, OFR 900, OFRC 20C, OFRC 15C, Topsy, Fan heater, HC 5000, HC9000, Daisy.
<b>Microwave</b>	– MWO 20 G, MWO 25 CG, MWO 30 CGR.
<b>Electric cooker</b>	– Electric pressure cooker 80 CGT, Electric cooker steamer A701T, Electric cooker /steamer S 701EGT, Health Rice & Pasta 1.8 Ltr with steamer, Electric cooker /Steamer S701T, Electric cooker D 55W, Electric Cooker D55 T.
<b>Chopper</b>	– Duo Magic, Little Genie, Jiffy.
<b>Steam Iron</b>	– Cruiser, Dolphin, Mirage 200
<b>Dry Iron</b>	– Aura, Adora, Senora Dlx, Senora, Astra, Spectra.
<b>Food processor</b>	– Select 500, Select 600.
<b>■ LAMPS</b>	
<b>General Lighting Service Lamps</b>	– 25W to 200W Standard Clear Lamps 40/60/100W Softlite & Frosted Lamps
<b>Special Incandescent Lamps</b>	– 15W Clear, Night, Decoration Lamps, Pigmy and Candle Lamps
	– 40W Coloured Spot Lux Lamps
	– 40W, 60W, 75W, 100W, 150W Spot Lux Lamps
<b>High Wattage Incandescent Lamps</b>	– 300W & 500W GES Lamps
<b>TUBES (Fluorescent Lamps)</b>	– T-12 Tubes in 20W and 40W T-8 in 18W and 36W
	– Both Halophosphate and Triphosphate (Trulux - both CDL & WL)
	– T5 Tubes in 14W, 21W, 24W, 28W and 54W (both in CDL & WL)

## Range of Products

### CFL (Compact Fluorescent Lamps)

#### Non-retrofit Range

- 9W & 11W (S Type), 10W, 13W & 18W (D Type) - Both in 2 pin & 4 pin, 18W, 36W BLL & G24D

#### Retrofit Range (Tubular)

- 5W, 8W, 9W, 11W, 15W, 20W, 23W, 25W, 30W, 36W, 45W, 65W, 85W (Some types also available in WL version), Some wattage available in T3 range too.

#### Retrofit Range (Spiral)

- 7W, 9W, 11W, 15W, 20W, 23W, 25W, 27W, 45W, 55W, 35w Umbrella (Some types also available in WL version) Some wattage available in T3 range too.

#### CFL downlighters

- Eco-spot (9W, 11W), Eco-focus (11W, 15W, 26W)

#### LED Torches

- 12 LED smart Glow, 9 LED Smart Glow Jr., Light House & Light House Jr.

#### CL (Consumer Luminaires)

- Range of luminaires suitable for compact fluorescent lamps and Linear fluorescent lamps (both in electromagnetic and electronic ballasts), Ballasts, starters.

## ■ LUMINAIRES

### Modern Workspace Luminaires

- CFL / FTL / T5 lamp decorative luminaires in various sizes and designed with different types of louvers, diffusers, Mirror optic reflectors suitable for Surface, Recess and Suspension mounting.
- New range of CFL / FTL / T5 luminaires with 3D Lamellae Technology is introduced for IT Park, Offices, Banks and Shopping Mall applications, suitable for Surface, Semi-recess, Recess and Suspension mounting.
- New range of Sleek T5 mirror optics luminaires. CFL Down Lighter Luminaires with dimming solutions.
- New range of CFL/FTL/T5 luminaires with Dimmable Electronic ballast for Auditorium, Conference room and Art Gallery lighting.

### Ambience

- LUMENA Range – New premium range of T5/CFL Luminaires for Indoor/Office Lighting

- New range of PAR/QAR/QT/LED/CFL luminaires introduced for retail lighting application.

### Flexitron

- Flexible Trunking system based Lighting Solution for Stores.

### Industrial Lighting

- FTL / T5 Industrial luminaires in various sizes and design with different reflectors and cover glass to Meet industrial applications.
- HID lamp Industrial Highbay luminaires with stepped, faceted and reeded reflectors having unique GLASKOTE finish available for HPMV/HPSV/MH lamps.
- Prismatic reflector introduced in highbay luminaires section. New economy highbay luminaires also introduced.
- Plasma Range - New range of Clean room luminaires using energy efficient T5 lamps for Healthcare sector application.



## Range of Products

- Hazardous Area Lighting**
  - GLS/FTL/HID lamp Flameproof / Increased safety luminaires in various sizes, designed for Indoor/ Outdoor applications used in Chemical, Petro - chemical, Fertilizer plants etc.
  - New range of well glass with Sodium vapour and Metal Halide lamps introduced for giving energy efficient lighting in hazardous area.
- Roadway Lighting**
  - CFL/FTL/HID lamp Street light/Post Top Lantern/Indirect lighting / Semi highmast luminaires in various sizes with aluminium anodised reflector/GLASKOTE reflector to illuminate all types of Roads, Junctions, Parks and Gardens.
- LED based street lights**
  - "Aqua" range luminaires added i.e. Jet, Wave & Coral, suitable for HPSV / MH lamps
- Urban Architect**
  - New range of CFL / HID lamp walkover luminaires introduced for Gardens, Landscapes, Resort and Parks etc.
  - New range of PAR/DH/LED/CFL / luminaries introduced for landscape lighting application.  
Green -The latest range of LED Luminaires
- Area Lighting**
  - Halogen/HID lamp Non-Integral/Integral Flood Light luminaires in various sizes and configurations, with aluminium anodized reflector, GLASKOTE reflector for all types of outdoor applications like Sports arenas, Apron lighting and Railway marshalling yard etc Re-designed Hoarding lighting luminaries.
- Accessories**
  - Accessories for complete range of luminaires. i.e. CFL/ FTL/HPMV/LPSV/HPSV/MH Ballasts, Starters, Ignitors, Lamp Holders, Starter holders, Capacitors, Nature Switch etc.
  - Open Construction Ballast for HID lamps introduced for complete range
- Energy Conservation Concepts**
  - T5 Street Lights and Medium Bay Luminaires and Energy Pack for Outdoor luminaires and Magic Box for HPSV Lamp luminaires to save energy.
- **HID LAMPS**
  - High Pressure Mercury Vapour Lamps**
    - 80W, 125W, 250W & 400W
  - Blended Light Lamps**
    - 160W
  - High Pressure Sodium Vapour Lamps**
    - 70W, 150W, 250W & 400W
  - Metal Halide Lamps**
    - Single Ended : 70W, 150W, 250W & 400W
    - Double Ended : 70W & 150W
  - BMS**
    - Diversification into new business line Viz Building Automation Systems Partnering with Securiton Switzerland for Fire Alarm & Security Systems & Delta Controls for HVAC Controls, Access & BMS.
  - Induction Lighting System**
    - Complete range of energy efficient, longest lasting Induction lighting system introduced for Highbay, Tunnel lighting, flood lighting and various industrial applications.

## Range of Products

### Trilux

- Trilux range of interior luminaires were supplied to many stadiums like Indiragandhi Stadium, Thyagaraj stadium, Jawaharlal nehru stadium, SP Mukherji stadium, which are being upgraded for the forthcoming commonwealth games. Also received a major order for the greenbuilding project of Tata Consultancy Services at Chennai.

### ■ ENGINEERING & PROJECTS SERVICES

- Design, Engineering and Execution of Illumination, Sports Lighting and Power Projects on turnkey basis, rural electrification projects, Fibre Optic Lighting, Sound and Light Show Installations, Energy Management Systems, Highmast Systems, Logo Signages, Highway and Road Signages, Telecommunication Towers, Transmission Line Towers, Wind Energy Towers, Sub-Station Structures, Galvanised Polygonal/Conical/Tubular Street Lighting Poles, Cast Iron Poles, GRP Poles, Mobile Lighting Masts, Hot-Dip Galvanising and Turnkey Construction of Transmission Lines, Gazebos & Pergola, GRP Cable Trays, Polysteel Lamp Post.

### ■ FANS

#### Ceiling fans

- Ultima, Pride, Energy Smart, Grace Gold Dx, Crystal Dlx, Regal Star \*\*\*\*\* 5 star rated fan, Regal Gold 3 Blade ,Euro, Elegance, Vintage, Spectrum 01, Spectrum 02, Bajaj-Disney kids Fan, Zoom, Excel, Crown Cr 02 , Max Dlx. , Elite ,Max deco ,Maxima 4 Blade 600mm , Bahar, Crest, Chetah, Kassel MK-II

#### Table fans

- Bajaj Midea, Bahar Dx, Spectrum, Victor, Elite, Maxima MT-01

#### Pedestal fans

- Bajaj Midea, Tez Faratta, Spectrum, Victor, Elite

#### Wall fans

- Bajaj Midea, Spectrum, Victor, Bahar Dx, Elite

#### Personal fans

- Ultima Table fan, Ultima Wall fan

#### Magnifique ceiling fans

- LX and MX range of Magnifique CF

#### Fresh air fans

- Maxima DX, Bahar WG, Freshee MK II with Guard

#### Cooler kit products

- Comfort Cooler Fan, Comfort MK II Submersible Pump

#### Heavy duty exhaust fans

- SUPREME Heavy duty Exhaust Fans range, MAX AIR 305MM, SUPREME DHS 225MM

#### Air Circulators

- Supreme Air Circulator Wall and Pedestal

#### Motors

- Supreme Motors.

### ■ PUMPS

#### Waterlifting Monoblock Pumps

- Self Priming, Centrifugal, Bore well submersible pumps.



ATTENDANCE SLIP

(To be presented at the entrance of the meeting venue)  
71<sup>st</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, JULY 28, 2010 AT 11.30 AM.  
at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021.

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client A/c.No. \_\_\_\_\_

Name of the Shareholder \_\_\_\_\_

Signature of the Shareholder \_\_\_\_\_

(only shareholders/proxies are allowed to attend the meeting)

FORM OF PROXY

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being a member(s) of Bajaj Electricals Limited hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our  
behalf at the 71<sup>st</sup> Annual General Meeting of Bajaj Electricals Limited to be held on Wednesday, July 28, 2010 and at any  
adjournment thereof.

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client A/c.No. \_\_\_\_\_

Singed this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

Affix  
Revenue  
Stamp of  
Re.1/-

**BANK ACCOUNT PARTICULARS / NECS/ ECS MANDATE FORM**

I/We \_\_\_\_\_ do hereby authorize Bajaj Electricals Limited to :

- print the following details on my/our dividend warrant.
- credit my/our dividend amount directly to my/our Bank Account by NECS / ECS. (\* strike out whichever is not applicable)

Particulars of Bank Account :

A. Bank Name : \_\_\_\_\_

B. Branch Name : \_\_\_\_\_

Address (for Mandate only) : \_\_\_\_\_

C. 9 Digit Code number of the Bank &  
Branch as appearing on the MICR cheque : \_\_\_\_\_

D. Account Type (Saving/Current/Overdraft) : \_\_\_\_\_

E. Account No. as appearing on the cheque book : \_\_\_\_\_

F. STD Code & Telephone No. : \_\_\_\_\_

I/We shall not hold the Bank responsible, if the NECS / ECS could not be implemented or the Bank discontinue(s) the  
NECS / ECS, for any reason.

MAIL TO : LINK INTIME INDIA PVT LIMITED  
C-13, PANNALAL SILK MILLS COMPOUND  
L.B.S. MARG, BHANDUP (WEST), MUMBAI 400 078.

\_\_\_\_\_  
(Signature of the First Shareholder/Joint Shareholder)

Please attach the photocopy of a cheque or a blank cancelled cheque issued by your Bank relating to your above account  
for verifying the accuracy of the 9 digit code number.

**In case you are holding shares in demat form, kindly advise your Depository Participant to take note of your Bank  
Account particulars/ NECS/ ECS mandate.**