

Notice of the Annual General Meeting

Pursuant to Section 101 of the Companies Act, 2013

NOTICE is hereby given that Eightieth (80th) Annual General Meeting ('AGM') of Bajaj Electricals Limited will be held on Wednesday, the 7th day of August, 2019 at 12.30 p.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021 to transact the following business:

Ordinary Business:

Item No.1 – Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon

- a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company, namely, (i) the Audited Balance Sheet as at March 31, 2019; (ii) the Audited Profit & Loss Account for the year ended on that date; (iii) the Cash Flow Statement for the financial year ended on that date; (iv) statement of changes in Equity, if any; (v) an Explanatory Note annexed to, or forming part of the documents referred to in (i) to (iv) above and the Reports of the Board of Directors and Auditors thereon; and
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company, namely, (i) the Audited Consolidated Balance Sheet as at March 31, 2019; (ii) the Audited Consolidated Profit & Loss Account for the year ended on that date; (iii) the Consolidated Cash Flow Statement for the financial year ended on that date; (iv) statement of changes in Equity, if any; (v) an Explanatory Note annexed to, or forming part of the documents referred to in (i) to (iv) above and the Report of the Auditors thereon.

Item No.2 – Declaration of Dividend

To declare a dividend of ₹3.50 per Equity Share of ₹2 each for the financial year ended March 31, 2019.

Item No.3 – Re-appointment of Director

To appoint a Director in place of Shri Madhur Bajaj (DIN: 00014593), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

Item No.4 – Appointment of Smt. Pooja Bajaj (DIN: 08254455) as a Non-Executive Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Smt. Pooja Bajaj (DIN: 08254455), who was appointed as an Additional Director of the Company with effect from November 1, 2018 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

Item No.5 – Appointment of Shri Munish Khetrapal (DIN: 08263282) as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Shri Munish Khetrapal (DIN: 08263282), who was appointed as an Additional Director (Independent) of the Company with effect from November 1, 2018 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto October 31, 2023, not liable to retire by rotation.”

Item No.6 – Appointment of Shri Rajiv Bajaj (DIN: 00018262) as a Non-Executive Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Shri Rajiv Bajaj (DIN: 00018262), who was appointed as an Additional Director of the Company with effect from May 22, 2019 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

Item No.7 – Appointment of Shri Anuj Poddar (DIN: 01908009) as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Shri Anuj Poddar (DIN: 01908009), who was appointed as an Additional Director of the Company with effect from November 1, 2018 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No.8 – Appointment of Shri Anuj Poddar (DIN: 01908009) as an Executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the appointment of Shri Anuj Poddar (DIN: 01908009) as an Executive Director (“ED”) in the whole-time employment of the Company, w.e.f. November 1, 2018 for a period of 5 (five) years on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT 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) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) payable to Shri Anuj Poddar during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Shri Anuj Poddar under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Anuj Poddar as ED of the Company, the Company has no profits or its profits are inadequate, Shri Anuj Poddar will be paid, then current remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.”

Item No.9 – Alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act,

2013 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Registrar of Companies, Mumbai, Maharashtra, consent of the members of the Company be and is hereby accorded to insert new clause(s) as mentioned below in the existing set of Articles of Association of the Company:

(i) Following new ‘Article 1A’ be inserted below the Article 1

“1A. Applicability of Stock Exchange Regulations

Notwithstanding anything contained herein in these Articles, any inconsistency as to clause or time stipulated therein with the regulations and conditions of Listing Agreement of Stock Exchanges, where the shares / securities of the Company are listed, shall stand modified so as to be consistent with the regulations and conditions of the listing agreement as amended from time to time.

Where any regulations and conditions as modified from time to time of any recognised stock exchange/s, which are required to be stipulated and included in the Articles of Association of the Company at the time of listing of shares / securities or thereafter, these Articles shall stand to have been modified or amended so as to include such regulation and condition without further requirement of alteration of the Articles of Association of the Company.”

(ii) Following new ‘Article 222’ be inserted below the Article 221

“222. Authorisations

Wherever in the Act it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company or the Board is so authorised by its Articles, then and in that case these Articles hereby authorise and empower the Company and / or the Board (as the case may be) to have all such rights, privileges, authorities and to carry out all such transactions as have been permitted by the Act without there being any specific regulation to that effect in these Articles save and except to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein.”

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) of the Company be and is hereby authorised to take all such steps and actions for the purpose of making all such filings and registrations as may

be required in relation to the aforesaid amendments to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution and / or to delegate all or any of the powers conferred herein to any officer(s) / authorised representative(s) of the Company.”

Item No.10 – Ratification of Remuneration payable to Cost Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010), appointed by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, amounting to ₹1,43,000/- (Rupees One Lakh Forty Three Thousand only) (excluding all taxes and reimbursement of out-of-pocket expenses) be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT an approval of the Company be accorded to the Board and the Company Secretary of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No.11 – Borrowing by way of Issue of Securities

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules made thereunder, as may be applicable, and other applicable guidelines and regulations issued by the Securities and Exchange Board of India (SEBI) or any other law for the time being in force (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force) and in terms of the Articles of Association of the Company, approval of the members of the Company be accorded to

authorise the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) to borrow from time to time, by way of securities including but not limited to secured / unsecured redeemable Non-Convertible Debentures (NCDs) and / or Commercial Papers (CPs) to be issued under private placement basis, in domestic and / or international market, in one or more series / tranches aggregating upto an amount not exceeding ₹1,500 crore (Rupees One Thousand Five Hundred Crore only), issuable / redeemable at discount / par / premium, under one or more shelf disclosure documents, during the period of one year from the date of this Annual General Meeting, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs and / or CPs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto; provided that the said borrowings shall be within the overall borrowing limit of the Company.

RESOLVED FURTHER THAT an approval of the Company be accorded to the Board of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No.12 – Approval for payment of remuneration to Non-Executive Directors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded to payment of commission to Directors other than Managing Director(s) / Whole-time Director(s) (hereinafter referred to as the “Non-Executive Directors”), in addition to sitting fees for attending meetings of the Board of Directors, Independent Directors, Committee(s) of the Board, etc. not exceeding in the aggregate, one per cent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 and other applicable provisions, if any, of the Act, to be paid to and distributed amongst the Non-Executive Directors in such amounts or proportions and in such manner as the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any

committee which the Board has constituted to exercise its powers, including powers conferred by this resolution) may determine and such payment shall be made in respect of the profits of the Company for each of the five years commencing from April 1, 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.”

Item No.13 – Further Issue of Securities

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

“RESOLVED THAT, pursuant to the provisions of Section 23, Section 42, Section 62(1)(c), Section 71 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any (including any amendments, statutory modification(s) and / or re-enactment(s) thereof for the time being in force), provisions of the Memorandum of Association and Articles of Association of the Company, all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, regulations for qualified institutions placement contained in Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India (“Government of India”), the Ministry of Corporate Affairs, the Reserve Bank of India (“RBI”), BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), (NSE together with BSE, the “Stock Exchanges”) where the equity shares of the Company of face value of ₹2 each (“Equity Shares”) are listed, the Securities and Exchange Board of India (“SEBI”) including the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and any other

appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI and the Stock Exchanges (hereinafter referred to as “Appropriate Authorities”), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the approval of the shareholders of the Company, be and is hereby accorded to create, issue, offer and allot (including with provisions for reservation on firm and / or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option, whether Rupee denominated or denominated in foreign currency, for an aggregate amount of up to ₹600 crore (Rupees Six Hundred Crore only) by way of one or more public and / or private offerings, and / or on preferential allotment basis including through a qualified institutions placement (“QIP”) to “qualified institutional buyers” as defined in the SEBI ICDR Regulations, by way of an issue of Equity Shares or by way of an issue of any instrument or security including fully / partially convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares, global depository receipts, American depository receipts, foreign currency convertible bonds or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the “Securities”) or any combination of Securities with or without premium, to be subscribed to in Indian and / or any foreign currencies by all eligible investors, including, resident or non-resident investors / foreign portfolio investors and / or incorporated bodies and / or trusts or otherwise / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions, insurance companies and any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations / guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (collectively called “Investors”), to all or any of them, jointly or severally through an offer / placement document and / or other letter or circular or on a private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities

premium, or its equivalent amount in such foreign currencies as may be necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the book running lead manager(s), with authority to retain over subscription up to such percentage as may be permitted by the Appropriate Authorities, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and / or underwriters and / or stabilizing agent and / or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and / or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion / redemption / extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law.

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

1. the Eligible Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
2. the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
3. the Equity Shares issued shall rank pari passu in all respects including with respect to entitlement to dividend

with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);

4. the number and / or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.
5. in the event Equity Shares are issued, the "relevant date" for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of the Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of Equity Shares; in the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting in which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board.
6. the tenure of the convertible or exchangeable Eligible Securities issued through QIP shall not exceed sixty months from the date of allotment.
7. any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Part IV of Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, subject to the approval of the shareholders of the Company, issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price; and
8. the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have

such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT, in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any 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, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue / conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and

ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred by this resolution to any committee of Directors or subject to applicable law to the Director or any one or more executives of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT Shri Shekhar Bajaj, Chairman & Managing Director, and Shri Mangesh Patil, Executive Vice President - Legal & Company Secretary be and are hereby severally or jointly authorised to do all such acts, things and deeds on behalf of the Company and make such filings with the regulatory authorities, including the Registrar of Companies, Maharashtra at Mumbai, to effectively implement this resolution."

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE APPOINTING ORGANISATION. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of special businesses under Item Nos. 4-13 is annexed hereto.
3. Members / Proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 27, 2019 to Wednesday, August 7, 2019 (both days inclusive) for the purpose of payment of dividend and Annual General Meeting.
5. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on and from Wednesday, August 14, 2019, to those Members whose names stand registered on the Company's Register of Members:
 - a) as Beneficial Owners as at the end of business hours on Friday, July 26, 2019 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialised form.
 - b) as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before Friday, July 26, 2019.
6. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and IEPF Rules, all shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The members / claimants whose shares, unclaimed dividend, etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The members / claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

- It is in the members interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time.
7. Members who have not yet encashed their dividend warrant(s) from the financial year ended March 31, 2012 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company upto the year ended on March 31, 2011, have already been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website: www.bajajelectricals.com and Ministry of Corporate Affairs website: www.mca.gov.in. Members are requested to contact Link Intime India Private Limited ("LinkIntime" / "Registrar and Share Transfer Agents"), Unit: Bajaj Electricals Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, the Registrar and Share Transfer Agents of the Company, to claim the unclaimed / unpaid dividends.
8. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, either to the Company's Registrar and Share Transfer Agents at the address mentioned above or to their respective Depository Participant ("DP") in case the shares are held in dematerialised form.
9. Members are requested to note that, in order to avoid any loss / interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents. The requisite NECS / ECS application form can be obtained from the Company's Registrar and Share Transfer Agents. Alternatively, Members may provide details of their bank account quoting their folio numbers, to the Company's Registrar and Share Transfer Agents to enable them to print such details on the dividend warrants.
10. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, the relevant details of Director retiring by rotation and seeking appointment at the ensuing Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.
11. Shareholders, intending to require information about the Financial Accounts to be approved at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
12. Members are requested to attend the meeting along with the copy of the Annual Report, already sent to them.
13. The Company has designated an exclusive e-mail id legal@bajajelectricals.com to enable investors to register their complaints / queries, if any.
14. The Securities and Exchange Board of India (SEBI) vide its earlier circulars have made the Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction. Members are requested to submit the PAN details to their respective DP in case of holdings in dematerialised form or the Company's Registrar and Share Transfer Agents in case of holdings in physical form, mentioning the correct folio number.
15. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
16. Members holding shares in physical form are requested to consider converting their holdings in the dematerialised form. Members who are desirous to convert their physical holdings into dematerialised form shall contact the Company's Registrar and Share Transfer Agents at the address mentioned above.
17. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website: www.bajajelectricals.com and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com.
18. All documents referred to in the accompanying Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 p.m. upto Wednesday, August 7, 2019 being the date of the Annual General Meeting.
19. The Annual Report of the Company for the year ended March 31, 2019 along with Notice, process and manner of remote e-voting, Attendance Slip and Proxy Form are being sent by e-mail to those members who have registered their e-mail address with the Company or with their respective DP or Registrar and Share Transfer Agents of the Company. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail id viz., legal@bajajelectricals.com clearly mentioning their Folio number / DP and Client ID.
20. Updation of Members' details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.
21. Information and other instructions relating to Remote E-voting and voting by Ballot Form are as under:
- (1) In case of Remote E-voting:
- In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Link Intime India Private Limited (LI IPL) on all Resolutions set forth in this Notice.
- The remote e-voting period commences on August 4, 2019 (9:00 am IST) and ends on August 6, 2019 (5:00 pm IST). During this period members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of August 1, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The process and manner for remote e-voting are as under:
- Log-in to e-voting website of LI IPL.
 - Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 - Click on "Login" tab, available under 'Shareholders' section.
 - Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 - Your User ID details are given below:
 - Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
 - Your Password details are given below:-
If you are using e-voting system of LI IPL: <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). • 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 Address Sticker / 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. • 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 (v-c).

If you are holding shares in demat form and had registered on e-voting system of LIPL: <https://instavote.linkintime.co.in>, and / or voted on 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. 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. Cast your vote electronically.

- vii. After successful login, you will be able to see the notification for e-voting on the home page of INSTAVote. Select / View "Event No" of the company, you choose to vote.
- viii. 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'.

You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour / Against'.
- ix. If you wish to view the entire Resolution details, click on the 'View Resolutions' file link.
- x. 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.
- xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xii. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

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 accounts shall choose the voting process separately for each of the folios / demat accounts.
 - In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Insta vote e-voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or call us :- Tel : 022 - 49186000.
- (2) In case of voting by using Ballot Forms:
- (i) In terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Listing Regulations, the Company, in order to enable its members who do not have access to remote e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Form along with Annual Report.
 - (ii) A member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Shri Anant B. Khamankar, Practicing Company Secretary (Membership No. FCS 3198; CP No. 1860), duly appointed by the Board of Directors of the Company at: Unit - Bajaj Electricals Limited, C/o. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
 - (iii) Please convey your assent in column "FOR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.

- (iv) Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before Tuesday, August 6, 2019 (5.00 p.m. IST). The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the member has not been received.
 - (v) Unsigned / incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final.
 - (vi) A member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email to legal@bajajelectricals.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than Tuesday, August 6, 2019 (5.00 p.m. IST).
 - (vii) A member can opt for only single mode of voting i.e. either through remote e-voting or by Ballot Form. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and vote by Ballot Form shall be treated as invalid. Members who have cast their vote by remote e-voting prior to the meeting may also attend the general meeting, however those members are not entitled to cast their vote again in the general meeting.
- (3) Tab Voting at AGM:
- The members who have not cast their vote either electronically or through Ballot Form, can exercise their voting rights by using Tab Voting facility at the venue of the meeting. The Company will make necessary arrangements in this regard at the venue.
- (4) Other Instructions:
- (a) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on Thursday, August 1, 2019, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
 - (b) In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., Thursday, August 1, 2019, he / she / it may vote following the instructions given above.
 - (c) The Board of Directors has appointed Shri Anant B. Khamankar, Practicing Company Secretary (Membership No. FCS 3198, CP Number 1860) as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

- (d) The scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and ballot paper in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the meeting submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorised by the Chairman in writing for counter signature.
- (e) The results shall be declared either by the Chairman or the person authorised by the Chairman in writing and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour thereof.
- (f) Promptly after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website: www.bajajelectricals.com and on the LIIPL's website: <https://instavote.linkintime.co.in> and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same on their website.
- (g) The route map of the venue of the meeting is given at the end of the Notice. The prominent landmark for the venue is that it is 'Opposite INOX CR2'.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

In terms of the Appointment and Remuneration Policy of the Company (the "Policy") and pursuant to the recommendation of the Nomination and Remuneration Committee (the "Committee"), the Board of Directors of the Company (the "Board") at the meeting held on November 1, 2018, appointed Smt. Pooja Bajaj as Additional Non-Executive Director of the Company with effect from the said date. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"), Smt. Pooja Bajaj holds office upto the date of ensuing AGM.

Notice under Section 160 of the Act has been received from a member intending to propose the candidature of Smt. Pooja Bajaj for appointment as Director of the Company. Smt. Pooja Bajaj has given her consent to act as Director. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Additional information in respect of Smt. Pooja Bajaj, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in Annexure-A to this Notice.

Smt. Pooja Bajaj, the proposed appointee, and her relatives are interested in this Resolution. Except Shri Shekhar Bajaj, who is father-in-law of Smt. Pooja Bajaj, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in this Resolution.

The Board recommends this Resolution set out at Item No.4 of the Notice for the approval of the members by way of Ordinary Resolution.

Item No.5

In terms of the Appointment and Remuneration Policy of the Company (the "Policy") and pursuant to the recommendation of the Nomination and Remuneration Committee (the "Committee"), the Board of Directors of the Company (the "Board") at the meeting held on November 1, 2018, appointed Shri Munish Khetrpal as an Additional Director in the category of Independent Director with effect from the said date. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"), Shri Munish Khetrpal hold office upto the date of ensuing AGM and is eligible for appointment as Director of the Company. As per Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and shall not be liable to retire by rotation.

Notice under Section 160 of the Act has been received from a member intending to propose the candidature of Shri Munish Khetrpal for appointment as Director of the Company. Shri Munish Khetrpal has given his consent to act as Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from him stating that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Additional information in respect of Shri Munish Khetrpal, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is appearing in Annexure-A to this Notice.

Shri Munish Khetrpal, the proposed appointee, and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in this Resolution.

The Board recommends this Resolution set out at Item No.5 of the Notice for the approval of the members by way of Ordinary Resolution.

Item No.6

In terms of the Appointment and Remuneration Policy of the Company (the "Policy") and pursuant to the recommendation of the Nomination and Remuneration Committee (the "Committee"), the Board of Directors of the Company (the "Board") at the meeting held on May 22, 2019, appointed Shri Rajiv Bajaj as an Additional Non-Executive Director of the Company with effect from the said date. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"), Shri Rajiv Bajaj holds office upto the date of ensuing AGM.

Notice under Section 160 of the Act has been received from a member intending to propose the candidature of Shri Rajiv Bajaj for appointment as Director of the Company. Shri Rajiv Bajaj has given his consent to act as Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Additional information in respect of Shri Rajiv Bajaj, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in Annexure-A to this Notice.

Shri Rajiv Bajaj, the proposed appointee, and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in this Resolution.

The Board recommends this Resolution set out at Item No.6 of the Notice for the approval of the members by way of Ordinary Resolution.

Item Nos.7 & 8

In terms of the Appointment and Remuneration Policy of the Company (the "Policy") and pursuant to the recommendation of the Nomination and Remuneration Committee (the "Committee"), the Board of Directors of the Company (the "Board") at the meeting held on November 1, 2018, appointed Shri Anuj Poddar as an Additional Director of the Company with effect from the said date. Pursuant to the provisions

of Section 161 of the Companies Act, 2013 (the "Act"), Shri Anuj Poddar holds office upto the date of ensuing AGM and is eligible for appointment as Director of the Company.

Notice under Section 160 of the Act has been received from a member intending to propose the candidature of Shri Anuj Poddar for appointment as Director of the Company. Shri Anuj Poddar has given his consent to act as Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would be liable to retire by rotation.

Further, in terms of the Policy and pursuant to the recommendation of the Committee, the Board has approved the appointment of Shri Anuj Poddar as an Executive Director ("ED") in the whole-time employment of the Company, w.e.f. November 1, 2018 for a period of 5 (five) years on the terms and conditions including remuneration as set out herein below:

- Salary:** ₹6,00,000/- per month. Annual and accelerated increments may be decided by the Nomination & Remuneration Committee and / or the Board of Directors, based on merit and taking into account the Company's performance for the year.
- Performance Incentive:** Based on the evaluation of performance on an annual basis, the ED will be paid incentive, which will be ₹65,70,000/- for 'Radical Rating', ₹45,00,000/- for 'Excellent Rating' and ₹27,44,000/- for 'Good Rating'. Accelerated increments / increases may be given by the Board of Directors from time to time at its absolute discretion.
- Perquisites:** In addition to Salary and Performance Incentive as above, the following perquisites will also be paid and / or provided to him. Valuation of all perquisites shall be done in accordance with the provisions of the Income Tax Act, 1961 and rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.
 - Housing Rent Allowance (HRA): ₹1,25,000/- per month or the Company provided furnished accommodation;
 - Additional Allowance: ₹2,00,000/- per month;
 - Other Allowance: ₹10,04,000/- per month;
 - Leave Travel Assistance (LTA): For self and family once in a year upto ₹2,00,000/- per annum;
 - Medical Expenses: For self and family upto a limit of ₹15,000/- per annum;

- (vi) Telephone: Expenses towards usage of telephones installed at residence will be reimbursed by the Company at actual;
- (vii) Mobile Phone: Reimbursement at actual;
- (viii) Car: Provision of car for use of Company's business with reimbursement of fuel, maintenance and driver salary as per the rules of the Company; or car allowance of ₹75,000/- per month with reimbursement of fuel, maintenance and driver salary as per the rules of the Company;
- (ix) Provident Fund: The contribution towards Provident Fund as per the rules of the Company, will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act, 1961 (at present, this is limited to 12% of the Basic Salary);
- (x) Gratuity: As per the rules of the Company;
- (xi) Leave and encashment of unavailed leave: As per rules of the Company;
- (xii) Entertainment Expenses: The ED will be entitled to reimbursement of entertainment expenses incurred in the course of business of the Company;
- (xiii) Club Membership: Ordinary membership of one club, the admission and annual membership fee whereof shall be borne by the Company;
- (xiv) Stock Options: As may be granted by Nomination & Remuneration Committee from time to time as per ESOP Schemes of the Company.
- (xv) Other perquisites and emoluments, including Group Medicaclaim, Group Personal Accident Insurance and Group Term Life Insurance, as per the rules of the Company.

The above terms are subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Shri Anuj Poddar has over a decade of experience and has been associated with the Company for more than two years as an independent director. Prior to this, Shri Anuj Poddar has held leadership positions at Viacom18.

Considering his association with the Company and rich experience in various fields, the appointment of Shri Anuj Poddar as two decades ED of the Company on the terms and conditions mentioned hereinabove would be beneficial to the Company.

The remuneration payable to ED shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, out of abundant caution and in view of the relevant extant provisions of the Act relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act which, inter-alia, prescribes that in case of no profits or inadequate profits, remuneration can be paid to a managerial personnel in accordance with the provisions of Section II, subject to the condition that a Special Resolution has been passed for payment of remuneration to a managerial personnel. Further, no approval of the Central Government is required for appointment and payment of remuneration to Shri Anuj Poddar as ED as he is functioning in a professional capacity and fulfills the conditions mentioned in Part I and Para B of Section II of Part II of Schedule V to the Act. Relevant information and disclosures prescribed in Schedule V to the Act are given in Annexure-B to this notice.

Additional information in respect of Shri Anuj Poddar, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Annexure-A to this Notice.

Shri Anuj Poddar, the proposed appointee, and his relatives are interested in these resolutions. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in the resolutions set out at Item Nos. 7 and 8 of the Notice.

The Board of Directors recommends the resolutions set out at Item Nos. 7 and 8 of the Notice for approval of the members by way of Ordinary Resolution and Special Resolution, respectively.

Item No.9

For operational convenience, the Board of Directors in its meeting held on May 22, 2019 decided (subject to the approval of members) to insert two new articles, as stated in the resolution, in the existing set of Articles of Association ('AOA') of the Company.

Pursuant to provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of members by way of Special Resolution. Accordingly, this matter has been placed before the members for their approval.

A copy of the existing AOA as well as draft of new set of Articles of the Company is available for inspection at the Registered Office of the Company during working hours on any working day, and is also available on the website of the Company: www.bajajelectricals.com.

None of the Directors or Key Managerial Personnel, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board of Directors recommends the resolution set out at Item No.9 of the Notice for approval of the members by way of Special Resolution.

Item No.10

The Board of Directors, at its Meeting held on May 22, 2019, upon the recommendation of the Audit Committee, approved the appointment of Messrs R. Nanabhoy & Co., Cost Accountants having Firm Registration Number 000010, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the financial year ending March 31, 2020, at a remuneration of ₹1,43,000/- (Rupees One Lakh Forty Three Thousand only) (excluding all taxes and reimbursement of out-of-pocket expenses).

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.10 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending March 31, 2020.

None of the Directors or Key Managerial Personnel, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board of Directors recommends the resolution set out at Item No.10 of the Notice for approval of the members by way of Ordinary Resolution.

Item No.11

In terms of Section 42 of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Rules"), a company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the members of the company by a Special Resolution. In case of an offer or invitation for offer of Non-Convertible Debentures, the company can pass a Special Resolution once a year for all the offers or invitations to be made for such Debentures during the year.

In order to augment resources for, inter-alia, the ongoing capital expenditure, long term working capital / short term working capital and for general corporate purposes, the

Company may offer or invite subscription for securities including but not limited to secured / unsecured redeemable Non-Convertible Debentures and / or Commercial Papers, in one or more series / tranches on a private placement basis, in domestic and / or international market, issuable / redeemable at discount / par / premium.

The Company seeks to pass an enabling resolution to borrow funds from time to time by offer of securities including but not limited to Non-Convertible Debentures and / or Commercial Papers for an amount not exceeding ₹1,500 crore (Rupees One Thousand Five Hundred Crore only), at a discount or at par or at a premium and at such interest as may be appropriate considering the prevailing money market conditions at the time of borrowing but not exceeding 11.00% p.a.

The details of the Paid-up Capital & Free Reserves and Outstanding Borrowings are as under:

Particulars	₹ in crore)	
	As at March 31, 2019	As at March 31, 2018
Paid-up Capital and Free Reserves	758.15	684.02
Outstanding Borrowings	1,582.21	723.10

The approval sought for offer of securities including but not limited to Non-Convertible Debentures and / or Commercial Papers, shall be within the overall borrowing limit of the Company in terms of Section 180 of the Act.

None of the Directors or Key Managerial Personnel, is concerned or interested, financially or otherwise, in the resolution set out at Item No.11 of the Notice.

The Board of Directors recommends the resolution set out at Item No.11 of the Notice for approval of the members by way of Special Resolution.

Item No.12

Section 197 of the Companies Act, 2013 (the "Act") read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits payment of remuneration to Non-Executive Directors (the "Non-Executive Directors"), inter-alia, by way of commission, subject to approval of the members in the general meeting.

The members of the Company at the 75th AGM held on July 31, 2014, approved the remuneration payable to Non-Executive Directors of the Company by way of commission, in addition to sitting fees for attending the meetings of the Board of Directors or Committee(s) thereof, not exceeding in the aggregate, one percent per annum of the net profits of

the Company (computed in the manner referred to in Section 198 of the Act), for each of the five years commencing from April 1, 2014. The resolution was valid upto the financial year ended March 31, 2019.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and to compensate them for their time and efforts in providing strategic inputs for growth of the business, approval of the members is sought to continue to pay commission for another term of five years commencing from April 1, 2019 to be paid and distributed amongst the Non-Executive Directors or some or any of them as may be decided by the Board of Directors. The aggregate of commission to all such Non-Executive Directors in a year shall not exceed one percent of net profits of the Company for that year. Payment of commission shall be in addition to the sitting fees paid for attending meetings of the Board of Directors, Independent Directors, Board's Committee(s), etc.

Shri Harsh Vardhan Goenka, Shri Madhur Bajaj, Dr. (Smt.) Indu Shahani, Dr. Rajendra Prasad Singh, Shri Siddharth Mehta, Smt. Pooja Bajaj, Shri Munish Khetrapal and Shri Rajiv Bajaj, Non-Executive Directors of the Company and Shri Shekhar Bajaj, relative of Shri Madhur Bajaj and Smt. Pooja Bajaj are concerned or interested in the Resolution. None of the other Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No.12 of the Notice for approval of the members by way of Ordinary Resolution.

Item No.13

In order to enable the Company to satisfy its existent debt obligations and for general corporate purposes, it requires sufficient resources including funds to be available and to be allocated, from time to time. It is, therefore, prudent for the Company to have requisite enabling approvals in place for meeting its funding requirements.

For this purpose, the Company has been exploring various options for raising funds by way of issue of Equity Shares or Global Depository Receipts ("GDRs") or American Depository Receipts ("ADRs") or Foreign Currency Convertible Bonds ("FCCBs") or fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares, or any other security or financial instruments convertible into Equity Shares or securities linked to Equity Shares or any combination thereof (collectively referred to as "Securities") through a public offer or a private placement including through a preferential issue or a qualified institutions placement ("QIP") in accordance with the provisions of Chapters V and

VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") or any combination thereof for an amount aggregating up to ₹600 crore (Rupees Six Hundred Crore only).

The special resolution seeks to empower the Board or any duly constituted committee thereof to issue Securities as aforesaid including through an issue of prospectus or placement document to any eligible person, including qualified institutional buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapters V and VI of the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and / or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and / or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its sole discretion and in accordance with applicable laws.

In case of a preferential issue or a QIP, since the pricing and other terms of the offering cannot be decided, except at a later stage, an enabling resolution is proposed, to give adequate flexibility and discretion to the Board to finalise the terms. However, the same would be in accordance with the SEBI ICDR Regulations or any other guidelines / regulations as may be applicable in case of an issue of the Securities to the Investors. The issue of Securities as aforesaid may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and other experts subject to SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines. The Board may at its discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated above without the need for further approval from the members of the Company.

Further, in the event any issue of Securities is made by way of a QIP, the company is required to obtain prior approval of the shareholders by way of the special resolution. If approved by shareholders, the issue of Securities through QIP route shall be completed within one year from the date of passing of special resolution. Securities issued by way of a QIP shall in all respects rank pari passu with the existing equity shares of the Company at the time of allotment upon conversion into Equity Shares, as applicable.

The Company shall ensure that:

- a) the allotment of Securities shall be completed within 365 days from the date of resolution passed by the members of the Company.
- b) the Equity Shares shall rank pari passu in all respects, including in respect of entitlement to dividend with the existing Equity Shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s).
- c) the "relevant date" for the purposes of pricing of the Securities to be issued in the QIP shall be: (i) in case of allotment of Equity Shares, the date of meeting in which the Board or any other committee of the Board constituted thereof decides to open the proposed QIP; or (ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board or any other committee of the Board constituted thereof decides to open the QIP of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares.
- d) the issue of Equity Shares made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under SEBI ICDR Regulations ("QIP Floor Price"). The Board or any other committee of the Board constituted thereof may, however, at its absolute discretion, issue Equity Shares at a discount of not more than 5% on the QIP Floor Price, or such other discount as may be permitted under applicable law.
- e) the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.
- f) the total amount of monies raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, shall not exceed five times the net worth of the Company, as per the audited balance sheet of the Company of the previous financial year or as may be permitted from time to time by the SEBI ICDR Regulations.

The purpose and objects for the QIP are as stated below:

- (a) To repay the existent debt obligations of the Company; and
- (b) For general corporate purposes.

The Board of Directors, at its meeting held on May 22, 2019 has accorded its approval for raising of funds by the Company through issue of Securities, subject to members' approval and such other approvals as may be required under the applicable laws.

The detailed terms and conditions for the offer of Equity Shares will be determined by the Board in consultation with the lead managers, placement agents and such other agency or agencies as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

None of the promoters or directors intend to make any contribution either as part of the QIP or in furtherance of the objects of the QIP.

Since the QIP may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the MCA, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The resolutions contained in Item No.13 of the accompanying notice, accordingly, seek shareholders' approval through special resolution for raising funds as above through issue of Equity Shares in one or more tranches and authorising the Board of Directors (including any committee thereof authorised for the purpose) of the Company to complete all the formalities in connection with the issue of Equity Shares.

Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the Resolution to the extent of their shareholding in the Company.

Your Directors recommend the passing of the Resolutions at Item No.13 as Special Resolutions respectively.

Except as stated above, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item No.13 of the notice.

Annexure-A

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed:

Shri Madhur Bajaj

Director Identification Number	00014593
Date of Birth / Age	August 19, 1952 (67 years)
Qualifications	B.Com, MBA from Institute of Management Development, Lausanne, Switzerland.
Experience (including expertise in specific functional area) / Brief Resume	Industrialist with over 36 years of experience and a member of the Board since 1994. He is the recipient of the Vikas Rattan Award from the International Friendship Society of India, for enriching human life and outstanding achievements.
Appointment / Re-appointment	Re-appointment on retirement by rotation
Terms and Conditions of Appointment / Re-appointment	As per the Company's Appointment and Remuneration Policy.
Remuneration last drawn (including sitting fees, if any)	₹14.00 lakh (being sitting fee paid of ₹7.00 lakh and commission (provided for financial year 2018-19) of ₹7.00 lakh, for attending Board / Committee meetings)
Remuneration proposed to be paid	As per the Company's Appointment and Remuneration Policy.
Date of first appointment on the Board	November 28, 1994
Shareholding in the Company as on March 31, 2019	815035 (0.80%) equity shares of ₹2 each.
Relationship with other Directors / Key Managerial Personnel	Younger brother of Shri Shekhar Bajaj, Chairman & Managing Director of the Company and paternal uncle of Shri Rajiv Bajaj.
Number of meetings of the Board attended during the year	7 Board meetings held on May 23, 2018, June 15, 2018, August 9, 2018, November 1, 2018, January 2, 2019, February 7, 2019 and March 28, 2019
Directorships of other Boards as on March 31, 2019	Bajaj Holdings & Investment Limited; Maharashtra Scooters Limited; Bajaj Finance Limited; Bajaj Finserv Limited; Bajaj Auto Limited; Emerald Acres Private Limited; Sankalp Resorts Private Limited; Madhur Securities Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Nil

Smt. Pooja Bajaj

Director Identification Number	08254455
Date of Birth / Age	May 06, 1982 (37 years)
Qualifications	Commerce Graduate with specialisation in Foreign Trade and Post Graduate
Experience (including expertise in specific functional area) / Brief Resume	Diploma in Human Resource Management from St. Francis Collage for Women affiliated to Osmania University. She is a 1999-00 batch Gold Medalist from Nasr School, Hyderabad (A.P.) having secured first position in commerce. She completed her Masters in Management from the University of Leeds, UK in the year 2005-06. She has also participated in the Fourth Commonwealth-India Small Business Competitiveness Development Programme in the year 2006 and Mini-MBA Management Essentials Program in the year 2012.

Appointment / Re-appointment	Appointment
Terms and Conditions of Appointment / Re-appointment	As per the Company's Appointment and Remuneration Policy.
Remuneration last drawn (including sitting fees, if any)	₹9.00 lakh (being sitting fee paid of ₹5.00 lakh and commission (provided for financial year 2018-19) of ₹4.00 lakh, for attending Board / Committee meetings)
Remuneration proposed to be paid	As per the Company's Appointment and Remuneration Policy.
Date of first appointment on the Board	November 1, 2018
Shareholding in the Company as on March 31, 2019	130000 (0.13%) equity shares of ₹2 each.
Relationship with other Directors / Key Managerial Personnel	Daughter-in-law of Shri Shekhar Bajaj, Chairman & Managing Director.
Number of meetings of the Board attended during the year	4 Board meetings held on November 1, 2018, January 2, 2019, February 7, 2019 and March 28, 2019
Directorships of other Boards as on March 31, 2019	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Member of Stakeholder Relationship Committee of the Company.

Shri Munish Khetrapal

Director Identification Number	08263282
Date of Birth / Age	August 26, 1970 (48 years)
Qualifications	Over 26 years of experience in IT industry, more particularly in GTM, Consulting and building Solutions for technology, services and software. He also has exposure in building Global Technology Businesses. His specific functional experience includes Go-to Market, Product Management, Technology Operations and Strategic Business Development.
Experience (including expertise in specific functional area) / Brief Resume	He is currently the Managing Director, for Solutions, with Cisco Systems. His responsibility involves building and managing technology-based solutions that help to address opportunities in cities, enterprise workspaces and residential homes. He has led transformational projects, joint ventures, PPP and driven key investments to develop new GTM capabilities for Cisco in industry solutions and cloud-based offerings.

Appointment / Re-appointment	Appointment
Terms and Conditions of Appointment / Re-appointment	As per the Company's Appointment and Remuneration Policy.
Remuneration last drawn (including sitting fees, if any)	₹8.50 lakh (being sitting fee paid of ₹4.50 lakh and commission (provided for financial year 2018-19) of ₹4.00 lakh, for attending Board / Committee meetings)
Remuneration proposed to be paid	As per the Company's Appointment and Remuneration Policy.
Date of first appointment on the Board	November 1, 2018
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors / Key Managerial Personnel	Not applicable
Number of meetings of the Board attended during the year	4 Board meetings held on November 1, 2018, January 2, 2019, February 7, 2019 and March 28, 2019
Directorships of other Boards as on March 31, 2019	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Nil

Shri Rajiv Bajaj	
Director Identification Number	00018262
Date of Birth / Age	December 21, 1966 (52 years)
Qualifications	Shri Rajiv Bajaj, aged 52 years, graduated first in class, with distinction, in Mechanical Engineering from the University of Pune in 1988, and then completed his masters in Manufacturing Systems Engineering, with distinction, from the University of Warwick in 1990.
Experience (including expertise in specific functional area) / Brief Resume	He has worked at Bajaj Auto in the areas of Manufacturing & Supply Chain (1990-95), R+D and Engineering (1995-2000), and Marketing and Sales (2000-2005), and has been its Managing Director since April 2005 having joined the Board on March 5, 2002. He has been conferred with numerous prestigious awards including India's Top 100 Young Achievers Award, Auto Professional Man of the Year Award, India's 20 Top Powerful CEOs Awards, Business Leadership Awards, NDTV Profit Man of The Year, NDTV Profit: Business Leadership Awards 2007 and many more.
Appointment / Re-appointment	Appointment
Terms and Conditions of Appointment / Re-appointment	As per the Company's Appointment and Remuneration Policy.
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	As per the Company's Appointment and Remuneration Policy.
Date of first appointment on the Board	May 22, 2019
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors / Key Managerial Personnel	Not applicable
Number of meetings of the Board attended during the year	Nil
Directorships of other Boards as on March 31, 2019	Bajaj Holdings & Investment Limited; Bajaj Finance Limited; Bajaj Finserv Limited; Bajaj Auto Limited; Rahul Securities Private Limited; Kamalnayan Investment and Trading Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Nil

Shri Anuj Poddar	
Director Identification Number	01908009
Date of Birth / Age	July 15, 1974 (44 years)
Qualifications	He was a member of the Leadership Team at Viacom18. In his over-decade long stint with Viacom18 he has a string of accomplishments. He spearheaded the formation of Viacom18, its foray into mass entertainment with Colors and architected its very successful journey of becoming one of India's leading media and entertainment conglomerates. He also set-up Viacom18's operations in USA and UK, led the acquisition of the Indian Film Company leading to the set-up of Viacom18 Motion Pictures and has led strategy for MTV Networks Asia. He was also engaged in successfully repositioning and redefining the scale of the regional entertainment space in India.

	Prior to joining Viacom 18, he has had over a decade of myriad professional experience in strategy consulting, mergers & acquisitions, advisory and assurance with Arthur Andersen and KPMG, besides running his own entrepreneurial ventures. In all his pursuits, he brings to fore a unique blend of business acumen, diverse experience and deep insight into human and consumer behavior that enable him to build and run strong successful businesses. He is a Fellow of the Inaugural Class of Aspen Institute's India Leadership Initiative and member of Aspen Global Leadership Network, Trustee of Ananta Centre, a member of BMW Foundation's World Young Leaders' Forum and has been on the Governing Council of CII-Young Indians. He has schooled in Mumbai, India and Michigan, USA and is a rank-holding Chartered Accountant.
Appointment / Re-appointment	Appointment
Terms and Conditions of Appointment / Re-appointment	As per the resolutions at Item Nos. 7 & 8 of the Notice of AGM read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	(i) As an Independent Director: ₹11.00 lakh (being sitting fee paid of ₹6.00 lakh and commission (provided for financial year 2018-19) of ₹5.00 lakh, for attending Board / Committee meetings); and (ii) As an Executive Director: ₹128.14 lakh.
Remuneration proposed to be paid	As per the resolutions at Item Nos. 7 & 8 of the Notice of AGM read with explanatory statement thereto.
Date of first appointment on the Board	May 30, 2016 (As an Independent Director)
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors / Key Managerial Personnel	Not applicable
Number of meetings of the Board attended during the year	7 Board meetings held on May 23, 2018, June 15, 2018, August 9, 2018, November 1, 2018, January 2, 2019, February 7, 2019 and March 28, 2019
Directorships of other Boards as on March 31, 2019	The Indian Society of Advertisers
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Nil

Annexure-B

Relevant information and disclosures prescribed in Schedule V to the Companies Act, 2013 are given below:

I. General Information

1.	Nature of Industry	The Company is engaged in marketing of various consumer household and industrial goods including electric lamps and bulbs, lighting fittings and domestic appliances like fans, air-coolers, pressure cooker, ovens, toasters, heaters, geysers, mixer grinders and parts thereof; water purifier, water filters, etc., manufacturing and / or marketing electric fans and industrial items like highmasts, power transmission and in the implementation of turnkey projects.
2.	Date of Commencement of Commercial Production	Commercial operations commenced in the year 1938.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial Performance based on given indicators	As per Standalone Audited Financials
		(₹ in crore)
	Particulars	Financial Year 2018-19
	Paid up Capital	20.48
	Reserves excluding Revaluation Reserves	1,057.22
	Total Income	6,738.57
	Total Expenses	6,479.13
	Profit before Tax	259.44
	Tax Expenses	92.37
	Profit after Tax	167.07
5.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs, FPIs, etc. are investors in the Company on account of past issuance of securities / secondary market purchase of the shares of the Company.

II. Information about the Appointee

1.	Background details	Kindly refer Annexure-A to the notice.
2.	Past remuneration	Kindly refer Annexure-A to the notice.
3.	Recognition or awards	Shri Anuj Poddar has been nominated as a Fellow of the prestigious Aspen Global Leadership Network. He was also nominated as a member of the Indo-German Young Leaders' Forum and continues as a member of BMW Foundation's World Responsible Leaders' Forum. These networks / forums comprise accomplished young leaders from across the world and from different walks of life that have a track record of high achievement in their chosen fields accompanied with a demonstrated commitment towards playing a broader role in shaping the society / world and working towards a higher purpose of common good.

4.	Job profile and his suitability	Shri Anuj Poddar devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board. Shri Anuj Poddar has over two decades of experience and has been associated with the Company for more than 2 years, and his candidatures is compatible with the organisational requirements. It is felt that the Company would benefit under his leadership and guidance.
5.	Remuneration proposed	As mentioned in the explanatory statement.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Executive Director, and the knowledge and experience of the proposed appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry.
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed and dividend paid / payable on the equity shares held by him (if any), Shri Anuj Poddar does not have any pecuniary relationship with the Company. Shri Anuj Poddar is not related to any managerial personnel of the Company.

III. Other Information

1.	Reasons of loss or inadequate profits	The Company is a profit making entity and does not envisage any loss or inadequate profits during the tenure of appointment of Shri Anuj Poddar. However, the Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.
2.	Steps taken or proposed to be taken for improvement	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

IV. Disclosures

	The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees and stock options details of all the Directors, as applicable, are given in the Corporate Governance section of the Annual Report for the Financial Year 2018-19.
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MAP SHOWING LOCATION OF THE VENUE OF 80TH ANNUAL GENERAL MEETING OF BAJAJ ELECTRICALS LIMITED

Venue:

Kamalnayan Bajaj Hall, Bajaj Bhavan,
Jamnalal Bajaj Marg, Nariman Point,
Mumbai 400 021

