

L-1/2025/MGP

February 21, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Code No. 500031

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Symbol: BAJAJELEC

Dear Sirs,

Sub: Dispatch of Postal Ballot Notices

With reference to the captioned subject, please find enclosed herewith Postal Ballot Notice dated February 7, 2019 along with Postal Ballot Form seeking approval of members of the Company by Postal Ballot, including voting by electronics means, for the following businesses as special resolutions:

1. Re-appointment of Shri Harsh Vardhan Goenka as an Independent Director.
2. Re-appointment of Dr. (Smt.) Indu Shahani as an Independent Director.
3. Re-appointment of Dr. Rajendra Prasad Singh as an Independent Director.
4. Approval for giving loan or guarantee or providing security in connection with loan availed by any of Company's subsidiary or other person specified under section 185 of the Act.

Please display a copy of this letter on your Notice Board/ Website for the information of our members.

We request you to take the above on your records.

Thanking you,

Yours faithfully,
For Bajaj Electricals Limited

Mangesh Patil
EVP – Legal and Company Secretary

Encl.: As above



Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001. **Tel.:** 022-61497000
Email ID: legal@bajajelectricals.com **Website:** www.bajajelectricals.com
Corporate Identity Number (CIN): L31500MH1938PLC009887

Start Date: Monday, February 25, 2019 at 9.00 a.m. (IST)
End Date: Tuesday, March 26, 2019 at 5.00 p.m. (IST)

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company by postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof is stated hereto for your consideration.

The Board has appointed Shri Anant B. Khamankar, Practicing Company Secretary (Membership Number: FCS 3198, CP Number 1860), as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope ('BRE') not later than 05.00 p.m. (IST) on Tuesday, March 26, 2019. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the BRE. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Thursday, March 28, 2019 and communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company's website, www.bajajelectricals.com.

By order of the Board of Directors
for Bajaj Electricals Limited

Mangesh Patil
EVP - Legal & Company Secretary

Mumbai, February 7, 2019

Registered Office:

45/47, Veer Nariman Road, Mumbai 400 001
CIN: L31500MH1938PLC009887
Tel: 022-6149 7000
Email: legal@bajajelectricals.com
Website: www.bajajelectricals.com

RESOLUTIONS

Item No.1 - Re-appointment of Shri Harsh Vardhan Goenka as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Shri Harsh Vardhan Goenka (DIN: 00026726), Independent Non-Executive Director, holding directorship upto March 31, 2019 and who has given a declaration of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retirement by rotation, to hold office for the second consecutive term of five (5) years on the Board of the Company i.e. from April 1, 2019 to March 31, 2024.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.2 - Re-appointment of Dr. (Smt.) Indu Shahani as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Dr.(Smt.) Indu Shahani (DIN: 00112289), Independent Non-Executive Director, holding directorship upto March 31, 2019 and

who has given a declaration of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retirement by rotation, to hold office for the second consecutive term of five (5) years on the Board of the Company i.e. from April 1, 2019 to March 31, 2024.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.3 - Re-appointment of Dr. Rajendra Prasad Singh as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Dr. Rajendra Prasad Singh (DIN: 00004812), Independent Non-Executive Director, holding directorship upto March 31, 2019 and who has given a declaration of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retirement by rotation, to hold office for the second consecutive term of five (5) years on the Board of the Company i.e. from April 1, 2019 to March 31, 2024 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.4 - Approval for giving loan or guarantee or providing security in connection with loan availed by any of Company's subsidiary or other person specified under section 185 of the Companies Act, 2013

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No.1

Shri Harsh Vardhan Goenka (DIN: 00026726) was appointed as an Independent Director of the Company pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act') read with rules framed thereunder and the clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges. Shri Harsh Vardhan Goenka holds office as an Independent Director of the Company upto March 31, 2019 ('first term') in terms of the explanation to sections 149(10) and 149(11) of the Act.

Shri Harsh Vardhan Goenka is an industrialist and has over three decades of experience in commercial, corporate leadership, entrepreneurship and corporate governance. He has done B.A. (Hons.) from Kolkata University and MBA from IMD Switzerland. He has been a member of the Board of the Company since 1984.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent 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, unless the context otherwise required, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company or any person in which any director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding ₹ 450 crore [Rupees Four Hundred and Fifty Crore Only] at any point in time, in its absolute discretion deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities / regulatory bodies, in India or abroad, and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in the interest of the Company."

By order of the Board of Directors
for Bajaj Electricals Limited

Mangesh Patil
EVP - Legal & Company Secretary

Mumbai, February 7, 2019

Registered Office:

45/47, Veer Nariman Road, Mumbai 400 001
CIN: L31500MH1938PLC009887
Tel: 022-6149 7000
Email: legal@bajajelectricals.com
Website: www.bajajelectricals.com

In the opinion of the Board, Shri Harsh Vardhan Goenka fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board of Directors at its meeting held on February 7, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considered that given his background and experience and contributions made by him during his tenure, the association of Shri Harsh Vardhan Goenka would be beneficial to the Company and it is desirable to re-appoint Shri Harsh Vardhan Goenka as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. April 1, 2019.

Consent of the members by way of Special Resolution is required for re-appointment of Shri Harsh Vardhan Goenka, in terms of section 149 of the Act.

Copy of the draft letter of appointment of Shri Harsh Vardhan Goenka setting out the terms and conditions of appointment is available for inspection without any fee by the members at the Registered Office of the Company.

The details of Shri Harsh Vardhan Goenka as required under the provisions of regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

The Board of Directors recommends the resolution at Item No.1 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Shri Harsh Vardhan Goenka, has any concern or interest, financial or otherwise, in the resolution at Item No.1 of this Notice.

Item No.2

Dr.(Smt.) Indu Shahani (DIN: 00112289) was appointed as an Independent Director of the Company pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act') read with rules framed thereunder and the clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges. Dr.(Smt.) Indu Shahani holds office as an Independent Director of the Company upto March 31, 2019 ('first term') in terms of the explanation to sections 149(10) and 149(11) of the Act.

Dr. (Smt.) Indu Shahani, former Sheriff of Mumbai, is an academican. She was also the principal of H.R.College of Commerce and Economics in Mumbai. She graduated from Sydenham College, Mumbai and holds a Ph.D. in Commerce from the University of Mumbai. She has been in the teaching profession for last 38 years. Dr. (Smt.) Indu Shahani is being acknowledged worldwide for significant contribution to the field of education and value-based leadership.

In the opinion of the Board, Dr.(Smt.) Indu Shahani fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board of Directors at its meeting held on February 7, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considered that given her background and experience and contributions made by her during her tenure, the association of Dr.(Smt.) Indu Shahani would be beneficial to the Company and it is desirable to re-appoint Dr.(Smt.) Indu Shahani as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. April 1, 2019.

Consent of the members by way of Special Resolution is required for re-appointment of Dr.(Smt.) Indu Shahani, in terms of section 149 of the Act.

Copy of the draft letter of appointment of Dr.(Smt.) Indu Shahani setting out the terms and conditions of appointment is available for inspection without any fee by the members at the Registered Office of the Company.

The details of Dr.(Smt.) Indu Shahani as required under the provisions of regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

The Board of Directors recommends the resolution at Item No.2 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Dr.(Smt.) Indu Shahani, has any concern or interest, financial or otherwise, in the resolution at Item No.2 of this Notice.

Item No.3

Dr. Rajendra Prasad Singh (DIN: 00004812) was appointed as an Independent Director of the Company pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act') read with rules framed thereunder and the clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges. Dr. Rajendra Prasad Singh holds office as an Independent Director of the Company upto March 31, 2019 ('first term') in terms of the explanation to sections 149(10) and 149(11) of the Act.

Dr. Rajendra Prasad Singh is a Post Graduate in Mechanical Engineering from BHU, Ex. Chairman & Managing Director of Power Grid Corporation of India Limited. In his career of over four decades, he has served TISCO, NTPC and POWERGRID. He has been conferred with many awards notably SCOPE Award for Excellence & outstanding contribution to the Public Sector Management, Degree of Doctor of Science (Honoris Causa) by BHU, Power Delivery Product Champion Award by Electric Power Research Institute (EPRI) USA and Green Award by World Bank. Dr. Rajendra Prasad Singh is associated with bodies like CIGRE – Paris; CIGRE – India; World Energy Council – USA; Indian National Academy of Engineering (INAE).

In the opinion of the Board, Dr. Rajendra Prasad Singh fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board of Directors at its meeting held on February 7, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considered that given his background and experience and contributions made by him during his tenure, the association of Dr. Rajendra Prasad Singh would be beneficial to the Company and it is desirable to re-appoint Dr. Rajendra Prasad Singh as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. April 1, 2019.

Consent of the members by way of Special Resolution is required for re-appointment of Dr. Rajendra Prasad Singh, in terms of section 149 of the Act. During the proposed term of re-appointment, Dr. Rajendra Prasad Singh will attain the age of seventy-five years on July 17, 2023, hence, pursuant to the regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy-five years. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulations, for continuation of Dr. Rajendra Prasad Singh as an Independent Director beyond the age of seventy-five years.

Copy of the draft letter of appointment of Dr. Rajendra Prasad Singh setting out the terms and conditions of appointment is available for inspection without any fee by the members at the Registered Office of the Company.

The details of Dr. Rajendra Prasad Singh as required under the provisions of regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

The Board of Directors recommends the resolution at Item No.3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Dr. Rajendra Prasad Singh, has any concern or

interest, financial or otherwise, in the resolution at Item No.3 of this Notice.

Item No.4

The Company may have to render support for the business requirements of its subsidiary or associate or joint venture or group entity or any person in whom any of the director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in the section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan, guarantee or security to such Entities.

In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions section 185 of Act, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to such Entities for their principal business activities.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommends the resolution at Item No.4 of this Notice for your approval.

None of the Directors, the KMPs (as defined under the Act and rules framed thereunder) of the Company and their respective relatives

(as defined under the Act and Rules framed thereunder) have any interest in this resolution at Item No.4 of this Notice except to the extent of the equity shares held by them in the Company and/or to the extent that the said Director(s) are common director(s) of such Entities and/or to the extent that the KMPs are holding shares in such Entities as a nominee and/or to the extent that the said Director(s), KMPs and their respective relatives are the directors, members of the companies that hold shares in such Entities.

By order of the Board of Directors
for Bajaj Electricals Limited

Mangesh Patil
EVP - Legal & Company Secretary

Mumbai, February 7, 2019

Registered Office:

45/47, Veer Nariman Road, Mumbai 400 001
CIN: L31500MH1938PLC009887
Tel: 022-6149 7000
Email: legal@bajajelectricals.com
Website: www.bajajelectricals.com

NOTES

1. The statement pursuant to section 102 of the Companies Act, 2013 ("the Act") stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, February 15, 2019. The Postal Ballot Notice is being sent to the members in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope ('BRE').
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 15, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
5. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate thereof, he or she may send an e-mail to legal@bajajelectricals.com or rnt.helpdesk@linkintime.co.in. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed BRE to the member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, February 15, 2019.
8. In compliance with sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Link Intime India Private Limited ("LIPL"). The instructions for electronic voting are annexed to this Notice.
9. A member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the postal ballot form duly completed and signed, in the enclosed self-addressed BRE to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05.00 p.m. IST) on Tuesday, March 26, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any postal ballot is received after 05.00 p.m. (IST) on Tuesday, March 26, 2019, it will be considered that no reply from the member has been received.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot (including e-voting) will be announced by the Chairman or any other officer of the Company duly authorised, on or before Thursday, March 28, 2019 and will be displayed on the website of the Company (www.bajajelectricals.com), besides being communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting i.e. Tuesday, March 26, 2019.

Voting through Electronic Means:

In compliance with regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of LIPL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

- i. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- ii. Click on "Login" tab, available under 'Shareholders' section.
- iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- iv. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- v. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/DOI	Enter the DOB (Date of Birth) / DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/DOI or Bank Account number in order to register. If the above-mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password: Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No. 190021" of the company, you choose to vote.
- vii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- viii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- ix. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xi. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- xii. **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or call on 022 - 49186000.

ANNEXURE TO ITEM NOS. 1 to 3 OF THE NOTICE

Details of Directors seeking re-appointment pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings:

Name of Director	Shri Harsh Vardhan Goenka	Dr. (Smt.) Indu Shahani	Shri Rajendra Prasad Singh
Director Identification Number	00026726	00112289	00004812
Date of Birth	December 10, 1957	July 17, 1951	July 17, 1948
Age	61 years	67 years	70 years
Nationality	Indian	Indian	Indian
Qualifications & Experience (functional expertise)	Details provided at Item No.1 of explanatory statement enclosed to this Notice.	Details provided at Item No.2 of explanatory statement enclosed to this Notice.	Details provided at Item No.3 of explanatory statement enclosed to this Notice.
Date of First appointment on the Board	September 17, 1984	March 31, 2006	May 28, 2009
Terms & Conditions of Re-appointment	As per the resolution at Item No.1 of this Notice read with explanatory statement thereto	As per the resolution at Item No.2 of this Notice read with explanatory statement thereto	As per the resolution at Item No.3 of this Notice read with explanatory statement thereto
Number of meetings of Board attended	FY 2017-18 – (4/5) FY 2018-19 (upto the date of this Notice) – (5/6)	FY 2017-18 – (4/5) FY 2018-19 (upto the date of this Notice) – (6/6)	FY 2017-18 – (5/5) FY 2018-19 (upto the date of this Notice) – (6/6)
Remuneration last drawn (including sitting Fees, if any)	FY 2017-18 – (₹ 8.50 lakh) FY 2018-19 (upto the date of this Notice) – (₹ 10.00 lakh)	FY 2017-18 – (₹ 19.00 lakh) FY 2018-19 (upto the date of this Notice) – (₹ 22.50 lakh)	FY 2017-18 – (₹ 10.50 lakh) FY 2018-19 (upto the date of this Notice) – (₹ 12.00 lakh)
Number of Equity Shares held in the Company	Nil	Nil	Nil
List of Directorships held in other Companies	1. Ceat Limited 2. KEC International Limited 3. RPG Enterprises Limited 4. RPG Life Sciences Limited 5. Raychem RPG Private Limited 6. Zensar Technologies Limited 7. Spencer International Hotels Limited 8. Zensar Technologies Inc	1. Euroka Forbes Limited 2.Colgate Palmolive (India) Limited 3.Clariant Chemicals (India) Limited 4. United Spirits Limited 5. Octopus Steel Private Limited 6. Franklin Templeton Trustee Services Private Limited 7. Dice Knowledge Foundation	1. Vijai Electricals Limited 2. G.E.T. Power Limited 3. Rajasthan Rajya Vidyut Utpadan Nigam Limited 4. Rajasthan Urja Vikas Nigam Limited 5. Azure Power India Private Limited 6. Techno Electric & Engineering Company Limited 7. Rajasthan Rajya Vidyut Prasaran Nigam Limited
Chairman/Member of the Committees of the Boards of other Companies in which he is a Director	Nil	Nil	Nil
Relationship with other Directors/Key Managerial Personnel (KMP)	Not related to any other Directors/KMP	Not related to any other Directors/KMP	Not related to any other Directors/KMP

Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001. Tel.: 022-61497000

Email ID: legal@bajajelectricals.com Website: www.bajajelectricals.com

Corporate Identity Number (CIN): L31500MH1938PLC009887

THE LAST DATE FOR RECEIPT OF POSTAL BALLOT IS MARCH 26, 2019, 5.00 P.M.

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully before exercising your vote through this Postal Ballot Form]

Postal Ballot No.:

Sr. No.	Particulars	Details of Equity Shareholder(s)
1.	Name and Registered Address of sole/first named Equity Shareholder [In BLOCK letters]	
2.	Name(s) of Joint-Holder(s), if any	
3.	Registered Folio No. /DP ID No. /Client ID No.* (*Applicable to Members holding shares in dematerialized form)	
4.	No. of Equity shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in Notice of the Company dated February 7, 2019 by sending my/our assent or dissent to the said Resolutions by placing tick [✓] mark at the appropriate box below:

Item No.	Description	No of Shares	I / We assent [agree] to the Resolution [FOR]	I / We dissent [disagree] to the Resolution [AGAINST]
1.	Re-appointment of Shri Harsh Vardhan Goenka as an Independent Director.			
2.	Re-appointment of Dr. (Smt.) Indu Shahani as an Independent Director.			
3.	Re-appointment of Dr. Rajendra Prasad Singh as an Independent Director.			
4.	Approval for giving loan or guarantee or providing security in connection with loan availed by any of Company's subsidiary or other person specified under section 185 of the Companies Act, 2013.			

Place:

Date:

Signature of the Equity Shareholder

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number	USER ID	PAN / Sequence Number
190021		

Notes:

- Please read the instructions for electronic voting printed along with the postal ballot notice of the Company dated February 7, 2019.
- The e-voting period starts from Monday, February 25, 2019 at 9.00 a.m. (IST) and ends on Tuesday, March 26, 2019 at 5:00 p.m. (IST). The voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

INSTRUCTIONS:

1. An equity shareholder desirous to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed postage prepaid business reply envelop. However, envelopes containing Postal Ballot(s), if sent by courier at the expense of the equity shareholder(s) will also be accepted.
2. This form should be completed and signed by the equity shareholder. In case of joint holding, this form should be completed and signed [as per the specimen signatures registered with the Company or furnished by NSDL/CDSL to the Company, in respect of share(s) held in physical form or demat form respectively] by the first named equity shareholder and in his absence, by next named joint equity shareholder.
3. Unsigned/Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on March 26, 2019. Postal Ballot Form received after this time and date will be strictly treated as if the reply from the equity shareholder has not been received.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of equity shareholders as on the cut-off date i.e. February 15, 2019.
6. An equity shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the website of the Company: www.bajajelectricals.com. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on March 26, 2019.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Equity shareholders are requested not to send any other paper/document along with the Postal Ballot Form. If sent, the said paper/document will be acted upon.
10. Equity shareholders are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
12. Equity shareholders can opt only one mode of voting i.e. either by Ballot or through e-voting. In case, you are opting for voting by ballot, then please do not cast your vote by e-voting and vice-versa. In case equity shareholders cast their votes by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot shall be considered invalid. The equity shareholders casting their votes through e-voting may log on <https://instavote.linkintime.co.in> and cast their vote, instructions for which are specified in detail in the Notice conveying meeting.
13. In the case of shares held by companies, financial institutions, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorisation.
14. A Postal Ballot Form shall be considered invalid if:
 - a. Signature on the Postal Ballot Form does not match the specimen signature with the Company.
 - b. A form other than one issued by the Company has been used.
 - c. It has not been signed by or on behalf of the equity shareholder.
 - d. It is not possible to determine without any doubt the assent or dissent of the equity shareholder.
15. Only an equity shareholder entitle to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any receipt of the Notice, who has no voting rights should treat the notice as intimation only.