

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.
 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.
- 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.

- 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:

- i. Log-in to e-voting website of LI IPL.
- ii. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- iii. Click on "Login" tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- v. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- vi. 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). <ul style="list-style-type: none">Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on 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. <ul style="list-style-type: none">Please enter the DOB / DOI or Bank Account number in order to register. If the above-mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Bank Account number field as mentioned in instruction (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](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:

- a) **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.
- b) **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.
- c) **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.
 - (i) Housing Rent Allowance (HRA): ₹1,25,000/- per month or the Company provided furnished accommodation;
 - (ii) Additional Allowance: ₹2,00,000/- per month;
 - (iii) Other Allowance: ₹10,04,000/- per month;
 - (iv) Leave Travel Assistance (LTA): For self and family once in a year upto ₹2,00,000/- per annum;
 - (v) 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 Mediclaim, 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 Khetrpal 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 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.
Experience (including expertise in specific functional area) / Brief Resume	

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 Khetrpal

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	<p>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.</p> <p>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.</p>
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.
Experience (including expertise in specific functional area) / Brief Resume	

	<p>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.</p> <p>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.</p>
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)																
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Financial Year 2018-19</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>20.48</td> </tr> <tr> <td>Reserves excluding Revaluation Reserves</td> <td>1,057.22</td> </tr> <tr> <td>Total Income</td> <td>6,738.57</td> </tr> <tr> <td>Total Expenses</td> <td>6,479.13</td> </tr> <tr> <td>Profit before Tax</td> <td>259.44</td> </tr> <tr> <td>Tax Expenses</td> <td>92.37</td> </tr> <tr> <td>Profit after Tax</td> <td>167.07</td> </tr> </tbody> </table>	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
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	<p>Shri Anuj Poddar devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board.</p> <p>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.</p>
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.

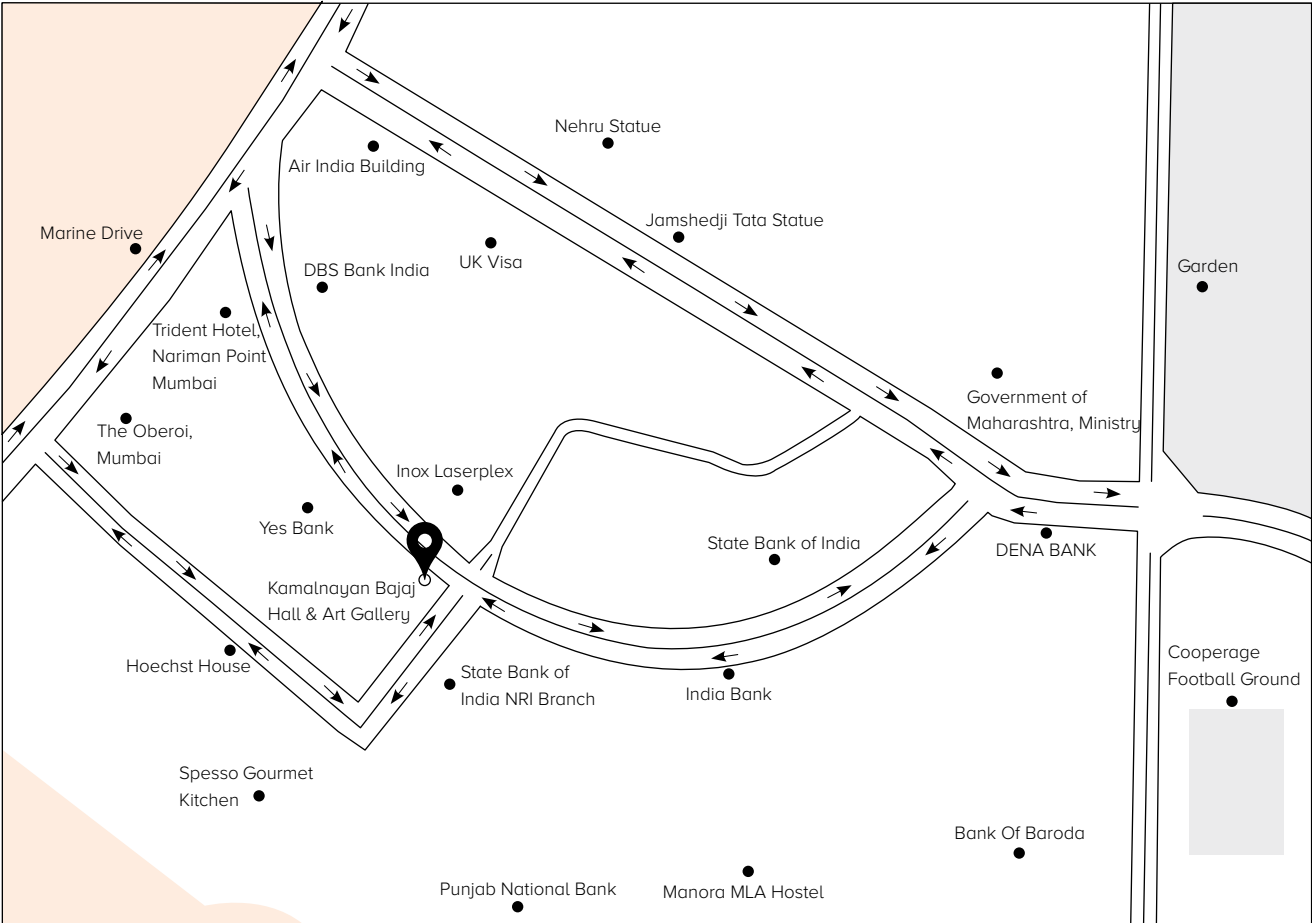
IV Disclosures

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.

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



Directors' Report

Dear Shareholders,

Your Directors are pleased to present the 80th Annual Report of the Company, together with the audited financial statements for the financial year ended March 31, 2019. This Report states compliance as per the requirements of the Companies Act, 2013 (the "Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other rules & regulations as applicable to the Company.

Financial Results

The highlights of the Standalone Financial Results are as under:

(Amount: ₹ in crore, except for EPS)

Particulars	FY 2018-19	FY 2017-18
Revenue from Operations & Other Income	6,738.57	4,769.58
Gross Profit before Finance Cost and Depreciation	413.78	346.63
Less: Finance Cost	115.88	58.86
Less: Depreciation	38.46	33.94
Profit / (Loss) before Exceptional Items and Tax	259.44	253.83
Exceptional Items	-	(89.36)
Profit / (Loss) before Taxes	259.44	164.47
Less: Provision for Tax expenses	92.37	80.85
Profit / (Loss) after Tax	167.07	83.62
Less: Other Comprehensive Income	4.29	(4.08)
Add: Balance in Profit & Loss Account	194.45	140.92
Less: Dividend including Dividend Distribution Tax paid during the year	43.10	34.18
Balance available for appropriation	314.13	194.45
Amount transferred to General Reserves	-	-
Basic EPS (₹)	16.34	8.23
Diluted EPS (₹)	16.30	8.19

The highlights of the Consolidated Financial Results are as under:

(Amount: ₹ in crore, except for EPS)

Particulars	FY 2018-19	FY 2017-18
Revenue from Operations & Other Income	6,744.36	4,769.58
Profit / (Loss) before Exceptional Items and Tax	243.51	253.83
Exceptional Items	-	78.79
Profit / (Loss) before Taxes before share of Profit / (Loss)	243.51	175.04
Share of Profit / (Loss) of subsidiaries, associates & joint ventures	(2.39)	(10.56)
Profit / (Loss) before Taxes	241.12	164.48
Less: Provision for Tax expenses	87.55	80.85
Profit / (Loss) for the period	153.58	83.63
Basic EPS (₹)	15.02	8.23
Diluted EPS (₹)	14.98	8.19

The financial results of the Company are elaborated in the Management Discussion and Analysis Report.

Return on Net Worth, Return on Capital Employed and Earnings Per Share (EPS) for the last four years and for the year ended March 31, 2019, are given below:

Particulars	2018-19	2017-18	2016-17	2015-16	2014-15
Return on Net Worth (%)	15.50	8.85	12.35	12.72	N.A.
Return on Capital Employed (%)	14.13	18.81	17.54	26.89	7.79
Basic EPS (after exceptional items) (₹)	16.34	8.23	10.65	9.48	(1.39)

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this financial statement relate on the date of this report.

As at March 31, 2019, the gross property, plant and equipment, investment property and other intangible assets including leased assets, stood at ₹455.86 crore and the net property, plant and equipment, investment property and other intangible assets, including leased assets at ₹322.29 crore. Capital Expenditure during the year amounted to ₹54.60 crore (₹31.52 crore in the previous year).

During the year, your Company did not accept any public deposits under Chapter V of Act.

The Company's cash and cash equivalent as at March 31, 2019 was ₹11.20 crore. Your Company manages cash and cash flow processes assiduously, involving all parts of the business. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring. Foreign Exchange transactions are partly covered. There are no materially significant uncovered exchange rate risks in the context of Company's imports and exports. The Company accounts for mark-to-market gains or losses every quarter end in line with the requirements of Ind AS 21.

During the year under review, your Company transferred a sum of ₹46.25 crore to the Debenture Redemption Reserve (Previous Year: Nil). The Company has not transferred any amount to the general reserves from retained earnings during the current financial year.

Share Capital

The Paid-up Equity Share Capital as on March 31, 2019 was ₹20.48 crore. During the year under review, there was no public issue, rights issue, bonus issue, preferential issue, etc. made by the Company. The Company has not issued shares with differential voting rights. The increase in number

of shares is on account of issue of 362100 equity shares of ₹2 each to the employees upon their exercise of stock options. These shares were included, on weighted average basis, for the computation of EPS. Details of Directors' shareholding as on March 31, 2019, are mentioned in the Annexure to this Report in 'Form MGT-9'.

No disclosure is required under Section 67(3)(c) of the Act, in respect of voting rights not exercised directly by the employees of the Company, as the provisions of the said Section are not applicable.

The equity shares of the Company continue to remain listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The listing fees for financial year 2019-20 have been paid to both the stock exchanges.

Depository System

As the members are aware, the Company's shares are compulsorily tradable in electronic form. As on March 31, 2019, 98.24% of the Company's total paid up capital representing 100593615 shares are in dematerialised form. In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical mode are advised to avail the facility of dematerialisation from either of the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

Dividend & Dividend Distribution Policy

Your Directors are pleased to recommend a dividend of 175% (₹3.50) on 102399601 equity shares of ₹2 each for financial year 2018-19. The amount of dividend and tax thereon aggregates to ₹43.21 crore (previous year ₹43.10 crore). The dividend on equity shares, subject to the approval of the Members at the Annual General Meeting ("AGM") to be held on August 7, 2019, will be paid on or after August 14, 2019 to the Members whose names appear in the Register of Members as of the close of business hours on July 26, 2019; in respect of shares held in

dematerialised form, it will be paid to Members whose names are furnished by Depositories, as beneficial owners as of the close of business hours on that date.

Shares that may be allotted on exercise of stock options granted under the Employee Stock Option Scheme before the book closure date for payment of dividend will rank pari-passu with the existing shares and be entitled to receive the dividend.

As per Regulation 43A of the Listing Regulations, the top 500 listed companies shall formulate a dividend distribution policy. Accordingly, the policy was adopted to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or for retaining profits earned by the Company. This Policy can be accessed on the Company's website: www.bajajelectricals.com.

Issue of Debentures on Private Placement Basis

During the year under review, the Company issued 1850 Unsecured Listed Redeemable Non-Convertible Debentures

(NCDs) of ₹10,00,000/- each, aggregating to ₹185 crore, on private placement basis, in 3 options, Option A of 350 NCDs, Option B of 750 NCDs and Option C of 750 NCDs, which are listed on National Stock Exchange of India Limited (NSE) under ISIN 'INE193E08038', 'INE193E08020' and 'INE193E08012', respectively. Axis Trustee Services Limited is the Debenture Trustee for the Debentureholders, whose details are provided in the corporate governance section of the Annual Report. Further, pursuant to Regulation 53 of the Listing Regulations, disclosures in compliance with the Accounting Standard on "Related Party Disclosures" are given in the notes to the financial statements annexed to this Annual Report.

State of Company Affairs / Operations

Detailed information on the operations of the different business segments of the Company and details on the state-of-affairs of the Company are covered in the Management Discussion and Analysis Report, which forms part of this Annual Report.

Credit Rating

The below table depicts Company's credit ratings profile in a nutshell:

Instrument	Rating Agency	Rating	Outlook
Commercial Paper (CP)	ICRA Limited	ICRA A1+ (pronounced ICRA A one plus)	-
Line of Credit (LOC)	ICRA Limited	Short Term Rating - [ICRA] A1+ (pronounced ICRA A one plus)	-
		Long Term Rating - [ICRA] A+ (pronounced ICRA A plus)	Negative
Non-Convertible Debenture	ICRA Limited	[ICRA] A+ (pronounced as ICRA A plus)	Negative

Related Party Transactions

In line with the requirements of the Act and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website: www.bajajelectricals.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for related party transactions on a yearly basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at arm's length. Transactions entered into pursuant to omnibus approval are

verified by the Finance Department and a statement giving details of all related party transactions is placed before the Audit Committee and the Board for review and approval on a quarterly basis.

All transactions entered with related parties for the year under review were in ordinary course of business and at arm's length basis. No material related party transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, were entered during the year by your Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC-2 is not applicable. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel, which may have a potential

conflict with the interest of the Company at large. All related party transactions are mentioned in the notes to the accounts.

Your Directors draw attention of the members to Note No. 38 to the standalone financial statements which sets out related party disclosure.

Particulars of Loans and Advances, Guarantees or Investments

Pursuant to Section 186 of the Act, the particulars of the loans given, investments made or guarantees given or security provided are given in the Notes to the financial statements forming part of this Report.

The details of loans and advances which are required to be disclosed in the Annual Report of the Company pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations are as under:

Name of the Company	Category	(Amount: ₹ in crore)	
		Balance as on March 31, 2019*	Maximum outstanding during the year*
Nirlep Appliances Private Limited	Subsidiary	16.00	16.00
Hind Lamps Limited	Associate	Nil	Nil
Starlite Lighting Limited	Joint Venture	2.80	2.80

* Excluding trade advances.

Significant and Material Orders Passed by The Regulators or Courts

There are no significant and material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its operations in the future.

Corporate Social Responsibility

The Company is having a Policy on Corporate Social Responsibility ("CSR") and constituted a CSR Committee as required under the Act for implementing various CSR activities. Composition of the Committee and other details are provided in Corporate Governance Report.

The Company has implemented various CSR projects directly and / or through implementing partners and the projects undertaken by the Company are in accordance with Schedule VII of the Act.

Detailed report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is given in Annexure A, forming part of this Report.

Business Responsibility Report

Regulation 34(2) of the Listing Regulations, inter-alia, provides that the Annual Report of the top 500 listed entities based on market capitalisation (calculated as on March 31 of every financial year), shall include a Business Responsibility Report ("BRR").

Your Company, being one of such top 500 listed entities, has included BRR, as part of the Annual Report, describing initiatives taken from an environmental, social and governance perspective.

As a green initiative, the BRR for financial year 2018-19 has been hosted on the website of the Company: www.bajaelectricals.com. Any member interested in obtaining a copy of BRR may write to the Company Secretary.

Corporate Governance

Maintaining high standards of Corporate Governance has been fundamental to the business of your Company since its inception. As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

A certificate of the CEO and CFO of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

Extract of Annual Return

As per provisions of Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the extract of Annual

Return in the Form MGT-9 is given in Annexure B, forming part of this Report. The same is also available on the website of the Company: www.bajajelectricals.com.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report on the operations of the Company, as required under the listing requirements is provided in a separate section and forms an integral part of this Report.

Whistle Blower Policy & Vigil Mechanism

The Company has a Whistle Blower Policy to report genuine concerns or grievances and to provide adequate safeguards against victimisation of persons who may use such mechanism. The Whistle Blower Policy has been posted on the website of the Company: www.bajajelectricals.com.

Employees Stock Option Scheme

The Company implemented the Employees Stock Option Scheme ("ESOP Scheme") in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") as a measure to reward and motivate employees as also to attract and retain talent. There has been no material change in the ESOP Scheme during the year under review and the ESOP Scheme is in compliance with SEBI SBEB Regulations.

During financial year 2018-19, 467500 stock options were granted to the eligible employees at the market price prevailing on NSE as on the date of their grant. Details of the shares issued under ESOP Scheme, as also the disclosures in compliance with SEBI SBEB Regulations is uploaded on the website of the Company www.bajajelectricals.com. No employee has been issued stock options, during the year, equal to or exceeding 1% of the issued capital of the Company at the time of grant. The issuance of equity shares pursuant to exercise of stock options does not affect the profit and loss account of the Company, as the exercise is made at the market price prevailing as on the date of the grant plus taxes as applicable.

The certificate from the Auditors of the Company which certifies that the ESOP Scheme has been implemented in accordance with SEBI SBEB Regulations and the resolutions passed by the shareholders would be placed at the AGM for the inspection by the members.

Acquisition of Shareholding of Nirlep Appliances Private Limited

During the year, the Company entered into a Share Purchase and Shareholders Agreement ("SPSHA") with Nirlep Appliances Private Limited ("Nirlep") and its shareholders for the acquisition of entire shareholding of Nirlep in two tranches for a total cash consideration of ₹38.45 crore. In terms of SPSHA, during the year under review, the Company has, in tranche one acquired 79.85% of equity share capital of Nirlep for a cash consideration of ₹30.70 crore. Subsequent to this acquisition, Nirlep has become a subsidiary of the Company. The Company has a right to exercise call option and acquire the remaining equity shares for the balance consideration.

Nirlep, launched in 1968, is the pioneer of non-stick technology in India, and is today a brand that is synonymous with non-stick cookware. Apart from being the first company to launch non-stick coated cookware, Nirlep has many firsts to its credit such as first to export professional nonstick cookware to Europe, first to manufacture induction compatible nonstick cookware in India, and first to set up a fully automatic nonstick cookware manufacturing plant in India.

Nirlep acquisition will provide a portfolio of products which complements with the offerings of the Company and is a perfect synergic blend.

Subsidiary, Joint Venture and Associate

Details of subsidiary / associate / joint ventures companies of the Company:

Name of the Company	% of shareholding of the Company as on March 31, 2019	Status
Nirlep Appliances Private Limited ("Nirlep")	79.85	Subsidiary
Starlite Lighting Limited ("Starlite")	47.00	Joint Venture
Hind Lamps Limited ("Hind Lamps")	19.00	Associate

Performance of Subsidiary, Joint Venture and Associate

Nirlep : The gross revenue of Nirlep for financial year 2018-19 stood at ₹48.83 crore (Previous Year: ₹44.99 crore). Loss for the year was at ₹21.98 crore (Previous Year Loss: ₹8.85 crore).

Starlite: The gross revenue of Starlite for financial year 2018-19 stood at ₹139.46 crore (Previous Year: ₹162.29 crore). Loss for the year was at ₹97.52 crore (Previous Year Loss: ₹109.87 crore).

Hind Lamps: The gross revenue of Hind Lamps for financial year 2018-19 stood at ₹57.71 crore (Previous Year: ₹42.18 crore). Loss for the year was at ₹12.58 crore (Previous Year Loss: ₹9.17 crore).

The policy for determining material subsidiaries as approved by the Board may be accessed on the Company's website: www.bajajelectricals.com.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of financial statements of subsidiary, associate and joint venture companies in Form AOC 1 is attached herewith as Annexure C to this Report.

In accordance with the third proviso to Section 136(1) of the Act, the Annual Report of Company, containing therein its standalone and consolidated financial statements are available on the Company's website: www.bajajelectricals.com. Further, as per fourth proviso to the said Section, the annual accounts of the subsidiary, joint venture and associate of the Company are also available on the Company's website: www.bajajelectricals.com. Any shareholder who may be interested in obtaining a copy of the aforesaid documents may write to the Company Secretary at the Company's Registered Office. Further, the said documents will be available for examination by the shareholders of the Company at its Registered Office during all working days except Saturday, Sunday, Public Holidays and National Holidays, between 11.00 a.m. to 01.00 p.m.

Consolidated Financial Statements

The directors also present the audited consolidated financial statements incorporating the duly audited/unaudited financial statements of the subsidiary, associate and joint venture prepared in compliance with the Act, applicable Accounting Standards and the Listing Regulations and they form part of this Report.

Presentation of Financial Results

The financial results of the Company for the year ended March 31, 2019 have been disclosed as per Schedule III to the Act.

Scheme of Arrangement for Demerger of Manufacturing Business of Hind Lamps Limited into the Company

In the Scheme of Arrangement for demerger of manufacturing business of Hind Lamps Limited into the Company under Sections 230-232 and other applicable provisions of the Act ("Scheme"), filed by the Company with the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") under the Company Scheme Application No. 1027 of 2018, during the year, the Hon'ble NCLT vide its Order dated November 2, 2018 had directed to convene the meetings of equity shareholders, unsecured creditors and secured creditors of the Company to seek their approval to the Scheme. Accordingly, the meetings of the equity shareholders, unsecured creditors and secured creditors were held on February 21, 2019, February 22, 2019 and March 19, 2019, respectively, and in which the equity shareholders, unsecured creditors and secured creditors had given their approval to the Scheme. Subsequently, the Company has filed a Petition with the Hon'ble NCLT on March 28, 2019. The Scheme would be given effect on receipt of requisite approvals from the applicable statutory authorities.

Directors

With deep regret, we report the sad demise of our Managing Director, Shri Anant Bajaj, on August 10, 2018. He played crucial leadership roles in the Company through-out his 19 years career with the Company, including his tenure as director on the Board of the Company since February 2006. Your Directors would like to place on record their highest gratitude and appreciation for his guidance to the Board during his tenure as a director.

The Board of Directors, on recommendation of the Nomination and Remuneration Committee appointed Shri Anuj Poddar as an additional director in the whole-time employment of the Company designated as Executive Director for a period of five (5) years with effect from November 1, 2018. He was earlier appointed as an Independent Director of the Company for a term of five (5) years, effective May 30, 2016, with the approval of the shareholders at the Annual General Meeting held on August 4, 2016. In consideration of his appointment as an Executive Director, he resigned as an Independent Director of the Company.

In terms of Section 161 of the Act, Shri Anuj Poddar holds office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing his name for the office of Director.

Accordingly, approval of shareholders is also being sought for his appointment as an Executive Director for a period of five (5) years with effect from November 1, 2018, which the Board recommends. Brief profile of Shri Anuj Poddar has been given in the Notice convening the Annual General Meeting.

Smt. Pooja Bajaj was appointed as an Additional Director in the category of Non-Executive Director with effect from November 1, 2018 and holds office upto the date of the ensuing Annual General Meeting. The Board recommends her appointment as Non-Executive Director of the Company, liable to retire by rotation, at the ensuing Annual General Meeting. Brief profile of Smt. Pooja Bajaj has been given in the Notice convening the Annual General Meeting.

Shri Munish Khetrpal was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from November 1, 2018 and holds office upto the date of the ensuing Annual General Meeting. The Board recommends his appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation, at the ensuing Annual General Meeting. Brief profile of Shri Munish Khetrpal has been given in the Notice convening the Annual General Meeting.

With the approval of the shareholders by a Special Resolution passed by postal ballot on March 26, 2019, Shri Harsh Vardhan Goenka, Dr. (Smt.) Indu Shahani and Dr. Rajendra Prasad Singh were re-appointed as Independent Directors w.e.f. April 1, 2019 for a second consecutive term of five years i.e. from April 1, 2019 to March 31, 2024.

Shri Ashok Jalan, an Independent Director, who had expressed his desire to step down from the directorship of the Company on the expiry of his first term on March 31, 2019, being pre-occupied with other activities, ceased to be a member of the Board of Directors of the Company on the expiry of his first term. He was a member of the Board for over 30 years, since his first appointment in January 1989. Your Directors would like to place on record their highest gratitude and appreciation for the seminal contribution made by Shri Ashok Jalan to the Board during his tenure as a director.

Shri Rajiv Bajaj was appointed by the Board as an Additional Director in the category of Non-Executive Director with effect from May 22, 2019 and holds office upto the date of the ensuing Annual General Meeting. The Board recommends his appointment as Non-Executive Director of the Company, liable to retire by rotation, at the ensuing Annual General Meeting. Brief profile of Shri Rajiv Bajaj has been given in the Notice convening the Annual General Meeting.

As on the date of this Report, the Company's Board comprises of ten (10) Directors, out of which, eight (8) are Non-Executive Directors (NEDs) including two (2) Woman Directors. NEDs represent 80% of the total strength. Further, out of the said eight (8) NEDs, five (5) are independent directors representing 50% of the total strength of the Board. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations and also with the provisions of the Act.

Director coming up for retirement by rotation

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Shri Madhur Bajaj, Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the members of the Company at the forthcoming Annual General Meeting. Brief profile of Shri Madhur Bajaj has been given in the Notice convening the Annual General Meeting.

Independent Directors

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation. All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company: www.bajajelectricals.com.

In compliance with the requirement of Listing Regulations, the Company has put in place a familiarisation programme for the independent directors to familiarise them with their role, rights and responsibility as directors, the working of the Company, nature of the industry in which the Company operates, business model, etc. The details of familiarisation programme are explained in the Corporate Governance Report and the same are also available on the website of the Company: www.bajajelectricals.com.

Number of Meetings of The Board

The details of the number of meetings of the Board held during the financial year 2018-19 forms part of the Corporate

Governance Report. The intervening gap between the meetings was within the period prescribed under the Act and Listing Regulations.

Key Managerial Personnel (KMP)

Pursuant to the provisions of Sections 2(51) and 203 of the Act, read with the Rules framed thereunder, the Board has designated Shri Shekhar Bajaj, Chairman & Managing Director, Shri Anant Purandare, President & Chief Financial Officer and Shri Mangesh Patil, EVP – Legal and Company Secretary and Compliance Officer, as KMPs of the Company. None of the KMPs of the Company has resigned during the year under review.

Committees of The Board

The Board of Directors have the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Finance Committee
7. Debenture Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

Board Evaluation

Pursuant to the provisions of the Act and the Listing Regulations, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Directors was completed during the year under review. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

The manner in which the evaluation was conducted by the Company has been explained in the Corporate Governance Report, which forms part of this Annual Report.

Nomination, Remuneration and Board Diversity Policy

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-Executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates. The above policy has been posted on the website of the Company: www.bajajelectricals.com.

Risk and Internal Controls Adequacy

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, factories and key business areas. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

Based on the report of the Statutory Auditors, the internal financial controls with reference to the standalone financial statements were adequate and operating effectively.

Compliance with Secretarial Standards

The Company has complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

Reporting of Fraud

There was no instance of fraud reported during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and Rules framed thereunder.

Risk Management

The Company has formulated a risk management policy and has in place a mechanism to inform the Board about risk assessment and minimisation procedures and periodical review to ensure that executive management controls risk by means of a properly designed framework. These are discussed in detail in the Management Discussion and Analysis Report forming part of this Report.

Auditors

Statutory Auditors

The Members at the 78th Annual General Meeting of the Company held on August 3, 2017, had appointed Messrs S R B C & Co. LLP, Chartered Accountants (ICAI Registration No.324982E/E300003) as the Statutory Auditor of the Company to hold office for a term of five years i.e. upto the conclusion of 83rd Annual General Meeting of the Company to be held in 2022, subject to ratification of their appointment by the shareholders, every year. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. The Company has received a certificate from Messrs S R B C & Co. LLP, confirming that they are not disqualified from continuing as Statutory Auditors of the Company.

The Report given by the Auditors on the financial statements is a part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Cost Auditors

Pursuant to Section 148 of the Act read with the Rules made thereunder, the cost audit records maintained by the Company in respect of its manufacturing activities are required to be audited. Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No.000010) carried out the cost audit for applicable businesses during the year. The Board of Directors have appointed Messrs R. Nanabhoy & Co., Cost Accountants as Cost Auditors for the financial year 2019-20. As required under the Act, the remuneration payable to the Cost Auditors is required to be placed before the members in the general meeting for their ratification. Accordingly, a resolution seeking members ratification for the remuneration payable to Messrs R. Nanabhoy & Co., Cost Accountants, is included at Item No. 10 of the Notice of the ensuing Annual General Meeting.

The particulars of the Cost Auditors and cost audit conducted by them for financial year 2017-18 are furnished below:

ICWA Membership No.	7464
Registration No. of Firm	000010
Address	Jer Mansion, 70, August Kranti Marg, Mumbai 400 036
Cost Audit Report	Financial year 2017-18
Due date of filing of Report	September 30, 2018
Actual date of filing of Report	September 7, 2018

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto, the Company engaged the services of Messrs Anant B. Khamankar & Co., Practicing Company Secretaries (Membership No. FCS 3198; CP No. 1860) to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit Report in Form MR-3 is given in Annexure D, forming part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Transfer to Investor Education and Protection Fund (IEPF)

a) Transfer of Unpaid/Unclaimed Dividend to IEPF:

As required under Section 124 of the Act and in terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, unpaid / unclaimed dividend of ₹13,43,633/- pertaining to the financial year ended on March 31, 2011 were transferred during the year to the IEPF.

b) Transfer of shares to Investor Education and Protection Fund Authority (IEPFA):

As required under Section 124 of the Act, 8336 equity shares of face value of ₹2 each, in respect of which dividend was not claimed by the members for seven consecutive years or more, have been transferred by the Company to IEPFA during the year. Details of shares transferred have been uploaded on the website of IEPF as well as the Company.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure E to this Report.

Human Resources and Industrial Relations

Your Company takes pride in the commitment, competence and dedication shown by its employees in all areas of its business. The Company considers people as its biggest assets and hence, has put in concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that it consistently develops inspiring, strong and credible leadership. Apart from continued investment in skill and leadership development of its people, this year your Company has also focused on employee engagement initiatives and drives aimed at increasing the culture of innovation & collaboration across all strata of the workforce. These are discussed in detail in the Management Discussion and Analysis Report forming part of this Annual Report.

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

Environment, Health and Safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned compliances of environmental regulations and preservation of natural resources.

Protection of Women at Workplace

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. All women employees either permanent, temporary or contractual are covered under the above policy. The said policy has been uploaded on the internal portal of the Company for information of all employees. This has been widely disseminated. An Internal Complaint Committee (ICC) has

been set up in compliance with the said Act. There were no cases of sexual harassment complaints received by the Company in financial year 2018-19.

Particulars of Employees

In terms of the first proviso to Section 136 of the Act, the Reports and Accounts are being sent to the shareholders excluding the information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. The said information is available for inspection by the Members at the Registered Office of the Company on any working day of the Company upto the date of the 80th Annual General Meeting.

The statement containing information as required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure F and forms part of this Report.

Directors' Responsibility Statement

The Directors confirm that:

- a) in the preparation of the Annual Accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Green Initiatives

In commitment to keep in line with the Green Initiative and going beyond it to create new green initiatives, electronic copy of the Notice of 80th Annual General Meeting of the Company is sent to all members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.

Appreciation and Acknowledgement

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment, without which your Company's achievements would not have been possible.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavour to build and nurture strong links with the trade

based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests. Your Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

Annexures

The following annexures form part of this report:

- a) Annual Report on CSR Activities – Annexure A;
- b) Extract of Annual Return – Annexure B;
- c) Statement containing salient features of the financial statement of subsidiaries / associate / joint ventures companies – Annexure C;
- d) Secretarial Audit Report – Annexure D;
- e) Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo – Annexure E; and
- f) Disclosures with respect to the remuneration of Directors, KMPs and employees under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 – Annexure F.

For and on behalf of the Board

Shekhar Bajaj

Chairman & Managing Director
DIN: 00089358

Anuj Poddar

Executive Director
DIN: 01908009

Anant Purandare

President & CFO

Mangesh Patil

EVP - Legal and Company Secretary
FCS No.: 4752

Mumbai
May 22, 2019

Annexure A to Directors' Report

Annual Report on Corporate Social Responsibilities (CSR) Activities

1. Brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.

At Bajaj Electricals, CSR encompasses not only what we do with our profits, but also how we make them. CSR is a very useful platform to engage in all key spheres of influence such as market place, workplace, supply chain and society.

The four pillars of CSR:

- **Sustainability** – To ensure that the long-term business goals are aligned with sustainable development without compromising on the economic, environmental and social factors.
- **Gender Diversity** – To have a high performing inclusive work culture and commitment to attract and retain capable talent maintaining gender sensitivity and balance.
- **Employee Volunteering** – To reach out to all employees and drive the volunteering programs of the Company through collective social responsibility and strong individual commitment.
- **Community Outreach Programs** – To ensure the communities where we operate should also benefit.

Priorities under Community Outreach Programs:

- a. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to Swachh Bharat Kosh set-up by the central government for the promotion of sanitation and making available safe drinking water.
 - Promoting healthcare including preventive healthcare - continued support to Anti-Tobacco Program and campaign.
- b. Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
 - Support technical and vocational programs to generate employment.
 - Support social enterprises to enhance livelihoods, to reach the last mile who can have access to quality products & services.
 - Nurturing and mentoring schools and working towards their betterment.
- c. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- d. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water (including contribution to the Clean Ganga Fund set-up by the central government for rejuvenation of river Ganga).
 - Initiatives such as solar projects, off grid lighting, tree plantation and waste management.
 - Initiatives to support education and awareness on protecting the environment.
- e. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts.
 - Initiatives such as promotion of traditional arts & crafts & encouraging young artists.
- f. Measures for the benefit of armed forces veterans, war widows and their dependents.
- g. Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports.
- h. Contribution to Prime Minister's National Relief Fund or any other fund set up by the central government for socio economic development and relief and welfare of the schedule castes, schedule tribes other backward classes, minorities and women.

- i. Contributions to technology incubators located within academic institutions which are approved by the central government.
- j. Rural development projects
- k. Slum area development

Core CSR Programs:

- (i) Green & Clean India
- (ii) Tobacco Control Program
- (iii) Shiksha Vikas – Bridge the Gap program
- (iv) Promotion of Art & Culture

CSR Policy of the Company has been posted on the website of the Company: www.bajajelectricals.com.

2. Composition of CSR Committee:

- a. Shri Shekhar Bajaj, Chairperson – Chairman & Managing Director

- b. Dr.(Smt.) Indu Shahani, Member – Independent Director; and
- c. Shri Siddharth Mehta, Member – Independent Director.

3. Average net profit of the Company for last three financial years: ₹22,421.89 lakh

4. Prescribed CSR expenditure (2% of the average net profit of the last three financial years):

The Company, during the financial year 2018-19, was required to spend ₹448.44 lakh towards CSR.

5. Details of CSR spent during the financial year:

- a. Total amount spent for the financial year: ₹239.84 lakh
- b. Amount unspent: ₹208.60 lakh

- c. Manner in which the amount spent during the financial year is detailed below:

(₹ in lakh)

Sr. No.	Name of implementation Agency	CSR project / activity identified	Sector in which the project is covered	Location of project / programme	Amount outlay / approved	Amount spent direct / overhead during the year	Cumulative expenditure upto the reporting period
1.	Direct Implementation In Partnership with: (i) Shri Chaitanya Seva Trust; (ii) Govardhan Eco Village (GEV); (iii) National Rural Research and Development Association (NARAD); and (iv) Green Yatra, Centre for Environmental Research and Education (CERE)	Green India - Tree Plantation	Ensuring environmental sustainability and promoting its education	PAN India	119.95	31.21 36.70	31.21 36.70
2.	NARAD			Maharashtra	11.50	0.50	11.10
3.	GEV			Maharashtra	42.70	21.35	21.35

(₹ in lakh)

Sr. No.	Name of implementation Agency	CSR project / activity identified	Sector in which the project is covered	Location of project / programme	Amount outlay / approved	Amount spent direct / overhead during the year	Cumulative expenditure upto the reporting period
4.	Stree Mukti Sangathana	Waste Management	Ensuring Environmental Sustainability and promoting its education	Maharashtra	21.12	2.11	21.12
5.	Direct Implementation			Maharashtra	10.89	6.34	10.89
6.	Seva Sahayog Foundation	Shiksha Vikas- School community Development project	Promotion of Education	Maharashtra, Bihar & Punjab	38.19	36.43	36.43
7.	Direct Implementation			Maharashtra & Punjab	10.00	4.37	4.37
8.	Prafulla Dahanukar Arts Foundation	Balanand Art Program	Promotion of Art & Culture	PAN India	17.1	0.83	17.1
9.	Bajaj Electricals Foundation (BEF)	Contribution to BEF	For different project such as Tree Plantation, Shiksha Vikas, Promotion of Art, Beach clean-up, Waste Management, Solar power, Research and Tobacco Control	(i) Ensuring environmental sustainability and promoting its education; (ii) Promotion of education; (iii) Promotion of Art & Culture; and (iv) Promoting preventive healthcare	101.62	100.00	100.00
Total						239.84	

6. Reasons for not spending 2% of the average net profit of the last three financial years:

- Few programs were in a pilot phase and new implementing partners were being identified;
- Each project is implemented phase wise and funds are released post completion of each phase; and
- Unspent amount, which is being carried forward to FY 2019-20, has already been committed to various projects under implementation.

7. Responsibility Statement by the CSR Committee: The implementation and monitoring of CSR activities is in Compliance with the CSR objectives and Policy of the Company.

For and on behalf of the Board of Directors

Mumbai
May 22, 2019

Shekhar Bajaj
Chairperson
DIN: 00089358

Dr.(Smt.) Indu Shahani
Member
DIN: 00112289

Siddharth Mehta
Member
DIN: 03072352

Annexure B to Directors' Report

Form No. MGT-9

Extract of Annual Return

As on the Financial Year ended March 31, 2019

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. Registration & Other Details

i	Corporate Identity Number (CIN)	L31500MH1938PLC009887
ii	Registration date	July 14, 1938
iii	Name of the Company	Bajaj Electricals Limited
iv	Category / Sub-category of the Company	Public Company Limited by Shares
v	Address of the registered office & contact details	45/47, Veer Nariman Road, Mumbai – 400 001 Tel.: (022) 6149 7000 E-mail: legal@bajajelectricals.com Website: www.bajajelectricals.com
vi	Whether a listed company	Yes (listed on BSE and NSE)
vii	Name, address & contact details of the Registrar & Share Transfer Agent	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Tel No: (022) 4918 6000; Fax: (022) 4918 6060 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.com

II. Principal Business Activities of the Company

Sr. No.	Name and description of main products/ services	National Industrial Classification Code of the product/service	% to total turnover of the Company
i.	Consumer Products	3562, 3630, 3640, 3641, 3642, 3643, 3648, 3649, 3680	41.07
ii.	Engineering, Procurement and Construction	3402, 3450, 3630, 3680	58.92

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name and address of the company	CIN or Global Location Number	Holding / Subsidiary / Associate	% of shares held	Applicable section
i	Nirlep Appliances Private Limited Gut no. 16, Naigavahan, Khandewadi Taluka Paithan, Paithan Road, Naigavahan, Aurangabad - 431 105	U27200MH1979PTC021470	Subsidiary	79.85	
ii	Starlite Lighting Limited 6, MIDC, Satpur, Trimbak Road, Nashik – 422 007	U31300MH1995PLC090213	Joint Venture	47.00	Sections 2(87), 2(6) and 2(27) of the Act
iii	Hind Lamps Limited Shikohabad, Firozabad, Uttar Pradesh - 283 141	U27302UP1951PLC002355	Associate	19.00	

IV. Shareholding Pattern (Equity Share Capital breakup as percentage to total Equity)

i. Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
a) Individual / HUF	21587678	-	21587678	21.16	21287678	-	21287678	20.79	(0.37)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	40954607	-	40954607	40.14	41254607	-	41254607	40.29	0.15
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Trust	1676200	-	1676200	1.64	1676200	-	1676200	1.64	-
Total shareholding of Indian Promoters (A1)	64218485	-	64218485	62.94	64218485	-	64218485	62.71	(0.22)*
2. Foreign									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of foreign Promoters (A2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters (A) = (A1) + (A2)	64218485	-	64218485	62.94	64218485	-	64218485	62.71	(0.22)*
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	5476013	-	5476013	5.37	8352294	-	8352294	8.16	2.79
b) Banks / FIs	34499	17220	51719	0.05	69894	17220	87114	0.09	0.03
c) Central Govt.	225680	-	225680	0.22	-	-	-	-	(0.22)
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	9763647	156000	9919647	9.72	5834717	-	5834717	5.70	(4.02)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	180000	-	180000	0.18	449405	-	449405	0.44	0.26
Sub-total (B1)	15679839	173220	15853059	15.54	14706310	17220	14723530	14.38	(1.16)
2. Non – Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	3802547	11710	3814257	3.74	2753475	11710	2765185	2.70	(1.04)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals (including HUF)	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹1 lakh	10246829	816026	11062855	10.84	13740942	694356	14435298	14.10	3.26
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	2930077	1081200	4011277	3.93	1489391	1081200	2570591	2.51	(1.42)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c) Others									
Non-Resident Indians	407874	1500	409374	0.40	661151	1500	662651	0.65	0.25
Non-Resident (Non-Repatriable)	543569	-	543569	0.53	675388	-	675388	0.66	0.13
Foreign Nationals	42600	-	42600	0.04	45	-	45	0.00	(0.04)
Clearing Members	185307	-	185307	0.18	206963	-	206963	0.20	0.02
Trusts	1896718	-	1896718	1.86	1903672	-	1903672	1.86	-
IEPF	-	-	-	-	234016	-	234016	0.23	0.23
Foreign Portfolio Investor (Individual)	-	-	-	-	1200	-	1200	0.00	0.00
NBFCs registered with RBI	-	-	-	-	2577	-	2577	0.00	0.00
Sub-total (B2)	20055521	1910436	21965957	21.53	21668820	1788766	23457586	22.91	1.38
Total Public Shareholding (B) = (B1)+(B2)	35735360	2083656	37819016	37.06	36375130	1805986	38181116	37.29	0.22
C. Shares held by Custodian for GDR ADRs (C)									
Grand Total(A)+(B)+(C)	99953845	2083656	102037501	100.00	100593615	1805986	102399601	100.00	-

* The decrease in % of total shares of the Promoters from 62.94% to 62.71% is due to allotment of 362100 shares on exercise of stock options by the employees.

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change during the year
		No. of shares	% of total shares	% of shares pledged/encumbered	No. of shares	% of total shares	% of shares pledged/encumbered	
(A)	Individual/HUF							
1	Kiran Bajaj	5252819	5.15	-	5252819	5.13	-	(0.02)
2	Anant Bajaj	4981823	4.88	-	4981823	4.87	-	(0.01)
3	Shekhar Bajaj	2500735	2.45	-	2500735	2.44	-	(0.01)
4	Niraj Bajaj	2193235	2.15	-	1893235	1.85	-	(0.30)
5	Rahulkumar Bajaj	1392580	1.36	-	1392580	1.36	-	0.00
6	Sunaina Kejriwal	965325	0.95	-	965325	0.94	-	(0.01)
7	Neelima Bajaj Swamy	900000	0.88	-	900000	0.88	-	0.00
8	Madhur Bajaj	815035	0.80	-	815035	0.80	-	0.00
9	Minal Bajaj	617200	0.60	-	617200	0.60	-	0.00
10	Geetika Bajaj	608346	0.59	-	608346	0.59	-	0.00
11	Nimisha Jaipuria	558000	0.54	-	558000	0.54	-	0.00
12	Niravnayan Bajaj	251000	0.25	-	251000	0.25	-	0.00
13	Kumud Bajaj	190200	0.19	-	190200	0.19	-	0.00
14	Pooja Bajaj	130000	0.13	-	130000	0.13	-	0.00
15	Suman Jain	99645	0.10	-	99645	0.10	-	0.00
16	Kriti Bajaj	90000	0.09	-	90000	0.09	-	0.00
17	Shefali Bajaj	30000	0.03	-	30000	0.03	-	0.00
18	Sanjivnayan Bajaj	10735	0.01	-	10735	0.01	-	0.00
19	Deepa Bajaj	1000	0.00	-	1000	0.00	-	0.00
(A)		21587678	21.16	-	21287678	20.79	-	(0.37)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change during the year
		No. of shares	% of total shares	% of shares pledged/ encumbered	No. of shares	% of total shares	% of shares pledged/ encumbered	
(B) Bodies Corporate								
1	Jamnatal Sons Pvt Ltd	19872830	19.48	-	20172830	19.70	-	0.22
2	Bajaj Holdings and Investment Ltd	16697840	16.31	-	16697840	16.31	-	0.00
3	Hind Musafir Agency Ltd	1258000	1.23	-	1258000	1.23	-	0.00
4	Bajaj International Pvt Ltd	800000	0.78	-	800000	0.78	-	0.00
5	Baroda Industries Pvt Ltd	770000	0.75	-	770000	0.75	-	0.00
6	Hercules Hoists Ltd	554937	0.54	-	554937	0.54	-	0.00
7	Shekhar Holdings Pvt Ltd	480000	0.47	-	480000	0.47	-	0.00
8	Rahul Securities Pvt Ltd	415000	0.41	-	415000	0.41	-	0.00
9	Bachhraj Factories Pvt Ltd	95000	0.09	-	95000	0.09	-	0.00
10	Bajaj Sevashram Pvt Ltd	5000	0.00	-	5000	0.00	-	0.00
11	Bachhraj And Company Pvt Ltd	1000	0.00	-	1000	0.00	-	0.00
12	Kamalnayan Investment & Trading Pvt Ltd	1000	0.00	-	1000	0.00	-	0.00
13	Madhur Securities Pvt Ltd	1000	0.00	-	1000	0.00	-	0.00
14	Niraj Holdings Pvt Ltd	1000	0.00	-	1000	0.00	-	0.00
15	Rupa Equities Pvt Ltd	1000	0.00	-	1000	0.00	-	0.00
16	Sanraj Nayan Investments Pvt Ltd	1000	0.00	-	1000	0.00	-	0.00
	(B)	40954607	40.14	-	41254607	40.29	-	0.15
(C) Trusts								
1	Kiran Bajaj (as Trustee of GEETIKA TRUST NO. 2)	1210000	1.19	-	1210000	1.18	-	(0.01)
2	Niraj Bajaj (as Trustee of NIRAVNAYAN TRUST)	466200	0.46	-	466200	0.46	-	0.00
	(C)	1676200	1.65	-	1676200	1.64	-	(0.01)
	(A)+(B)+(C)	64218485	62.94	-	64218485	62.71	-	(0.23)*

* The decrease in % of total shares of the Promoters from 62.94% to 62.71% is due to allotment of 362100 shares on exercise of stock options by the employees.

iii. Change in Promoters' Shareholding

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
1	Kiran Bajaj	5252819	5.15	No change		5252819	5.13
2	Anant Bajaj	4981823	4.88	No change		4981823	4.87
3	Shekhar Bajaj	2500735	2.45	No change		2500735	2.44
4	Niraj Bajaj	2193235	2.15				
	Inter-se Market Sale			March 7, 2019	(300000)	1893235	
	At the end of the year					1893235	1.85

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
5	Rahul Kumar Bajaj	1392580	1.36	No change		1392580	1.36
6	Sunaina Kejriwal	965325	0.95	No change		965325	0.94
7	Neelima Bajaj Swamy	900000	0.88	No change		900000	0.88
8	Madhur Bajaj	815035	0.80	No change		815035	0.80
9	Minal Bajaj	617200	0.60	No change		617200	0.60
10	Geetika Bajaj	608346	0.59	No change		608346	0.59
11	Nimisha Jaipuria	558000	0.54	No change		558000	0.54
12	Niravnayan Bajaj	251000	0.25	No change		251000	0.25
13	Kumud Bajaj	190200	0.19	No change		190200	0.19
14	Pooja Bajaj	130000	0.13	No change		130000	0.13
15	Suman Jain	99645	0.10	No change		99645	0.10
16	Kriti Bajaj	90000	0.09	No change		90000	0.09
17	Shefali Bajaj	30000	0.03	No change		30000	0.03
18	Sanjivnayan Bajaj	10735	0.01	No change		10735	0.01
19	Deepa Bajaj	1000	0.00	No change		1000	0.00
20	Jamn Lal Sons Pvt Ltd	19872830	19.48				
	Inter-se Market Purchase			March 7, 2019	300000	20172830	19.70
	At the end of the year					20172830	19.70
21	Bajaj Holdings and Investment Ltd	16697840	16.31	No change		16697840	16.31
22	Hind Musafir Agency Ltd	1258000	1.23	No change		1258000	1.23
23	Bajaj International Pvt Ltd	800000	0.78	No change		800000	0.78
24	Baroda Industries Pvt Ltd	770000	0.75	No change		770000	0.75
25	Hercules Hoists Ltd	554937	0.54	No change		554937	0.54
26	Shekhar Holdings Pvt Ltd	480000	0.47	No change		480000	0.47
27	Rahul Securities Pvt Ltd	415000	0.41	No change		415000	0.41
28	Bachhraj Factories Pvt Ltd	95000	0.09	No change		95000	0.09
29	Bajaj Sevashram Pvt Ltd	5000	0.00	No change		5000	0.00
30	Bachhraj And Company Pvt Ltd	1000	0.00	No change		1000	0.00
31	Kamalnayan Investment & Trading Pvt Ltd	1000	0.00	No change		1000	0.00
32	Madhur Securities Pvt Ltd	1000	0.00	No change		1000	0.00
33	Niraj Holdings Pvt Ltd	1000	0.00	No change		1000	0.00
34	Rupa Equities Pvt Ltd	1000	0.00	No change		1000	0.00
35	Sanraj Nayan Investments Pvt Ltd	1000	0.00	No change		1000	0.00
36	Kiran Bajaj (as Trustee of GEETIKA TRUST NO. 2)	1210000	1.19	No change		1210000	1.18
37	Niraj Bajaj (as Trustee of NIRAVNAYAN TRUST)	466200	0.46	No change		466200	0.46

iv. Shareholding pattern of Top Ten Shareholders (Other than directors, promoters and holders of GDRs and ADRs)

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
1.	Niraj Bajaj	750000	0.74	No change		750000	0.73
2.	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Equity Advantage Fund						
	Purchase			08 Jun 2018	100000	100000	0.10
	Purchase			30 Jun 2018	66500	166500	0.16
	Purchase			06 Jul 2018	32380	198880	0.19
	Purchase			07 Sep 2018	147500	346380	0.34
	Purchase			14 Sep 2018	152500	498880	0.49
	Purchase			21 Sep 2018	117000	615880	0.60
	Purchase			29 Sep 2018	133000	748880	0.73
	Purchase			02 Nov 2018	50000	798880	0.78
	Purchase			09 Nov 2018	30000	828880	0.81
	Purchase			23 Nov 2018	1272146	2101026	2.05
	Purchase			11 Jan 2019	61000	2162026	2.11
	Purchase			15 Feb 2019	157000	2319026	2.26
	Purchase			22 Feb 2019	168000	2487026	2.43
	Purchase			08 Mar 2019	26207	2513233	2.45
	Purchase			15 Mar 2019	13600	2526833	2.47
	At the end of the year					2526833	2.47
3.	Reliance Capital Trustee Co. Ltd- A/C Reliance Small Cap Fund	2078976	2.03				
	Sale			20 Apr 2018	(238000)	1840976	1.80
	Sale			27 Apr 2018	(102397)	1738579	1.70
	Sale			04 May 2018	(30740)	1707839	1.67
	Purchase			25 May 2018	50000	1757839	1.72
	Purchase			31 Aug 2018	250000	2007839	1.96
	Purchase			30 Nov 2018	44114	2051953	2.00
	Purchase			07 Dec 2018	44090	2096043	2.05
	Purchase			14 Dec 2018	144292	2240335	2.19
	Purchase			21 Dec 2018	143947	2384282	2.33
	Purchase			28 Dec 2018	15000	2399282	2.34
	Sale			18 Jan 2019	(65500)	2333782	2.28
	At the end of the year					2333782	2.28
4.	Caisse De Depot ET Placement DU Quebec-Enam Asset Management	1750000	1.71	No change		1750000	1.71

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
5.	Principal Trustee Co. Pvt. Ltd A/C - Principal Mutual Fund - Principal Hybrid Equity Fund	1310387	1.28				
	Sale			11 May 2018	(6500)	1303887	1.27
	Sale			25 May 2018	(15000)	1288887	1.26
	Sale			01 Jun 2018	(75876)	1213011	1.18
	Purchase			22 Jun 2018	751	1213762	1.19
	Sale			30 Jun 2018	(9000)	1204762	1.18
	Sale			06 Jul 2018	(9152)	1195610	1.17
	Sale			13 Jul 2018	(21950)	1173660	1.15
	Sale			20 Jul 2018	(23)	1173637	1.15
	Sale			27 Jul 2018	(27000)	1146637	1.12
	Purchase			03 Aug 2018	13	1146650	1.12
	Sale			17 Aug 2018	(221430)	925220	0.90
	Purchase			29 Sep 2018	147000	1072220	1.05
	Purchase			05 Oct 2018	47000	1119220	1.09
	Purchase			19 Oct 2018	48382	1167602	1.14
	Purchase			02 Nov 2018	75000	1242602	1.21
	Purchase			09 Nov 2018	157200	1399802	1.37
	Purchase			15 Feb 2019	67000	1466802	1.43
	Purchase			01 Mar 2019	9000	1475802	1.44
	Purchase			15 Mar 2019	2988	1478790	1.44
	Sale			22 Mar 2019	(51)	1478739	1.44
	At the end of the year					1478739	1.44
6.	Long Term India Fund	1097000	1.07	No change		1097000	1.07
7.	Bajaj Auto Employees Welfare Fund No-2	961900	0.94	No change		961900	0.94
8.	UTI- Infrastructure Fund	1110190	1.08				
	Sale			06 Apr 2018	(34510)	1075680	1.05
	Sale			13 Apr 2018	(83548)	992132	0.97
	Sale			20 Apr 2018	(81866)	910266	0.89
	Sale			25 May 2018	(18000)	892266	0.87
	Sale			08 Jun 2018	(9000)	883266	0.86
	Sale			15 Jun 2018	(9000)	874266	0.85
	Sale			22 Jun 2018	(9000)	865266	0.85
	Purchase			20 Jul 2018	14420	879686	0.86
	Sale			05 Oct 2018	(3889)	875797	0.86
	Sale			12 Oct 2018	(9000)	866797	0.85
	Sale			14 Dec 2018	(27000)	839797	0.82
	At the end of the year					839797	0.82

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
9.	HDFC Small Cap Fund	85000	0.08				
	Purchase			15 Mar 2019	42000	127000	0.12
	Purchase			22 Mar 2019	342000	469000	0.46
	Purchase			29 Mar 2019	251000	720000	0.70
	At the end of the year					720000	0.70
10.	Madhulika Agarwal	911213	0.89				
	Sale			13 Jul 2018	(21563)	889650	0.87
	Sale			20 Jul 2018	(139650)	750000	0.73
	Sale			27 Jul 2018	(50000)	700000	0.68
	At the end of the year					700000	0.68
11.	Ashish Kacholia	983445	0.96				
	Sale			11 May 2018	(91660)	891785	0.87
	Sale			18 May 2018	(253447)	638338	0.62
	Sale			25 May 2018	(104893)	533445	0.52
	Sale			13 Jul 2018	(33445)	500000	0.49
	Sale			27 Jul 2018	(50000)	450000	0.44
	Sale			30 Mar 2019	(50000)	400000	0.39
	At the end of the year					400000	0.39
12.	Aditya Birla Sun Life Insurance Company Limited	1314321	1.28				
	Sale			06 Apr 2018	(271540)	1042781	1.02
	Sale			13 Apr 2018	(113720)	929061	0.91
	Sale			20 Apr 2018	(92600)	836461	0.82
	Sale			27 Apr 2018	(31570)	804891	0.79
	Sale			25 May 2018	(194900)	609991	0.60
	Sale			01 Jun 2018	(180643)	429348	0.42
	Sale			15 Jun 2018	(12800)	416548	0.41
	Sale			06 Jul 2018	(48600)	367948	0.36
	Sale			13 Jul 2018	(25820)	342128	0.33
	Sale			27 Jul 2018	(340328)	1800	0.00
	Sale			29 Sep 2018	(1800)	0	0.00
	Purchase			15 Mar 2019	76677	76677	0.07
	Sale			22 Mar 2019	(69875)	6802	0.01
	At the end of the year					6802	0.01
13.	MSD India Fund Ltd.	1494127	1.46				
	Purchase			13 Apr 2018	32013	1526140	1.49
	Purchase			08 Jun 2018	234971	1761111	1.72
	Purchase			22 Jun 2018	32000	1793111	1.75
	Purchase			30 Jun 2018	64000	1857111	1.81
	Purchase			06 Jul 2018	33000	1890111	1.85
	Purchase			20 Jul 2018	13000	1903111	1.86

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
	Sale			10 Aug 2018	(110000)	1793111	1.75
	Purchase			17 Aug 2018	46850	1839961	1.80
	Purchase			24 Aug 2018	19000	1858961	1.82
	Purchase			07 Sep 2018	32500	1891461	1.85
	Sale			19 Oct 2018	(20305)	1871156	1.83
	Sale			26 Oct 2018	(209659)	1661497	1.62
	Sale			02 Nov 2018	(132022)	1529475	1.49
	Sale			09 Nov 2018	(243677)	1285798	1.26
	Sale			16 Nov 2018	(1025000)	260798	0.25
	Sale			23 Nov 2018	(260798)	0	0.00
	At the end of the year					0	0.00

v. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
1.	Anant Bajaj	4981823	4.88	No change		4981823	4.87
2.	Madhur Bajaj	815035	0.80	No change		815035	0.80
3.	Shekhar Bajaj	2500735	2.45	No change		2500735	2.44
4.	Pooja Bajaj	130000	0.13	No change		130000	0.13
5.	Anant Purandare (CFO)	12846	0.01				
	ESOP			30 Aug, 2018	1250	14096	0.01
	At the end of the year					14096	0.01
6.	Mangesh Patil (CS)	1967	0.00				
	ESOP			30 Aug, 2018	1250	3217	0.00
	At the end of the year					3217	0.00

V. Indebtedness

Indebtedness of the Company including interest outstanding / accrued but not due for payment:

(Amount: ₹ in lakh)					
Sr. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i	Indebtedness at the beginning of the financial year				
	(a) Principal amount	13,142.43	59,167.98	-	72,310.41
	(b) Interest due but not paid	0.17	68.75	-	68.92
	(c) Interest accrued but not due	60.88	14.63	-	75.51
	Total [(a) + (b) + (c)]	13,203.48	59,251.36	-	72,454.84
ii	Change in Indebtedness during the financial year				
	Addition	10,314.58	367,898.86	-	378,213.43
	Reduction	11,077.91	281,225.42	-	292,303.33
	Net Change	(763.33)	86,673.44	-	85,910.10
iii	Indebtedness at the end of the financial year				
	(a) Principal amount	12,379.10	145,841.42	-	158,220.52
	(b) Interest due but not paid	2.19	186.24	-	188.42
	(c) Interest accrued but not due	15.75	609.26	-	625.01
	Total [(a) + (b) + (c)]	12,397.04	146,636.92	-	159,033.96

VI. Remuneration of Directors and Key Managerial Personnel

i. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount: ₹ in lakh)					
Sr. No.	Particulars of remuneration	Shekhar Bajaj (CMD)	Anant Bajaj (MD)	Anuj Poddar (ED)	Total
1.	Gross salary				
	(a) Salary as per the provisions contained in Section 17(1) of the Income-tax Act, 1961 ("IT Act")	228.67	541.66	124.38	894.71
	(b) Value of perquisites under Section 17(2) of IT Act	56.97	29.46	0.16	86.59
	(c) Profits in lieu of salary under Section 17(3) of IT Act	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission provided for FY 2018-19	517.04	79.77	-	596.81
	Commission as % of Profit	2.00	0.31	-	2.31
5.	Others				
	- Company Contribution to PF	22.92	8.38	3.60	34.90
	- Company Contribution to Superannuation	28.65	10.47	-	39.12
	- Gratuity	15.91	5.81	-	21.72
	Total (A)	870.16	675.55	128.14	1,673.85
	Ceiling as per the Act	₹2,585.20 lakh (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)			

Notes:

- Shri Anant Bajaj, Managing Director ceased to be a director of the Company on demise on August 10, 2018.
- Shri Anuj Poddar who was earlier appointed as an Independent Director of the Company on May 30, 2016 resigned as such in consideration of his appointment as an Executive Director on November 1, 2018. He is appointed as an additional director in the whole-time employment, designated as Executive Director, for a period of 5 years with effect from November 1, 2018, subject to the approval of the shareholders at the ensuing AGM.
- Commission payable to Shri Anant Bajaj is provided on pro rata basis for the period of his service during the year.

II. Remuneration to other Directors

(Amount: ₹ in lakh)					
Sr. No.	Name	Fee for attending Board/Committee Meetings	Commission provided for FY 2018-19	Others, please specify	Total
1	Independent Director(s)				
	Harsh Vardhan Goenka	6.50	6.00	-	12.50
	Ashok Jalan ¹	18.00	12.00	-	30.00
	Dr. Rajendra Prasad Singh	7.50	7.00	-	14.50
	Dr. (Smt.) Indu Shahani	16.00	12.00	-	28.00
	Anuj Poddar ²	6.00	5.00	-	11.00
	Siddharth Mehta	13.00	10.00	-	23.00
	Munish Khetrpal ³	4.50	4.00	-	8.50
	Total (B1)	71.50	56.00	-	127.50
2.	Other Non-executive Director(s)				
	Madhur Bajaj	7.00	7.00	-	14.00
	Smt. Pooja Bajaj ³	5.00	4.00	-	9.00
	Total (B2)	12.00	11.00	-	23.00
	Total (B) (B1+B2)	83.50	67.00	-	150.50
	Overall ceiling as per the Act ⁴				258.52

Notes:

- Shri Ashok Jalan ceased to be a director on expiry of his first term as Independent Director on March 31, 2019.
- Shri Anuj Poddar, who was earlier appointed as an Independent Director of the Company on May 30, 2016 resigned as such in consideration of his appointment as an Executive Director on November 1, 2018. He is appointed as an additional director in the whole time employment, designated as Executive Director, for a period of 5 years with effect from November 1, 2018 subject to the approval of the shareholders at the ensuing AGM.
- Smt. Pooja Bajaj was appointed as an Additional Director in the category of Non-Executive Director and Shri Munish Khetrpal was appointed as an Additional Director in the category of Non-Executive Independent Director for a term of 5 years with effect from November 1, 2018.
- Being 1% of the net profit of the Company calculated as per Section 198 of the Act. Pursuant to the provisions of Section 197(2) of the Act, the sitting fees paid shall not be considered while computing the said ceiling of 1%.

iii. Remuneration to Key Managerial Personnel other than MD / WTD / Manager

(Amount: ₹ in lakh)				
Sr. No.	Particulars of remuneration	Anant Purandare (CFO)	Mangesh Patil (Company Secretary)	Total
1.	Gross salary			
	(a) Salary as per the provisions contained in Section 17(1) of the IT Act	93.70	61.24	154.95
	(b) Value of perquisites under Section 17(2) of IT Act	2.32	2.07	4.39
	(c) Profits in lieu of salary under Section 17(3) of IT Act	-	-	-
2.	Stock Option	3.67	3.67	7.34
3.	Sweat Equity	-	-	-
4.	Commission provided for FY 2018-19	-	-	-
	Commission as % of Profit	-	-	-
5.	Others			
	- Company Contribution to PF	2.31	2.01	4.32
	- Company Contribution to Superannuation	2.89	2.51	5.40
	- Gratuity	0.88	0.79	1.67
	Total	105.76	72.30	178.06
	Ceiling as per the Act	-	-	-

VII. Penalties/Punishment/Compounding of Offences

During the year under review, no penalty was levied against the Company, its Directors or any of its Officers under the Companies Act, 2013 and also there was no punishment or compounding of offences against the Company, its Directors or any of its Officers under the Companies Act, 2013.

For and on behalf of the Board of Directors

Mumbai
May 22, 2019

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Annexure C to Directors' Report

Form AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiary, associate and joint venture

Part A: Subsidiary

Sr. No.	Particulars	(₹ in lakh)	
		Nirlep Appliances Private Limited	
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable	
2	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not applicable	
3	Share capital	743.56	
4	Reserves & Surplus	(2,519.83)	
5	Total Assets	3,578.85	
6	Total Liabilities	5,355.13	
7	Investments	2.29	
8	Turnover	4,883.28	
9	Profit before taxation	(2,186.28)	
10	Provision for taxation	11.59	
11	Profit after taxation	(2,197.87)	
12	Proposed dividend	Nil	
13	% of shareholding of the Company in the Subsidiary	79.85	

Names of subsidiaries which are yet to commence operations: Not applicable

Names of subsidiaries which have been liquidated or sold during the year: Not applicable

Part B: Associate and Joint Venture

Sr. No.	Particulars	Hind Lamps Limited	Starlite Lighting
		(Associate)	Limited (Joint Venture)
1	Date on which the associate or joint venture was associated or acquired	January 7, 1952	February 23, 2007
2	Latest audited Balance Sheet date	March 31, 2019	March 31, 2019
3	Shares of associate/joint venture held by the Company at the year end		
	Number of equity shares	1140000	5875000
	Amount of investment in associate / joint venture	₹684.53 lakh	Nil*
	Extent of holding %	19.00	47.00

Sr. No.	Particulars	Hind Lamps Limited (Associate)	Starlite Lighting Limited (Joint Venture)
4	Description of how there is significant influence	<p>As per Section 2(6) of the Act, “associate company”, in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary of the Company having such influence and includes a joint venture company.</p> <p>For the purposes of this clause, “significant influence” means control of at least 20% of total share capital, or of business decisions under an agreement.</p> <p>Since the Company is in a position to influence the operating and financial policies of both these companies, their financial statements are consolidated with the Company’s financial statements.</p>	
5	Reason why the associate / joint venture is not consolidated	Not Applicable	Since impaired
6	Net worth attributable to Shareholding as per latest audited / unaudited Balance Sheet	₹ (1,204.33) lakh	₹ (1,878.40) lakh
7.	Profit / (Loss) for the year		
	i. Considered in Consolidation	₹ (1,257.75) lakh	-
	ii. Not Considered in Consolidation	-	₹ (9,788.98) lakh

* Since impaired

For and on behalf of the Board of Directors

Mumbai
May 22, 2019

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Annexure D to Directors' Report

Form No. MR-3

Secretarial Audit Report

For the Financial Year ended March 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai – 400001,
Maharashtra, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bajaj Electricals Limited** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

1. The Companies Act, 2013 (the 'Act') and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment

and External Commercial Borrowings – Not applicable as the Company has not invited and/ or received any Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the financial year under review;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / proposed to delist its equity shares from any stock exchange during the financial year under review;

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – Not applicable as the Company has not bought back / proposed to buyback its securities during the financial year under review; and
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Other Applicable Laws:

- i. The Factories Act, 1948 & the Central Rules or concerned State Rules, made thereunder;
- ii. Boilers Act, 1923 & Rules made thereunder;
- iii. Environment Protection Act, 1986;
- iv. The Water (Prevention & Control of Pollution) Act, 1974 read with Water (Prevention & Control of Pollution) Rules, 2011;
- v. The Legal Metrology Act, 2009 read with the Legal Metrology (Packaged Commodity) Rules, 2011;
- vi. The Indian Copyright Act, 1957;
- vii. The Patents Act, 1970;
- viii. The Trade Marks Act, 1999;
- ix. The Contract Labour (Regulations and Abolition) Act, 1970 & its Central Rules / concerned State Rules;
- x. Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Rules / Scheme thereunder;
- xi. Employers Liability Act, 1938;
- xii. Equal Remuneration Act, 1976;
- xiii. Employees State Insurance Act, 1948 and Rules made thereunder;
- xiv. The Minimum Wages Act, 1948 & its Central Rules / concerned State Rules/ Notification of Minimum Wages applicable to various class of industries / trade;
- xv. The Payment of Wages Act, 1936 & its Central Rules / concerned State Rules, if any;
- xvi. The Payment of Bonus Act, 1965 & its Central Rules / concerned State Rules, if any;

- xvii. The Payment of Gratuity Act, 1965 & its Central Rules / concerned State Rules, if any;
- xviii. The Maternity Benefit Act, 1961 & its Rules;
- xix. The Equal Remuneration Act, 1976;
- xx. The Industrial Employment (Standing Orders) Act, 1946 & its Rules;
- xxi. The Apprentices Act, 1961 & its Rules;
- xxii. The Workmen's Compensation Act, 1923;
- xxiii. The Industrial Disputes Act, 1947;
- xxiv. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- xxv. The Information Technology Act, 2000

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under other acts, laws and regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the act, rules, regulations, guidelines, standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the Composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes book, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. The Company has allotted 362100 (Three Lakh Sixty Two Thousand One Hundred) equity shares of ₹2 each fully paid up, on the following dates, to the employees of the Company on their exercise of stock options granted to them under the Company's ESOP Schemes and vested in their favour:
 - a) On June 15, 2018 – 104155 equity shares;
 - b) On August 30, 2018 – 175270 equity shares;
 - c) On November 26, 2018 – 54650 equity shares;
 - d) On February 7, 2019 – 28025 equity shares;
2. The Board of Directors in its meeting dated June 15, 2018 approved the proposal for acquiring 100% of share capital of Nirlep Appliances Private Limited, a company engaged in the business of manufacturing of non-stick cookwear products, kitchen hobs, pressure cookers and such other products in the kitchenware segment at a consideration as may be specified in the Share Purchase and Shareholders Agreement, in one or more tranches.
3. Pursuant to the Order dated November 2, 2018 passed by the Hon'ble National Company Law Tribunal, Mumbai bench and in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013 members in their meeting held on February 21, 2019 have approved the Scheme of Arrangement ("Scheme") between Hind Lamps Limited ("Transferor Company") and the Company and their respective shareholders and creditors.
4. In pursuance of Section 42 and Section 71 of the Companies Act, 2013 read with the rules made thereunder, the Board of Directors in their meeting held on January 2, 2019 had approved the issue of 2500 Zero Coupon rated, unsecured, listed, Redeemable Non-Convertible Debentures of ₹10,00,000/- each (Rupees Ten Lakh Only) aggregating to ₹250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only) on a private placement basis.

Since the credit rating to the NCD issue was assigned by ICRA on February 4, 2019 the Company could not file the information of memorandum with the stock exchanges within 30 days from the date of approval of proposal in the Board meeting. Hence the Company had to withdraw the said proposal and make a fresh proposal to the Board for their approval. Accordingly, a fresh proposal was approved by the Board of Directors of the Company in its meeting held on February 07, 2019 for issue of 2000 Zero Coupon Rated, Unsecured, Listed Redeemable Non-Convertible Debentures (NCD's) of ₹10,00,000/- each (Rupees Ten Lakh Only) aggregating to ₹200,00,00,000/- (Rupees Two Hundred Crores Only) on a private placement basis.

5. The Debenture Committee of the Company on February 21, 2019 has allotted 1850 Zero Coupon Unsecured Listed Redeemable Non-Convertible Debentures (NCD's) of Face Value of ₹10,00,000/- each (Rupees Ten Lakh Only) aggregating to ₹185,00,00,000/- (Rupees One Hundred and Eighty Five Crores Only) on a private placement basis.
6. Pursuant to the provisions of Section 42 and Section 71 of the Companies Act, 2013 and the Rules made thereunder, and in addition to the issue of NCD's made earlier, the Board in its meeting dated March 28, 2019 had approved the issue of 1650 Rated, Unsecured, Listed Redeemable, Non-Convertible Debentures (NCD's) of ₹10,00,000/- (Rupees Ten Lakh Only) each, aggregating to ₹165,00,00,000 (Rupees One Hundred and Sixty Five Crores Only) on a private placement basis. However, on account of liquidity crunch in the market during the period of NCD issue, there was no subscription to the said issue and the same was withdrawn.

For Anant B Khamankar & Co.

Anant Khamankar

FCS No. – 3198

CP No. – 1860

Date : May 21, 2019

Place : Mumbai

Annexure to Secretarial Auditors' Report

To,
The Members,
Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai – 400 001.

Our Secretarial Audit Report for the financial year ended March 31, 2019, of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to the secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

For Anant B Khamankar & Co.

Anant Khamankar

FCS No. – 3198
CP No. – 1860

Date : May 21, 2019
Place : Mumbai

Annexure E to Directors' Report

Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY:

1. Steps taken or impact on conservation of energy:

Ranjangaon Units:

- Unity power factor maintained throughout FY 2018-19;
- Installed 34 nos. 150 watt LED Lights, in place of 250 watt HPSV lamps, at new power transmission workshop;
- Installed 42 nos. 200 watt LED Lights, in place of 400 watt HPSV lamps, in Galvanising area;
- Street Lighting DB - Provide the astrological timer for lighting ON/OFF system. [Energy saving by 1 Hrs daily + auto ON/OFF of lighting in evening];
- 61 Nos. of 80 watt LED Lamps installed at RU2 in place of 150 watt HPSV lamps.
- Street lights RU2 -Installed 15 nos. 200 Watt LED Lights, in place of 400 watt HPSV lamps.
- RU2- Timer control circuit provided to wall-mounted fan on shop floor & hydraulic motor of straightening machine.
- For plazma cutting machine 60 Amp. & 100 Amp. Tap power source transformer installed which enables energy saving.

Chakan Unit:

Air saving unit installed in Machine Shop- In machine shop, previously continuous air supply was given to gauge for checking the bearing bore diameter. There was no provision to start & cut off air supply while checking

the bearing bore diameter leading to huge air loss when this activity was not in operation. Now air supply gets cut off immediately when sensor of this air saving unit senses metal contact and accordingly, prevents the air loss when the machine is not in use. Also, if air loss occurs more than 10 seconds then the buzzer in the machine automatically starts buzzing.

Savings:

Sr. No.	Description	Air hole size	Unit	Cost in ₹
1	Air hole size per hours cost	1.5	mm	4.42
2	One gauge having 2 hole cost	2	Nos.	8.84
3	Per day saving	21	Hrs.	185.64
4	Per year saving per gauge	-	305 days	56620
5	Saving for two gauges per yr.	-	-	113240

2. The steps taken by the Company for utilizing alternate sources of energy: Nil

3. The capital investment on energy conservation equipment:

Ranjangaon Units :

- 20 Nos. Street LED Lamp of 200 watt each provided in place of 400 watt HPSV in at RU1.
- 80 Nos. 36 watt CFL lighting replaced by 15 watt LED lights at shop floor and office in RU1;

Sr. No.	Previous Lights & Fittings			New LED Batten & Highbay Fittings			Saving			Investment (₹)
	HPSV (Qty.)	Watts	Power Consum. (Watts)	LED lamp (Qty.)	Watts	Power Consum. (Watts)	KW	KWH	₹/Year	
1	42	445	18690	42	200	8400	10.50	40824	3,67,416/-	6,72,000/-
2	34	285	9690	34	150	5100	4.59	17845.92	1,60,613/-	4,25,000/-
Total									5,28,029/-	10,97,000/-

- 18 Nos. LED Lamp of 200 watt each provided at Galvanizing in place of 400 watt HPSV at RU1.
- 65 Nos. LED Lamp of 80 watt each provided at Wing 1 & 2 in place of 150 watt HPSV at RU2.
- 05 Nos. of off-grid solar lighting street lights provided to at RU1 & RU2.

Chakan Unit:

Factory lights and fittings replaced by LED Battens, Highbays and Bulbs.

Sr. No.	Previous Lights & Fittings			New LED Batten & Highbay Fittings			Saving			Investment (₹)
	CFL / Fluorescent Qty.	Watts	Power Consum. (Watts)	LED lamp (Qty.)	Watts	Power Consum. (Watts)	KW	KWH	₹/Year	
1	9	40	360	9	20	180	0.18	549	5062	31500
2	4	40	160	4	20	80	0.08	244	2250	800
3	3	40	120	3	20	60	0.06	183	1687	600
Total							0.320	976	8999	32900

4. **Total energy consumption and energy consumption per unit of production:** Average unit per ton achieved in 2018-19 is 79.82 KWH/MT as compared to 2017-18 is 88.72 KWH/MT, at Ranjangaon Units.
5. **Impact of the energy conservation measures for reduction of energy consumption and consequent impact on the cost of production of goods:** Obtained PF Incentive of ₹11.76 lakh for Ranjangaon units.

B. Technology Absorption:

- The efforts made towards technology absorption:** Nil
- The benefits derived like product improvement, cost reduction, product development or import substitution:** Not applicable
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** Not applicable
- The expenditure incurred on Research and Development (R&D):**

(a) Capital	₹275.49 lakh
(b) Recurring	₹2,465.42 lakh
(c) Total	₹2,740.91 lakh
(d) Total R&D expenditure as a percentage of turnover	0.41%

C. Foreign Exchange Earnings and Outgo:

The foreign exchange earned in terms of actual inflows and the foreign exchange outgo during the year in terms of actual outflows during the year.

Foreign Exchange	(₹ In lakh) Amount
Earned (Export)	8,895.25
Used (Import)	48,050.00

For and on behalf of the Board of Directors

Annexure F to Directors' Report

Disclosures required with respect to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for FY 2018-19:

Name of the Directors	Category	Ratio to median remuneration
Shekhar Bajaj	Executive Directors	113.44 : 1
Anant Bajaj ¹		87.46 : 1
Anuj Poddar ²		17.59 : 1
Madhur Bajaj		1.77 : 1
Harsh Vardhan Goenka		1.58 : 1
Ashok Jalan ³		3.80 : 1
Dr. Rajendra Prasad Singh		1.83 : 1
Dr. (Smt.) Indu Shahani		3.54 : 1
Siddharth Mehta		2.91 : 1
Pooja Bajaj ⁴		1.14 : 1
Munish Khetrpal ⁴	1.10 : 1	

1. Shri Anant Bajaj, Managing Director ceased to be a director of the Company on demise on August 10, 2018.
2. Shri Anuj Poddar who was earlier appointed as an Independent Director of the Company on May 30, 2016 resigned as such in consideration of his appointment as an Executive Director on November 1, 2018. He is appointed as an additional director in the whole time employment, designated as Executive Director, for a period of 5 years with effect from November 1, 2018 subject to the approval of the shareholders at the ensuing AGM.
3. Shri Ashok Jalan ceased to be director on expiry of his first year term as an Independent Director on March 31, 2019.
4. Smt. Pooja Bajaj was appointed as an Additional Director in the category of Non-Executive Director and Shri Munish Khetrpal was appointed as an Additional Director in the category of Non-Executive Independent Director for a term of 5 years with effect from November 1, 2018.

2. The percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary during FY 2018-19:

Name of the KMPs	Category	Percentage increase /(decrease) in Remuneration
Shekhar Bajaj	Chief Executive Officer	(5.83)
Anant Purandare	Chief Financial Officer	3.96
Mangesh Patil	Company Secretary	(5.66)

3. Percentage increase in the median remuneration of employees in the financial year: 3.42%.

4. Number of permanent employees on rolls of the Company as on March 31, 2019: 3217

5. Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase made in the salaries of employees other than the managerial personnel during FY 2018-19 was around 6.65%, while the average increase in the remuneration of the managerial personnel was around 11.31% which is mainly on account of (i) payments of gratuity, leave encashment and superannuation made in respect of Late Shri Anant Bajaj and (ii) increase in the commission payable to NEDs which is linked to the number of Board/Audit Committees attended by them.

6. We affirm that the remuneration paid to Directors, KMP and employees is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Mumbai
May 22, 2019

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

"Business should be pursued with a view to benefit the poor, not just to become a millionaire or a billionaire."

Jamn Lal Bajaj

Company's Philosophy on code of Governance:

The ethical values are the foundation of Company's governance philosophy which over the past 80 years of the Company's existence has become a part of its culture. We feel proud to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business. We strongly believe that in business, there is something more important than just top line and bottom line and hence, each of us needs to strive towards producing our very best in all we do so that, we not only fulfill the needs of each and every consumer, but also far exceed their expectations. This is what has set us apart and this may be the very reason that we have been able to enjoy a very special relationship with our consumers. After all, when you strive, with every sinew to be the best you can be, it will show.

Corporate Governance is about commitment to values and ethical business conduct. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation.

The Board of Directors

Governance Structure

The Corporate Governance structure of the Company is as follows:

Board of Directors: The Board is entrusted with an ultimate responsibility of the management, directions and performance

of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Risk Management Committee, Finance Committee and Debenture Committee. Each of the said Committee has been mandated to operate within a given framework.

Executive Committee: The main function of the Executive Committee is strategic management of the Company's businesses within the Board approved direction and framework, ensuring that effective systems are in place for appropriate reporting to the Board on important matters. The Executive Committee is headed by the Chairman & Managing Director and has business & functional heads as its members, which looks after the management of the day-to-day affairs of the Company.

Chairman & Managing Director: The primary role of the Chairman & Managing Director is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a world-class organisation. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors.

Executive Director: The Executive Director, as the member of the Board and Executive Committee, contributes to the strategic management of the Company's businesses within Board approved direction and framework. He assumes overall responsibility for strategic management of business and corporate functions including its governance processes and top management effectiveness.

Non-Executive Directors (NEDs) including Independent Directors (IDs): NEDs play a critical role in balancing the functioning of the Board by providing independent judgements on various issues raised in the Board meetings like formulation of business strategies, monitoring of performances, etc.

Composition and category of Directors

The Board is broad-based and consists of eminent individuals from industrial, general corporate management, finance, law, media, corporate strategy, technical, marketing and other allied background. The Company is managed by the Board of Directors in co-ordination with the senior management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

The Board of Directors as at the end of March 31, 2019, comprised of ten (10) Directors viz. one (1) Executive Director - Promoter, one (1) Executive Director – Non Promoter, two (2) NEDs – Promoters including one Woman Director, one (1) NED – Non Promoter Independent Women Director, and five (5) NEDs - Independent Directors.

Shri Ashok Jalan, an ID, stepped down from the directorship of the Company on the expiry of his first term on March 31, 2019, being pre-occupied with other activities.

Shri Rajiv Bajaj has been appointed by the Board as an Additional Director in the category of NED with effect from May 22, 2019. Members' attention is drawn to a Resolution proposing his regularisation included at Item No. 6 of the Notice of Annual General Meeting (AGM).

Accordingly, as on the date of this Report, the Board of Directors comprises of ten (10) Directors and has the following composition:

Category of Directors	No. of Directors	%
NEDs – Non Independent	3	30%
NEDs - Independent	5	50%
Executive Directors	2	20%

The Chairman of the Board is an Executive Director. IDs constitute one-half of the total Board strength.

Shri Shekhar Bajaj, Shri Madhur Bajaj, Smt. Pooja Bajaj and Shri Rajiv Bajaj, since belong to the Promoter family, are related to each other. Shri Shekhar Bajaj is a father-in law of Smt. Pooja Bajaj; elder brother of Shri Madhur Bajaj and paternal uncle of Shri Rajiv Bajaj. Shri Shekhar Bajaj is also the NED in Hind Lamps Limited, an associate, and Starlite Lighting Limited, a joint venture, of the Company.

Apart from the above, and apart from the reimbursement of expenses incurred in discharge of their duties and the remuneration that the NEDs, the Chairman & Managing Director and Executive Director would be entitled to under the Companies Act, 2013 (the "Act"), none of the Directors have any other pecuniary relationships with the Company, its subsidiary, associate and joint venture or their Promoters, Directors, which in their judgement would affect their independence.

The Board has identified the following skill set with reference to its business and industry which are available with the Board:

Name of the Director	Expertise in specific functional area
Shekhar Bajaj	Industrialist, Electrical Consumer Durables Industry domain, Business Strategy and Corporate Management
Madhur Bajaj	Industrialist, Experience in managing a large industrial conglomerate
Harsh Vardhan Goenka	Industrialist, Experience in managing a large business conglomerate
Dr. Rajendra Prasad Singh	Ex-Chairman of Navratna PSU in the power sector
Dr. (Smt.) Indu Shahani	Well Known Academician
Anuj Poddar	A Chartered Accountant with strong professional experience across consumer and other industries, Business Strategy and Corporate Management
Siddharth Mehta	Solicitor with experience across India and international territories in corporate and commercial laws, litigation and arbitration

Name of the Director	Expertise in specific functional area
Munish Khetrpal	Technology professional with extensive leadership experience across global markets
Pooja Bajaj	Strong commercial acumen
Rajiv Bajaj	Industrialist, Experience in managing a large industrial conglomerate, Recipient of many prestigious leadership awards

Directors' Directorships/Committee memberships

In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees excluding private limited companies, foreign companies and companies under Section 8 of the Act or act as Chairperson of more than 5 committees across all listed entities in which he/she is a Director. The Audit Committee and Stakeholders' Relationship Committee are only considered in computation of limits. Further all Directors have informed about their Directorships, Committee Memberships/Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2019 are given below:

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Act and Listing Regulations.

Directorship / Committee Membership as on March 31, 2019

Name [DIN]	Date of Appointment	Category of Director	Directorships in other Indian Public Limited Companies (excluding the Company)	No. of Board Committees in which Chairman / Member (excluding the Company)		List of Directorship held in other Listed Companies and Category of Directorship
				Chairman	Member	
Shekhar Bajaj [00089358]	01/11/2014	Promoter / Chairman & Managing Director	2	Nil	1	1. Hercules Hoists Limited, NED - Non-Independent-Chairman 2. Bajaj Auto Limited, NED - Non-Independent
Madhur Bajaj [00014593]	28/11/1994	Promoter/ NED	5	Nil	Nil	1. Bajaj Holdings & Investment Limited, NED - Non Independent 2. Maharashtra Scooters Ltd, NED - Nominee of Promoter- Chairman 3. Bajaj Finance Limited, NED - Non Independent 4. Bajaj Finserv Limited, NED - Non Independent 5. Bajaj Auto Limited, NED - Non Independent

Name [DIN]	Date of Appointment	Category of Director	Directorships in other Indian Public Limited Companies (excluding the Company)	No. of Board Committees in which Chairman / Member		List of Directorship held in other Listed Companies and Category of Directorship
				Chairman	Member	
Harsh Vardhan Goenka [00026726]	01/04/2019	Independent Director	4	Nil	Nil	1. RPG Life Sciences Limited, NED - Non Independent -Chairman 2. Ceat Limited, NED - Non Independent -Chairman 3. KEC International Limited, NED - Non Independent -Chairman 4. Zensar Technologies Limited, NED - Non Independent -Chairman
Dr. Rajendra Prasad Singh [00004812]	01/04/2019	Independent Director	1	Nil	4	1. Techno Electric & Engineering Company Limited, NED - Non Independent
Dr. (Smt.) Indu Shahani [00112289]	01/04/2019	Independent Director	3	1	5	1. United Spirits Limited, NED - Independent 2. Clariant Chemicals (India) Limited, NED - Independent 3. Colgate-Palmolive (India) Limited, NED - Independent
Anuj Poddar [01908009]	01/11/2018	Additional Executive Director	Nil	Nil	Nil	Nil
Siddharth Mehta [03072352]	30/05/2016	Independent Director	2	1	2	1. Indo Count Industries Limited, NED - Independent 2. TCI Industries Limited, NED - Independent
Munish Khetrpal ¹ [08263282]	01/11/2018	Additional Independent Director	Nil	Nil	Nil	Nil
Pooja Bajaj ¹ [08254455]	01/11/2018	Additional Promoter/ NED	Nil	Nil	Nil	Nil

Notes:

1. Shri Munish Khetrpal and Smt. Pooja Bajaj were appointed as Directors on the Board of the Company w.e.f. November 1, 2018.
2. Shri Anant Bajaj, Managing Director ceased to be a director on demise on August 10, 2018, hence has been excluded.
3. Shri Ashok Jalan, ceased to a director on expiry of his first term as an ID on March 31, 2019, hence has been excluded.
4. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
5. Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian public limited companies other than the Company. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairmanship of more than five such Committees.
6. Shri Shekhar Bajaj, Shri Madhur Bajaj, and Smt. Pooja Bajaj are related to each other. None of the other Directors are related inter-se.
7. Details of Director(s) retiring or being appointed/re-appointed are given in Notice of AGM.
8. Brief profiles of each of the above Directors are available on the Company's website: www.bajajelectricals.com.
9. Maximum tenure of IDs is in accordance with the Act and Rules made thereunder.

IDs confirmation by the Board

All IDs have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the IDs, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. A formal letter of appointment to IDs as provided in the Act has been issued and disclosed on website of the Company: www.bajajelectricals.com.

Number of Independent Directorships

As per Regulation 17A of the Listing Regulations, IDs of the Company do not serve as ID in more than seven listed companies. Further, the Managing Director of the Company does not serve as an ID in any listed entity.

Board meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiary. The Board meetings are pre-scheduled and a tentative annual calendar of the Board meeting is circulated to the Directors well in advance to facilitate them to plan their schedules accordingly. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board meeting.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

Minimum four pre-scheduled Board meetings are held every year (one meeting in every calendar quarter). Additional meetings are held to address specific needs, if any, of the Company. During FY 2018-19, the Board of Directors met seven times i.e., on May 23, 2018, June 15, 2018, August 9, 2018, November 1, 2018, January 2, 2019, February 7, 2019 and March 28, 2019. The maximum gap between any two consecutive meetings was less than one hundred and twenty days, as stipulated under Section 173(1) of the Act, and Regulation 17(2) of the Listing Regulations and the Secretarial Standard by The Institute of Company Secretaries of India.

Attendance of Directors at the Board meetings and at the last AGM.

Sr. No.	Name of Directors	No. of Board meetings attended	Attendance at the AGM held on August 9, 2018
1.	Shekhar Bajaj	7 of 7	Present
2.	Anant Bajaj ¹	3 of 7	Present
3.	Madhur Bajaj	7 of 7	Present
4.	Harsh Vardhan Goenka	6 of 7	Present
5.	Ashok Jalan ²	7 of 7	Present
6.	Dr. Rajendra Prasad Singh	7 of 7	Present
7.	Dr. Indu Shahani	7 of 7	Present
8.	Anuj Poddar	7 of 7	Present
9.	Siddharth Mehta	7 of 7	Present
10.	Munish Khetrapal ³	4 of 7	Not applicable
11.	Pooja Bajaj ³	4 of 7	Not applicable

Notes:

1. Shri Anant Bajaj, Managing Director ceased to be a director on demise on August 10, 2018.
2. Shri Ashok Jalan, ID, step down from the directorship of the Company on the expiry of his first term on March 31, 2019, being pre-occupied with other activities.
3. Shri Munish Khetrapal and Smt. Pooja Bajaj were appointed as Directors on the Board of the Company on November 1, 2018.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meetings.

Post meeting mechanism

The important decisions taken at the Board / Committee meetings are communicated to the concerned department / division.

Board support

The Company Secretary attends the Board Meetings and advises the Board on compliances with applicable laws and governance.

Roles, Responsibilities and Duties of the Board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 and Schedule IV of the Act (Schedule IV is specifically for IDs). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

Familiarisation Programme for Directors

At the time of appointing a Director, a formal letter of appointment is given to him / her, which inter alia explains the role, function, duties and responsibilities expected from him / her as a Director of the Company. The Director is also explained in detail the compliances required from him / her under the Act, the Listing Regulations and other various statutes and an affirmation is obtained. The Chairman & Managing Director also have a one to one discussion with the newly appointed Director to familiarise him / her with the Company's operations. Further, on an ongoing basis as a part of agenda of Board / Committee meetings, presentations are regularly made to the IDs on various matters inter-alia covering the Company's and its subsidiary, associate and joint venture companies operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the IDs under various statutes and other relevant matters. The details of the familiarisation programme for Directors are available on the Company's website: www.bajajelectricals.com.

Governance Codes

Code of Business Conduct & Ethics

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and all employees of the Company. The Board of Directors and the members of senior management team of the Company are required to affirm annually compliance of this Code. A declaration signed by the Chairman & Managing Director of the Company to this effect is placed at the end of this report. The Code requires Directors and employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website: www.bajajelectricals.com.

Disclosure on conflict of interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he/she occupies in other companies including as Chairperson and notifies

changes during the year. The members of the Board while discharging their duties, avoid conflict of interest in the decision-making process. The members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

Insider Trading Code

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "PIT Regulations").

The Code is applicable to promoters, member of promoter group, all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the Company's website: www.bajajelectricals.com.

Committees of the Board

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with the approval of the Board and they function under their respective Charters. These Committees play an important role in the overall management of the day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform the duties entrusted by the Board. The minutes of the Committee meetings are placed before the Board for noting.

(A) Audit Committee

Composition

Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act and the provisions of Regulation 18 of the Listing Regulations.

During the year under review, Shri Anuj Poddar, earlier ID, resigned as the member of the Audit Committee in

view of his appointment as an Executive Director of the Company. Consequently, the Board of the Company, vide its resolution dated October 18, 2018 passed by way of circulation, re-constituted the Audit Committee by inducting Shri Siddharth Mehta, as a member of the Committee. The members of the re-constituted Audit Committee, in its meeting held on November 1, 2018, elected Shri Ashok Jalan as the Chairperson of the Committee.

The Audit Committee was again reconstituted by the Board in its meeting held on March 28, 2019 by inducting Dr. Rajendra Prasad Singh as a member of the Audit Committee effective April 1, 2019, in place of Shri Ashok Jalan, who had expressed his desire to step down from the directorship on the Board of the Company, being pre-occupied with other activities, on the expiry of his first term as an ID of the Company from the close of business hours on March 31, 2019.

As on the date of this Report, the Audit Committee comprised of 3 Directors: Dr. (Smt.) Indu Shahani as the Chairperson and Dr. Rajendra Prasad Singh and Shri Siddharth Mehta as its members. All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, taxation, economics, risk and international finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. The Company Secretary acts as the convener to the Audit Committee.

Meetings and Attendance

The Audit Committee met five times during FY 2018-19. The maximum gap between two meetings was not more than 120 days. The Committee met on May 23, 2018, August 9, 2018, November 1, 2018, February 7, 2019 and March 28, 2019. The requisite quorum was present at all meetings. The Chairman of the Audit Committee was present at the last AGM of the Company held on August 9, 2018.

The Table below provides the attendance of the Audit Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Anuj Poddar ¹	Chairperson	Independent Director	2 of 5
2.	Ashok Jalan ²	Chairperson	Independent Director	5 of 5

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
3.	Dr. Indu Shahani	Chairperson	Independent Director	5 of 5
4.	Siddharth Mehta	Member	Independent Director	3 of 5
5.	Dr. Rajendra Prasad Singh ³	Member	Independent Director	N.A.

Notes:

1. Chairperson/Member of the Audit Committee till October 18, 2018.
2. Chairperson/Member of the Audit Committee from November 1, 2018 till March 31, 2019.
3. Appointed as member of the Audit Committee w.e.f. April 1, 2019.

Terms of reference and functions of Audit Committee

The Charter of the Audit Committee was revised in the Board meeting held on March 28, 2019 to be in line with the recent amendments to the Listing Regulations. The revised terms of reference of the Audit Committee as stated below is in line with what is mandated in Regulation 18 of the Listing Regulations and Section 177 of the Act.

Terms of reference:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. changes, if any, in accounting policies and practices and reasons for the same.

- c. major accounting entries involving estimates based on the exercise of judgment by management.
 - d. significant adjustments made in the financial statements arising out of audit findings.
 - e. compliance with listing and other legal requirements relating to financial statements.
 - f. disclosure of any related party transactions.
 - g. modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval including the financial statements, in particular, the investments made by unlisted subsidiary(ies);
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the Company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 21. To review the utilisation of loans, advances or both in the subsidiary company(ies) which shall not exceed ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments as on April 1, 2019.
- The Audit Committee mandatorily reviews the following information:
1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
 3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses;
 5. Appointment, removal and terms of remuneration of the Chief Internal Auditor; and
 6. Statement of deviations:

- a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations; and
 - b. annual statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of the Listing Regulations.
7. Compliance with the provisions of Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

Internal Controls and Governance Processes

The Company continuously invests in strengthening its internal controls and processes. The Audit Committee formulates a detailed audit plan for the year for the internal auditor. The Internal Auditors attend the meetings of the Audit Committee and submit their recommendations to the Audit Committee and provide a road map for the future.

(B) Nomination and Remuneration Committee (NRC)

Composition

NRC is governed by its Charter. During the year under review, Shri Anuj Poddar, earlier an ID, resigned as the member of the NRC in view of his appointment as an Executive Director of the Company. Consequently, the Board of the Company, vide its resolution dated October 18, 2018 passed by way of circulation, re-constituted the NRC by inducting Shri Siddharth Mehta, as a member of the Committee. The members of the re-constituted NRC, in its meeting held on November 1, 2018, elected Shri Ashok Jalan as the Chairperson of the Committee.

NRC was again reconstituted by the Board in its meeting held on March 28, 2019 by inducting Dr. Rajendra Prasad Singh as a member of the NRC effective April 1, 2019, in place of Shri Ashok Jalan, who had expressed his desire to step down from the directorship on the Board of the Company, being pre-occupied with other activities, on the expiry of his first term as an ID of the Company from the close of business hours on March 31, 2019.

As on the date of this Report, the NRC comprised of 3 Directors: Dr. (Smt.) Indu Shahani as the Chairperson and Dr. Rajendra Prasad Singh and Shri Siddharth Mehta

as its members. The Company Secretary acts as the convener to the NRC.

Meetings and Attendance

NRC met five times during FY 2018-19 i.e. on May 23, 2018, August 9, 2018, November 1, 2018, January 2, 2019 and February 7, 2019. The requisite quorum was present at all the meetings. The Chairperson of the NRC was present at the last AGM of the Company held on August 9, 2018.

The Table below provides the attendance of the NRC members:

Sr. No.	Name of Director	Position	Category	No. of meetings attended
1.	Anuj Poddar ¹	Chairperson	Independent Director	2 of 5
2.	Ashok Jalan ²	Chairperson	Independent Director	5 of 5
3.	Dr. Indu Shahani	Chairperson	Independent Director	5 of 5
4.	Siddharth Mehta	Member	Independent Director	3 of 5
5.	Dr. Rajendra Prasad Singh ³	Member	Independent Director	N.A.

Notes:

1. Chairperson/Member of the NRC till October 18, 2018.
2. Chairperson/Member of the NRC from November 1, 2018.
3. Appointed as member of the NRC w.e.f. April 1, 2019.

Terms of reference and functions of NRC

The broad terms of reference of NRC, as approved by the Board, are in compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations.

Terms of reference:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its Committees, Chairperson and individual directors

to be carried out by the Board, by the NRC or by an independent external agency and review its implementation and compliance.

2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
3. While formulating the policy, to ensure that –
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
4. To take into account financial position of the company, trend in the industry, appointees qualifications, experience, past performance, past remuneration, etc., and bring about objectivity in determining the remuneration package while striking a balance between the interest of the company and the shareholders while approving the remuneration payable to managing director, whole time director or manager.
5. To lay down / formulate the evaluation criteria for performance evaluation of IDs and the Board.
6. To devise a policy on Board diversity.
7. To ensure 'Fit & Proper' status of the proposed/ existing directors.
8. To recommend to Board, whether to extend or continue the term of appointment of the ID, on the basis of the report of performance evaluation of IDs.
9. To review and approve the remuneration and change in remuneration payable to whole-time directors.
10. To recommend to Board, all remuneration payable to senior management (i.e. members of the core

management team one level below the chief executive officer/managing director/whole time director and shall specifically include Company Secretary and Chief Financial Officer); and

11. To act as the Compensation Committee under SEBI (Share Based Employee Benefits) Regulations, 2014 (including amendment thereof) to determine the quantum of Employee Stock Options to be granted to the employees under Company's ESOP Plans; determine eligibility for grant of ESOPS; decide the procedure for making a fair and reasonable adjustment in case of corporate actions; procedure and terms for the grant, vest and exercise of Employee Stock Option; procedure for cashless exercise of Employee Stock Options etc.
12. To undertake specific duties as may be prescribed by the board from time to time.

Remuneration Policy

The Board on the recommendation of NRC has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive attributes and independence of directors; and (b) a policy on remuneration for directors, key managerial personnel and other employees. The Remuneration Policy is placed on the Company's website: www.bajajelectricals.com.

a) NEDs remuneration

The remuneration of NEDs is determined within the limits prescribed under Section 179 read with the Rules framed thereunder and Schedule V to the Act and Listing Regulations. The NEDs of the Company receive remuneration by way of sitting fees for attending the Board and Committee meetings and commission as detailed below:

- (i) Sitting fees of ₹1,00,000/- for each meeting of the Board and Audit Committee, and ₹50,000/- for each meeting of other Committees attended by the Director, as approved by the Board within the overall limits prescribed under the Act;
- (ii) Pursuant to the approval of the Members in the Seventy-fifth AGM held on July 31, 2014, payment of commission on an annual basis, of ₹1,00,000/- for each meeting of the Board and Audit Committee attended by the Director, subject to the ceiling of 1% of the net profit of the Company prescribed under the Act;

- (iii) Reimbursement of traveling and other related expenses incurred by the NEDs for attending the Board and Committee meetings;
- (iv) IDs of the Company are not entitled to participate in ESOPs of the Company.

The service contract, notice period and severance fees are not applicable to NEDs.

b) Executive Directors' remuneration

The appointment and remuneration of Executive Directors, i.e. of Chairman and Managing Director, Managing Director and Executive Director, is governed by the recommendation of NRC, Resolutions passed by the Board and Shareholders of the Company.

The remuneration package of Executive Directors' comprises of salary, commission, perquisites and allowances, and contributions to provident fund and other retirement benefits as approved by the shareholders at the general meetings. Annual increments are linked to performance and are decided by NRC and recommended to the Board for approval thereof.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The Nomination and Remuneration Policy is displayed on the Company's website: www.bajajelectricals.com.

The Company has no stock option plans for the promoter executive directors / NED. Only non-promoter executive directors are eligible for stock option plans.

During FY 2018-19, the Company did not advance any loans to any of the directors.

c) Remuneration Policy for the Key Managerial Personnel (KMP) and other employees

Remuneration of KMP and other employees largely consists of basic salary, perquisites, allowances and performance incentives. The components of total remuneration vary for different grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him/her, his/her annual performance, etc. The performance pay policy links the performance pay of each employee to his/her individual, business unit

and overall Company's performance on parameters aligned to the Company's objectives.

Details of remuneration paid to Directors for the year ended March 31, 2019

(a) NEDs

Name of the Director	Sitting Fees		Commission (₹)	No. of Shares / convertible instruments held
	(₹)	(₹)		
Madhur Bajaj	7.00	7.00		815035 Equity Shares
Harsh Vardhan Goenka	6.50	6.00		Nil
Ashok Jalan	18.00	12.00		Nil
Dr. Rajendra Prasad Singh	7.50	7.00		Nil
Dr. Indu Shahani	16.00	12.00		Nil
Anuj Poddar ¹	6.00	5.00		Nil
Siddharth Mehta	13.00	10.00		Nil
Munish Khetrapal ²	4.50	4.00		Nil
Pooja Bajaj ²	5.00	4.00		130000 Equity Shares

Notes:

1. Remuneration payable to him for his services as an ID of the Company.
2. Appointed as Director on the Board of the Company w.e.f. November 1, 2018.
3. Commission to NEDs will be paid after adoption of the financial statements by the shareholders at the AGM scheduled to be held on August 7, 2019.

(b) Executive Directors

Details of remuneration paid/payable to Executive Directors during FY 2018-19 are provided in the Annexure to the Directors' Report in 'Form MGT-9'.

Performance Evaluation

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties,

obligations and governance. A consolidated summary of the ratings given by each Director was then prepared. The report of performance evaluation was then discussed and noted by the Board.

The performance evaluation of the Chairman and Managing Director and NEDs was carried out by the IDs. The Directors expressed their satisfaction with the evaluation process.

(C) Stakeholders' Relationship Committee (SRC)

Composition and Attendance

Pursuant to the provisions of Section 178(5) of the Act read with Regulation 20 of the Listing Regulations, SRC of the Board has been constituted.

During the year under review, SRC has been re-constituted by inducting Shri Shekhar Bajaj, Chairman & Managing Director and Smt. Pooja Bajaj, NED. Further, Shri Ashok Jalan ceased to be a member of SRC consequent upon his cessation as a Director of the Company.

Effective April 1, 2019, this Committee comprises of three Directors viz. Dr. (Smt) Indu Shahani, ID, Shri Shekhar Bajaj, Chairman & Managing Director and Smt. Pooja Bajaj, NED.

Shri Mangesh Patil, Company Secretary has been designated as Compliance Officer of the Company.

During FY 2018-19, the Committee met once on March 28, 2019 and it was attended by the then existing members.

Shri Ashok Jalan, ex-Chairperson of SRC was present at the last AGM of the Company held on August 9, 2018.

Terms of reference

On March 28, 2019, the Board approved the revised terms of reference of SRC. For operational convenience Share Allotment Committee was dissolved and the roles and responsibilities of the Share Allotment Committee were assigned to SRC.

The revised terms of reference of SRC are as under:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer

/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.

2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.
5. Issue and allotment of equity and/or preference shares.
6. Issue of new share certificate on allotment.
7. Issue of duplicate / split / consolidated share certificates.
8. To settle any question, difficulty or doubts of the shareholders that may arise with regards to the issue and allotment of shares.
9. Reference to Board of Directors in case of any question, doubts or difficulty in respect of issue, allotment, transfer of shares and any shareholders grievances, if necessary.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Link Intime India Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The minutes of SRC meetings are circulated to and noted by the Board.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

Details of Shareholders' complaints received, resolved and pending

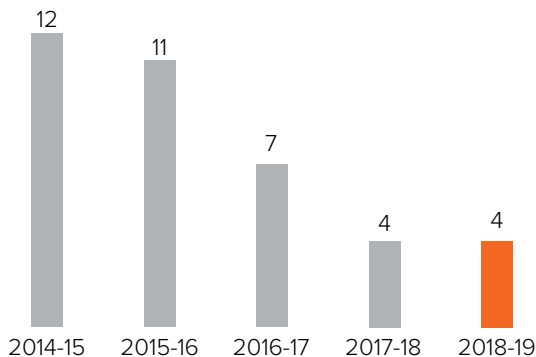
Complaints received, attended & resolved during FY 2018-19

Investors Complaints	No. of complaints
Pending at the beginning of the year	Nil
Received during the year	4
Disposed off during the year	3
Remaining unresolved at the end of the year	1*

* As on the date of this Report, the said pending complaint also stands resolved.

Trend of shares related complaints during last 5 years:

No. of complaints



(D) Corporate Social Responsibility (CSR) Committee

Composition and Attendance

The Company has always been mindful of its obligations towards the communities it impacts and has been pursuing various CSR activities long before it became mandatory by law. As required under the Act, a formal Committee of the Board was constituted in March, 2014 to oversee and give directions to the Company's CSR activities.

During the year under review, CSR Committee has been re-constituted by inducting Shri Siddharth Mehta as its member. Also during the year Shri Anant Bajaj ceased to be a member of the CSR Committee consequent upon his demise on August 10, 2018.

As on March 31, 2019, this Committee comprised of three Directors viz. Shri Shekhar Bajaj, as the Chairperson of the Committee and Dr. (Smt) Indu Shahani and Shri Siddharth Mehta, both IDs, as the members of the Committee.

During FY 2018-19, the Committee met once on March 28, 2019 and said meeting was attended by all the members.

Terms of Reference

The Committee's responsibilities with regard to CSR matters include:

- formulation and recommendation to the Board CSR Policy and Programmes;
- oversee and implement CSR projects or programmes or activities;
- review of annual budgets with respect to CSR programmes;
- work with the management to establish and develop the Company's strategic framework and objectives with respect to CSR matters;
- receive reports from management on the Company's CSR programmes, including significant sustainable development and community relations;
- receive reports from the management on current and emerging issues and trends in the field of CSR, including a discussion on the potential impact thereof on the Company;
- receive reports from the management on the Company's CSR performance to assess the effectiveness of the CSR programmes;
- review the findings and recommendations from the auditors or by regulatory agencies or consultants concerning the Company's CSR matters; and
- review the Company's disclosure of CSR matters in the Board's Report.

The CSR Policy statement and the CSR Report forms part of the Directors' Report to the members of the Company.

(E) Risk Management Committee

Composition

Pursuant to Regulation 21 of the Listing Regulations, the Board of the Company, at its meeting held on March 28, 2019, constituted Risk Management Committee, to be effective from April 1, 2019, with the following as its members:

- Shri Shekhar Bajaj, Chairman & Managing Director
- Shri Anuj Poddar, Executive Director

3. Dr. (Smt) Indu Shahani, Independent Director
4. Shri Siddharth Mehta, Independent Director
5. Shri Anant Purandare, President & Chief Financial Officer
6. Shri Rishiraj Haldankar, Vice President & Head – Internal Audit

The Company Secretary acts as the convenor of the Committee.

The composition of the Committee is in conformity with the Listing Regulations, with majority of members being Directors of the Company. During the year under review, no meeting was held of the said Committee.

Terms of Reference

The following are the responsibilities of the Committee. However, the Committee may diverge from these responsibilities and may assume such other responsibilities as it deems necessary or appropriate in carrying out its functions.

- a) To identify, assess, mitigate and monitor the existing as well as potential risks to the Company (including risks associated with cyber security and financial risk), to recommend the strategies to the Board to overcome them and review key leading indicators in this regard.
- b) to periodically review and approve the risk management framework including the risk management processes and practices of the Company.
- c) to evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner.
- d) To develop and implement action plans to mitigate the risks.
- e) to coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).
- f) To oversee at such intervals as may be necessary, the adequacy of Company's resources to perform its risk management responsibilities and achieve its objectives.
- g) To review and periodically assess the Company's performance against the identified risks of the Company.

- h) to review and periodically reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- i) To regularly review and update the current list of material business risks.
- j) To make regular reports to the Board, including with respect to risk management and minimisation procedures.
- k) To perform such other activities related to risk management plan as requested by the Board or to address issues related to any significant, subject within its term of reference.

The role and responsibilities of the Risk Management Committee shall include such other items as may be prescribed by applicable law or the Board in compliance with applicable law, from time to time.

The performance of the Committee shall be reviewed by the Board periodically.

(F) Finance Committee

Composition & Attendance

The Finance Committee was reconstituted by the Board in its meeting held on March 28, 2019 with the following directors as its members, in view of the vacancy caused due to demise of Shri Anant Bajaj and Shri Ashok Jalan, having expressed his unwillingness to continue to serve on the Board of the Company after the expiry of his first term of 5 years as an ID on March 31, 2019, being pre-occupied with various other activities and not being able to commit the time for the Company :

Sr.	Name of Director	Designation
1	Shri Shekhar Bajaj	Chairman & Managing Director
2	Dr. Rajendra Prasad Singh	Independent Director
3.	Smt Pooja Bajaj	Non-Executive Director

The Company Secretary acts as the Convenor of the Committee.

During FY 2018-19, the Committee met once on May 9, 2018 to deliberate on various matters referred above and the said meeting was attended by all the then members of the Committee.

Terms of Reference

The roles & responsibilities of the Finance Committee are as under:

1. **Banking and Trading Arrangements :** The Committee shall have general oversight responsibility for the Company's treasury activities. In this connection, the Committee shall annually review the Company's principal commercial and investment banking relationships, including its banking and treasury authorisations, and material terms of the Company's credit facilities in light of the Company's operating strategy, risk exposures, financial policies and changes in applicable law or accounting requirements.

The Committee shall have the following powers / authorities in connection with banking transactions:

- (i) Borrowings – Secured and/or unsecured short term or long term loans / facilities upto a sum not exceeding ₹500 crore between any two meetings of the Board of Directors and (i) to negotiate and finalise the terms & conditions including the rate of interest of loan(s) / facility(ies); (ii) to offer such securities as it may consider necessary in respect of the secured borrowings; and (iii) to discuss, settle and execute the document(s) as may be necessary for availing any loan / facility granted / to be granted by any bank(s) / financial institution(s) under the Common Seal of the Company in terms of Articles of Association of the Company and do all such things that may be necessary for the purposes of giving effect to the matters delegated.
 - (ii) Availing of any bill discounting and/or any other financial facilities from any other bank(s) / financial institution(s), etc.
 - (iii) Opening of bank accounts and delegation of authority to the officers of the Company for operation of the various bank accounts;
2. **Insurance Coverage :** The Committee shall annually review the Company's insurance program, including the credit quality of its insurers and re-insurers, the scope and limitations of coverage.
3. **Acquisitions and Divestitures :** The Committee may review the financial terms of material acquisitions or other equity investments and divestitures of any material operations of the Company that will be submitted to the Board of Directors for approval under the Company's Corporate Governance Policy regarding authorisations. The Committee may also approve the financial terms of transactions that have been approved in-principle by the Board of Directors, if delegated to do so by the Board.

4. **Delegation :** When appropriate, as permitted under applicable law and SEBI Listing Regulations, the Board or the Committee may delegate any of its responsibilities to a sub-committee comprised of one or more members of the Board, the Committee, or members of management.
5. **Other Duties :** The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

(G) Share Allotment Committee for Allotment of Shares Under ESOP

The Share Allotment Committee was constituted to expedite the process of allotment and issue of shares to the eligible employees of the Company upon their exercise stock options granted under ESOP.

During the year under review, due to demise of Shri. Anant Bajaj on August 10, 2018, Share Allotment Committee was re-constituted on November 1, 2018 comprising of three Directors viz. Shri Shekhar Bajaj as its Chairperson, Shri Ashok Jalan and Smt. Pooja Bajaj as its members.

The Company Secretary acts as the convenor of the Committee.

During FY 2018-19, the Committee met four times i.e. on: June 15, 2018, August 30, 2018, November 26, 2018, and February 7, 2019.

Attendance of members of the Committee at the meetings held during FY 2018-19

Director	No. of meetings attended
Shekhar Bajaj	4
Anant Bajaj ¹	1
Ashok Jalan	4
Pooja Bajaj ²	2

Notes:

1. Shri Anant Bajaj, Managing Director ceased to be a director on demise on August 10, 2018.
2. Inducted as a member of the Share Allotment Committee w.e.f. November 1, 2018.

Pursuant to the Board Resolution dated March 28, 2019, the Share Allotment Committee has been dissolved effective April 1, 2019 and its authorities and responsibilities have been delegated to Stakeholders' Relationship Committee.

(H) Debenture Committee

The Debenture Committee has been constituted for the purpose of allotment of Non-Convertible Debentures (NCDs) to its subscribers / allottees with the composition of Shri Shekhar Bajaj, as the Chairman of the Committee and Shri Anuj Poddar, Executive Director and Shri Siddharth Mehta, Director of the Company as its members.

The Company Secretary of the Company acts as the convener of the Committee. Axis Trustee Services Limited is the Debenture Trustee for the Debenture holders. The details of the Debenture trustee forms part of this report.

The Committee meeting was held on February 21, 2019, which was attended by Shri Shekhar Bajaj, Chairman of the Committee and Shri. Siddharth Mehta, member of the Committee. Leave of absence was granted to Shri Anuj Poddar.

(I) Separate meeting of Independent Directors

During the year under review, IDs met on March 28, 2019, inter alia, to:

- Evaluate the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate the performance of the Chairman of the Company, taking into account the views of the Executive and NEDs;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the IDs were present at this Meeting.

Subsidiary Companies

The Company has a Policy for determining Material Subsidiaries, which is in line with the Listing Regulations as amended, and the same has been uploaded on the website of the Company viz. www.bajajelectricals.com. There is no material subsidiary of the Company and hence requirements relating to composition of Board of Directors of unlisted material subsidiary do not apply to the Company.

Affirmations and Disclosures:

a. Compliances with Governance Framework

The Company is in compliance with all mandatory requirements under Listing Regulations.

b. Related Party Transactions

All transactions entered into with the related parties as defined under the Act and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the financial statements in accordance with "IND AS". A statement of transactions entered into with the related parties in the ordinary course of business and at arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for its approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with related party transactions. The Policy is available on the website of the Company: www.bajajelectricals.com.

All the transactions are carried out on an arm's length or fair value basis and have no potential conflict with the interest of the Company at large.

c. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three financial years

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and SEBI guidelines. Consequently, there were no strictures or penalties imposed either by SEBI or Stock Exchanges or any other statutory authority for non-compliance of any matter related to the capital markets during the last three financial years.

d. Vigil Mechanism / Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 of the Listing Regulations, the Company

has formulated Whistle Blower Policy to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimisation of employees and directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website: www.bajajelectricals.com.

e. Disclosure of Accounting Treatment

In preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Act. The significant accounting policies which are consistently applied are set out in the notes to the financial statements.

f. Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

g. Commodity price risk and hedging activities

The Company has adequate risk assessment and minimisation system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

h. Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

The details of Non-Convertible Debentures issued during the year under private placement basis are given in the Directors' Report.

i. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority.

The certificate of Company Secretary in practice is annexed herewith as a part of the report.

j. Where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year. Not Applicable

k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part.

Details relating to fees paid to the statutory auditors are given in Note 30(a) to the standalone financial statements.

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of number of complaints filed and disposed of during the year and pending as on March 31, 2019 is given in the Directors' Report.

m. Non-mandatory requirements

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to-time.

Risk Management Framework

Please refer to Para 'Risk Management' of the Directors' Report which forms part of this Annual Report.

Details of Adoption of Non-Mandatory (Discretionary) Requirements

The status of compliance with the non-mandatory requirements under Regulation 27 of the Listing Regulations are as under:

• The Board

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

• Shareholders rights

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

- **Modified opinion(s) in audit report**

There is no modified opinion in the audit report.

reports to the Audit Committee. Internal audit reports submitted on quarterly basis are reviewed by the Audit Committee and suggestion / directions, if any, are given for necessary action.

- **Reporting of Internal Auditor**

In accordance with the provisions of Section 138 of the Act, the Company has appointed an Internal Auditor who

The Disclosures of the Compliance with Corporate Governance Requirements Specified in Regulation 17 to 27 and Regulation 46(2)

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
1.	Board of Directors	17(1)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees / Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation	Yes
2.	Audit Committee	18(1)	Composition of Audit Committee & presence of the Chairman of the Audit Committee at the AGM	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of Audit Committee and review of information by Audit Committee	Yes
3.	Nomination and Remuneration Committee (NRC)	19(1) & (2)	Composition of NRC	Yes
		19(3)	Presence of the Chairman of NRC at the AGM	Yes
		19(4)	Role of NRC	Yes
4.	Stakeholders Relationship Committee (SRC)	20(1), (2) & (3)	Composition of SRC	Yes
		20(4)	Role of SRC	Yes
5.	Risk Management Committee (RMC)	21(1),(2) &(3)	Composition of RMC	Yes
		21(4)	Role of RMC	Yes
6.	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employees	Yes
7.	Related Party Transaction (RPT)	23(1),(5),(6),(7) &(8)	Policy for RPT	Yes
		23(2) & (3)	Approval including omnibus approval of Audit Committee for all RPTs and review of transaction by Audit Committee	Yes
		23(4)	Approval for Material RPTs	N.A.
8.	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	N.A.
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	N.A.

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
9.	Obligations with respect to IDs	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of IDs	Yes
		25(4)	Review of Performance by the IDs	Yes
		25(7)	Familiarisation of IDs	Yes
10.	Obligations with respect to Directors and Senior Management	26(1)&(2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by NEDs	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes
11.	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
12.	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of IDs	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to NEDs	Yes
		46(2)(g)	Policy on dealing with RPTs	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
	46(2)(i)	Details of familiarisation programmes imparted to IDs	Yes	

Shareholder Information

Details of last three AGMs held

AGM	Financial Year	Date and Time	Venue	Details of Special Resolution Passed
77th	2015-16	Thursday, August 4, 2016 at 11.00 AM	Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020	Nil
78th	2016-17	Thursday, August 3, 2017 at 11.30 AM	Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020	<ul style="list-style-type: none"> - Ratification of Remuneration payable to Cost Auditors - Issue of Redeemable Non-Convertible Debentures on private placement basis.
79th	2017-18	Thursday, August 9, 2018 at 12.00 PM	Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021	<ul style="list-style-type: none"> - Ratification of Remuneration payable to Cost Auditors - Borrowing by way of Issue of Securities - Promotion and re-designation of Shri Anant Bajaj as the Managing Director of the Company; - Maintenance of Statutory Registers at a place other than the Registered Office of the Company; and - Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.

General Body Meetings

During the year under review, meetings of the equity shareholders, secured creditors and unsecured creditors of the Company were convened and held, as under, as per the directions of Hon'ble National Company Law Tribunal, Mumbai Bench, to consider and approve the Scheme of Arrangement between Hind Lamps Limited and the Company and their respective shareholders and creditors :

Type of Meeting	Date	Time	Venue
Equity Shareholders	Thursday, February 21, 2019	10.30 AM	Walchand Hirachand Hall, 4th Floor, Indian Merchants
Secured Creditors	Thursday, February 21, 2019	03.30 PM	Chamber, IMC Marg, Churchgate, Mumbai 400020,
Unsecured Creditors	Friday, February 22, 2019	10.30 AM	Maharashtra
Adjourned Secured Creditors	Tuesday, March 19, 2019	04.30 PM	Mulla House, 51 M.G. Road, Fort, Mumbai - 400001, Maharashtra

Postal Ballot

During the year under review, one postal ballot was conducted by the Company as per provisions of Section 110 of the Act. Shri Anant B. Khamankar, Practicing Company Secretary was appointed as Scrutinizer for conducting postal ballot in a fair and transparent manner. The voting was conducted through physical mode as well as electronic mode. The Company had engaged the services of Link Intime India Private Limited (LIPL) to provide e-voting facility to its Members. The notice of postal ballot was accompanied with detailed instructions kit to enable the members to understand the procedure and manner in which postal ballot voting (including remote e-voting) to be carried out. The following Resolutions are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. on Tuesday, March 26, 2019. The aforesaid voting results along with the Scrutinizer's Report were displayed at the Registered Office and Corporate Office of the Company and on the website of the Company: www.bajajelectricals.com and LIPL: <https://instavote.linkintime.co.in>.

All the Resolutions were approved with the requisite majority. The details of results of Postal Ballot are as under:

Particulars	No of Votes received	No and (%) of votes in favour	No. and (%) of votes against
Special Resolution: Re-appointment of Shri Harsh Vardhan Goenka as an ID for the second consecutive term of five (5) years on the Board of the Company i.e. from April 1, 2019 to March 31, 2024	71623309	69892782 (97.58%)	1730527 (2.42%)
Special Resolution: Re-appointment of Dr. (Smt.) Indu Shahani as an ID for the second consecutive term of five (5) years on the Board of the Company i.e. from April 1, 2019 to March 31, 2024.	71622887	69920349 (97.62%)	1702538 (2.38%)
Special Resolution: Re-appointment of Dr. Rajendra Prasad Singh as an ID for the second consecutive term of five (5) years on the Board of the Company i.e. from April 1, 2019 to March 31, 2024 as well as to continue to hold the position of Non-Executive ID beyond 75 years of age.	71622896	70116322 (97.90%)	1506574 (2.10%)
Special Resolution: Approval for giving loan or guarantee or providing security in connection with loan availed by any of Company's subsidiary or other person specified under Section 185 of the Companies Act, 2013.	71591744	66631196 (93.07%)	4960548 (6.93%)

Further, none of the businesses proposed to be transacted in the ensuing 80th AGM require passing a special resolution through postal ballot.

AGM for FY 2018-19

Day and date	Wednesday, August 7, 2019
Time	12.30 P.M.
Venue	Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021
Financial year	April 1, 2018 to March 31, 2019
Book closure dates for dividend	Saturday, July 27, 2019 to Wednesday, August 7, 2019
Last date of receipt of proxy forms	Monday, August 5, 2019 before 12.30 P.M.

Tentative calendar for financial year ending March 31, 2020

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Sr.	Particulars of Quarter	Tentative dates
1.	Q1 Results	2nd Week of August 2019
2.	Q2 and Half Yearly Results	2nd Week of November 2019
3.	Q3 Results	2nd Week of February 2020
4.	Q4 and Annual Results	4th Week of May 2020

Dividend

The Board of Directors at their Meeting held on May 22, 2019, has recommended dividend payout, subject to approval of the shareholders at the ensuing AGM, of ₹3.50 per share, on equity shares of the Company for FY 2018-19. The dividend shall be paid to the members whose names appear on Company's Register of Members on July 26, 2019 in respect of physical shareholders and whose name appear in the list of Beneficial Owner on July 26, 2019 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose. The dividend, if declared at the AGM, shall be paid on or after August 14, 2019.

Dividend Distribution Policy

The Company has adopted Dividend Distribution Policy in terms of the requirements of the Listing Regulations and the same is annexed with this Annual Report and is also available on the Company's website: www.bajajelectricals.com.

Dividend history for the last 10 Financial Years

Table below gives the history of dividend declared and paid by the Company in the last 10 financial years:

Sr.	Financial Year	Date of declaration of Dividend	Dividend Per Share
1.	2008-09	July 30, 2009	₹10.00
2.	2009-10	July 28, 2010	₹2.40
3.	2010-11	July 28, 2011	₹2.80
4.	2011-12	July 26, 2012	₹2.80
5.	2012-13	August 6, 2013	₹2.00
6.	2013-14	July 31, 2014	₹1.50
7.	2014-15	August 6, 2015	₹1.50
8.	2015-16	March 10, 2016	₹2.80
9.	2016-17	August 3, 2017	₹2.80
10.	2017-18	August 9, 2018	₹3.50

Unclaimed Dividend / Shares

Pursuant to the provisions of Section 124(5) of the Act, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund ('IEPF'), a fund established under sub-section (1) of Section 125 of the Act. The details of unclaimed / unpaid dividend are available on the website of the Company: www.bajajelectricals.com.

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid / unclaimed dividend on shares for a consecutive period of seven years

In terms of Section 124(6) of the Act read with rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the demat account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due for transfer. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the demat account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

The Company is in the process of sending out individual communication to the concerned members whose shares are liable to be transferred to IEPFA on August 25, 2019 (Due Date), to take immediate action in the matter. As required under the IEPF Rules, the Company shall also publish a Notice informing the members' who have not claimed their dividend for a period of 7 years to claim the same from the Company before they are transferred to IEPFA.

The shareholders, in their own interest, should claim the dividends regularly as and when declared by the Company.

Details of Unclaimed Dividend as on March 31, 2019 and due dates for their transfer:

Sr.	Financial Year	Date of declaration of Dividend	Unclaimed Amount (₹)	Due Date for transfer to IEPF Account
1.	2011-12	July 26, 2012	11,79,497.20	August 25, 2019
2.	2012-13	August 6, 2013	8,26,994.00	September 5, 2020
3.	2013-14	July 31, 2014	8,73,085.50	August 30, 2021
4.	2014-15	August 6, 2015	9,64,363.50	September 5, 2022
5.	2015-16	March 10, 2016	18,26,798.40	April 9, 2023
6.	2016-17	August 3, 2017	17,28,669.60	September 1, 2024
7.	2017-18	August 9, 2018	20,81,471.00	September 7, 2025

Unclaimed Shares

The Company does not have any unclaimed shares lying with it from any public issue. However certain shares resulting out of the bonus shares issued by the Company are unclaimed by the shareholders. As required under Regulation 39(4) of the Listing Regulations, the reminders are being sent by the Company to the concerned shareholders to claim these shares and is in a process of depositing these shares in the Suspense Account.

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, the details of the shares in the Suspense Account are as follows:

Aggregate Number of Shareholders and the Outstanding Shares in the suspense account lying at the beginning of the year	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	Number of shareholders to whom shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares
NIL	NIL	NIL	NIL	NIL

All corporate benefits on such shares viz. bonus shares, etc. shall be transferred in accordance with the provisions of Section 124(6) of the Act read with IEPF Rules. The eligible shareholders are requested to note the same and take action for claiming the shares from the said account by submitting necessary documents.

Distribution of Shareholding as on March 31, 2019

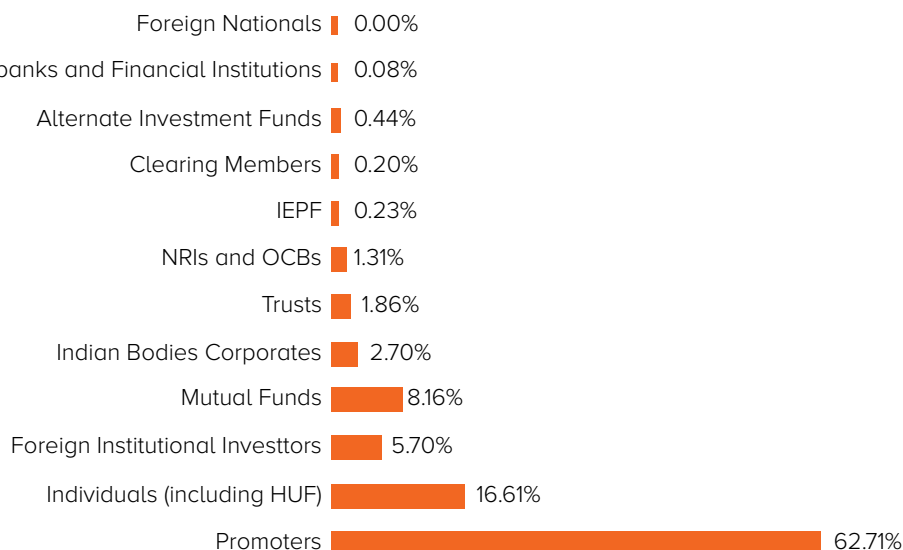
No. of equity shares	No. of shareholders	% of shareholders	No. of shares held	% of Shareholding
1 to 500	38901	88.72	3832154	3.74
501 to 1000	2153	4.91	1614736	1.58
1001 to 2000	1136	2.59	1660721	1.62
2001 to 3000	542	1.24	1353403	1.32
3001 to 4000	254	0.58	897675	0.88
4001 to 5000	184	0.42	851076	0.83
5001 to 10000	308	0.70	2258391	2.21
10001 and above	368	0.84	89931445	87.82
Grand Total	43846	100.00	102399601	100.00

Shareholding Pattern as on March 31, 2019

Categories	March 31, 2019		March 31, 2018	
	No. of shares	% of total capital	No. of shares	% of total capital
Promoters	64218485	62.71	64218485	62.94
Individuals (including HUF)	17005889	16.61	15074132	14.77
FIs	5834717	5.70	9919647	9.72
Mutual Funds	8352294	8.16	5476013	5.37
Indian Bodies Corporates	2765185	2.70	3814257	3.74
Trusts	1903672	1.86	1896718	1.86
NRIs and OCBs	1339239	1.31	952943	0.93
IEPF	234016	0.23	225680	0.22
Clearing Members	206963	0.20	185307	0.18
Alternate Investment Funds	449405	0.44	180000	0.18
Banks and FIs	89691	0.08	51719	0.05
Foreign Nationals	45	0.00	42600	0.04
Total	102399601	100.00	102037501	100.00

Distribution of shareholding according to size class as on March 31, 2019

Shareholding as on March 31, 2019



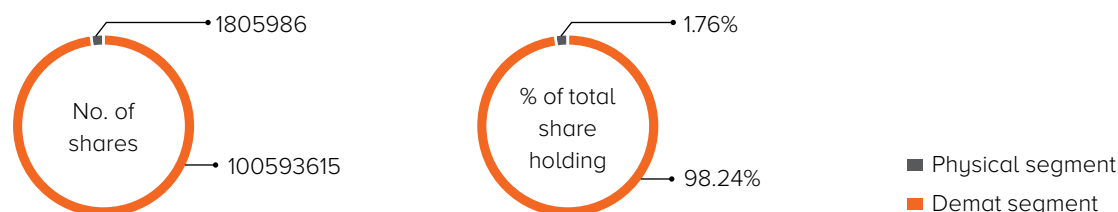
Dematerialisation of Shares and Liquidity

98.23% of the equity shares of the Company have been dematerialised (NSDL 95.02 % and CDSL 3.21%) as on March 31, 2019. The Company has signed agreements with NSDL and CDSL whereby shareholders have an option to dematerialise their shares with either of the Depository.

Shares held in physical and electronic mode:

	Position as on March 31, 2019		Position as on March 31, 2018	
	No. of shares	% of total share holding	No. of shares	% of total share holding
Physical (A)	1805986	1.76	2083656	2.04
Demat				
NSDL	97309327	95.03	97124680	95.19
CDSL	3284288	3.21	2829165	2.77
Total Demat (B)	100593615	98.24	99953845	97.96
Total (A) + (B)	102399601	100.00	102037501	100.00

Mode of shareholding as on March 31, 2019



Dematerialisation of Shares – Process

Shareholders who continue to hold shares in physical form are requested to dematerialise their shares at the earliest and avail the benefits of dealing in shares in demat form. For convenience of shareholders, the process of getting the shares dematerialised is given hereunder:

- a) Demat account should be opened with a Depository Participant (DP).
- b) Shareholders should submit the Dematerialisation Request Form (DRF) along with share certificates in original, to their DP.
- c) DP will process the DRF and will generate a Dematerialisation Request Number (DRN).
- d) DP will submit the DRF and original share certificates to the Registrar and Transfer Agent (RTA), which is Link Intime India Private Limited.
- e) RTA will process the DRF and confirm or reject the request to DP/ depositories
- f) Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP

Consolidation of Folios and Avoidance of Multiple Mailing

To enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names, are requested to consolidate their holdings under one folio. Members may write to the RTA indicating their folio numbers to be consolidated along with the original shares certificates.

Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and report thereof is submitted to NSE and BSE, where the Company's shares are listed. The audit confirms that the total listed and paid-up share capital of the Company is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

Compliance with Secretarial Standards

The Company has complied with the Secretarial Standards on various aspects of corporate law and practices issued by The Institute of Company Secretaries of India.

Compliance Certificate of the Auditors

Certificate from the Company's Auditors, Messrs S R B C & Co. LLP confirming compliance with conditions of Corporate Governance as stipulated under Clause E of Schedule V of the Listing Regulations, is attached to this Report.

NCD holders of the Company as on March 31, 2019

Sr. No.	Name of the Debenture holders	No. of NCDs held of face value of ₹10,00,000/- each	Coupon Rate	ISIN
1.	HDFC Credit Risk Debt Fund	350	Zero coupon with yield to maturity of 11% p. a.	INE193E08038
2.	HDFC Credit Risk Debt Fund	750		INE193E08020
3.	HDFC Credit Risk Debt Fund	750		INE193E08012

Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity: Not Applicable

The Company's Share / GDRs are Listed on the following Stock Exchanges and the Listing Fees have been paid to the Stock Exchanges:

Stock Exchange	Stock Code
BSE Limited (BSE) P.J. Towers, Dalal Street, Mumbai – 400 001	500031
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	BAJAJELEC

Un-secured Redeemable Non-Convertible Debentures (NCDs) of face value of ₹10,00,000/- each are listed on the Wholesale Debt Market segment of National Stock Exchange of India Limited:

Series	Coupon Rate %	ISIN	Principal Amount (₹ in Crore)	Date of Maturity	Debenture Trustee	Credit Rating
A	NCDs with zero coupon	INE193E08038	35	February 19, 2021	Axis Trustee Services Limited	[ICRA] A+
B	at a yield to maturity of	INE193E08020	75	August 20, 2021		
C	11% p.a	INE193E08012	75	February 18, 2022		

Contact details of Debenture Trustee: Axis Trustee Services Limited, 2nd Floor 'E', Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025. Tel. No.: 022-2425 5215/5216, Fax: 022-2425 4200. Email: debenturetrustee@axistrustee.com Website: www.axistrustee.com.

Share Price Data

Monthly high and low prices and trading volumes of the Company's equity shares at BSE and NSE during FY 2018-19:

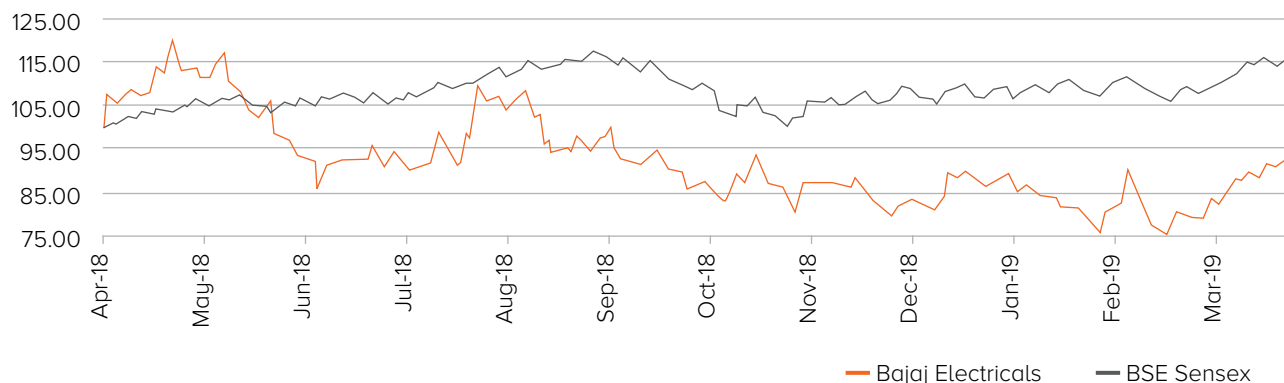
Month	BSE			NSE		
	High (₹)	Low (₹)	No. of shares traded	High (₹)	Low (₹)	No. of shares traded
Apr 2018	706.35	569.00	1792065	705.80	565.10	208824772
May 2018	675.45	524.55	1176584	676.20	524.30	13142046
Jun 2018	559.90	461.15	1046889	554.00	515.00	11702878
Jul 2018	658.70	510.25	1630853	657.40	515.00	18834456
Aug 2018	646.00	539.00	1169955	648.00	537.05	12815995
Sep 2018	576.00	480.20	506375	576.40	478.65	4864015
Oct 2018	542.60	454.00	344231	544.00	451.95	4731894
Nov 2018	527.00	451.00	993129	523.00	450.50	6290020
Dec 2018	525.40	450.00	408802	526.50	452.00	4016774
Jan 2019	521.00	417.90	365520	521.40	416.35	2980773
Feb 2019	524.65	379.00	621412	524.80	424.20	6691480
Mar 2019	572.00	448.00	857334	571.80	449.15	6092808

(Source: BSE and NSE Websites)

Performance in comparison to BSE Sensex, NSE Nifty and BSE 500 Index

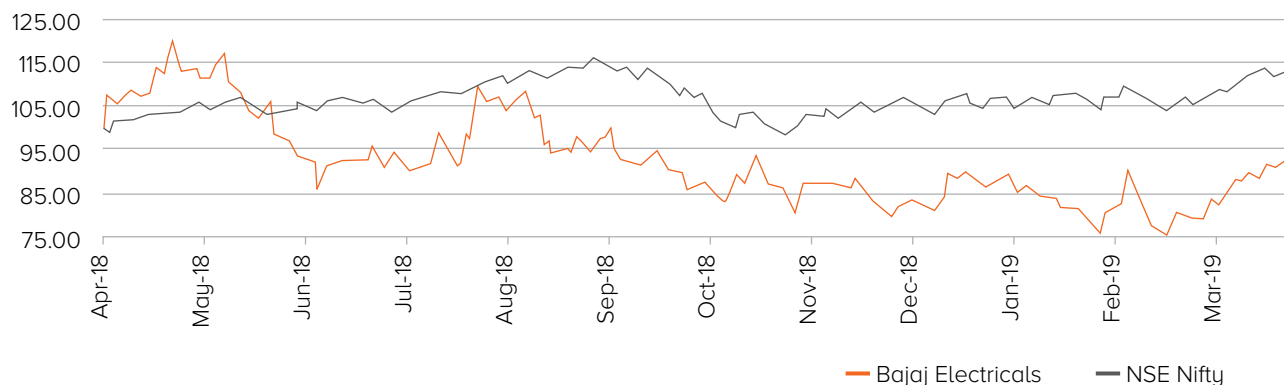
Month	The Company's Closing Price on NSE on the last trading day of month (₹)	BSE Sensex at the Close of last trading day of the month (₹)	NSE Nifty at the Close of last trading day of the month (₹)	BSE 500 Index at the Close of last trading day of the month (₹)
Apr 2018	654.85	29,918.40	656.15	12,979.20
May 2018	532.05	31,145.80	533.60	13,199.20
Jun 2018	544.05	30,921.61	543.60	13,178.50
Jul 2018	613.00	32,514.94	612.45	13,897.20
Aug 2018	564.45	31,730.49	566.70	13,762.10
Sep 2018	499.95	31,283.72	502.55	13,610.70
Oct 2018	486.50	33,213.13	484.60	14,485.60
Nov 2018	471.90	33,149.35	472.85	14,493.60
Dec 2018	503.70	34,056.83	504.50	15,002.70
Jan 2019	462.25	35,965.02	458.20	15,347.20
Feb 2019	452.20	34,184.04	453.00	14,670.50
Mar 2019	558.85	32,968.68	558.10	14,125.50

The Company's Share Price Performance versus BSE Sensex:



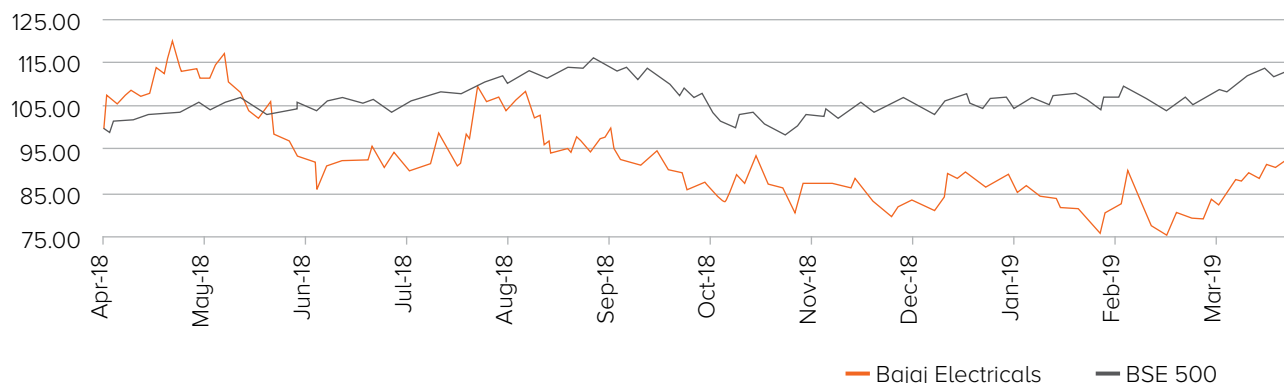
Note: Share price of the Company and BSE Sensex have been indexed to 100 on April 1, 2018.

The Company's Share Price Performance versus NSE Nifty:



Note: Share price of the Company and NSE Nifty have been indexed to 100 on April 1, 2018.

The Company's Share Price Performance versus BSE 500:



Note: Share price of the Company and BSE 500 have been indexed to 100 on April 1, 2018.

Means of Communication to Shareholders

- (i) The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- (ii) The approved financial results are sent to the Stock Exchanges forthwith and published in 'Free Press Journal' (English newspaper) and 'Navshakti' (local language Marathi newspaper), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- (iii) The Company's financial results and official press releases are displayed on the Company's Website- www.bajajelectricals.com.
- (iv) Any presentations made to the institutional investors or/ and analysts are also posted on the Company's website.
- (v) Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.
- (vi) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NEAPS portal.
- (vii) A separate dedicated section under "Investors Relation", on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly / half yearly results and other relevant information of interest to the investors / public.
- (viii) SEBI processes investor complaints in a centralised web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge a complaint against the Company for redressal of his grievance. The Company uploads the action taken report on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.
- (ix) The Company has designated the email id: legal@bajajelectricals.com for investor relation, and the same is prominently displayed on the Company's website www.bajajelectricals.com

Share Transfer System

The transfer of shares in physical form is processed and completed by RTA within a period of seven days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL / CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of share transfer and a certificate to that effect is issued.

Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the

registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the RTA.

Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through ECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will

be issued to the members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

Service of documents through electronic mode

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly intimate their e-mail addresses to RTA on their e-mail id: rnt_helpdesk@linkintime.co.in.

Address for Correspondence: All Shareholders' correspondence should be forwarded to RTA or to the Company at their following respective addresses:

Link Intime India Private Limited
C101, 247 Park, L B S Marg,
Vikhroli (West),
Mumbai 400 083.
Tel.No.: 022-4918 6000
Fax No.: 022-4918 6060
E-mail: rnt_helpdesk@linkintime.co.in
Website: www.linkintime.com

Mangesh Patil, Compliance Officer
Legal & Secretarial Department
Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai 400 001
Tel.No.: 022-6110 7800 / 6149 7000
E-mail: legal@bajajelectricals.com
Website: www.bajajelectricals.com

Factories/Plants Location:

Chakan Unit

Village Mahalunge,
Chakan,
Chakan Talegaon Road,
Tal: Khed, Dist: Pune,
Maharashtra – 410 501

Ranjangaon Unit

MIDC – Ranjangaon
Village : Dhoksanghavi
Tal: Shirur, Dist: Pune
Maharashtra – 412 210

Wind Farm

Village Vankusawade
Tal: Patan
Dist: Satara
Maharashtra – 415 206

Declarations

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Bajaj Electricals Limited Code of Business Conduct and Ethics for the year ended March 31, 2019.

For Bajaj Electricals Limited

Mumbai
May 22, 2019

Shekhar Bajaj
Chairman & Managing Director

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015]

To,
The Members,
BAJAJ ELECTRICALS LIMITED
45/47, Veer Nariman Road,
Mumbai – 400001

Pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, we hereby certify that none of the Directors on the Board of Bajaj Electricals Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

For Anant B Khamankar & Co.
Company Secretaries

Anant B. Khamankar
Membership No.: 3198
C P No.: 1860

Date: May 21, 2019
Place: Mumbai

CEO/ CFO Compliance Certificate

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Bajaj Electricals Limited (the "Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2019 and to the best of our knowledge and belief, we state that:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the said period, which are fraudulent, illegal or violative of the Company's Code of Business Conduct & Ethics.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies, in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Auditors and Audit Committee:
- a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarise and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies;
 - b. Any significant changes in internal controls during the said period covered by this report;
 - c. Any significant changes in accounting policies during the said period, if any, and the same have been disclosed in the notes to the financial statements; and
 - d. Any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.
- (e) We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
- (f) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Business Conduct & Ethics for the said period covered by this report.

Mumbai, dated May 22, 2019

Shekhar Bajaj
Chairman & Managing Director(CEO)

Anant M. Purandare
President & CFO

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Members of
Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai, Maharashtra, India

1. The Corporate Governance Report prepared by Bajaj Electricals Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2019. This report is required by the Company for annual submission to the stock exchange and to be sent to the Shareholders of the Company.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 1 above.
 5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- i. Reading and understanding of the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors w.r.t executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Directors Register as on March 31, 2019 and verified that atleast one women director was on the Board during the year;
 - iv. Obtained and read the minutes of the following meetings held during April 1, 2018 to March 31, 2019:
 - (a) Board of Directors meeting;
 - (b) Audit Committee;
 - (c) Annual General meeting;
 - (d) Nomination and Remuneration Committee;
 - (e) Stakeholders Relationship Committee;
 - (f) Independent Directors meeting; and
 - (g) Corporate Social Responsibility committee;
 - v. Obtained necessary representations and declarations from directors of the Company including the independent directors ; and
 - vi. Performed necessary inquiries with the

management and also obtained necessary specific representations from management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on the procedures performed by us as referred to in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2019, referred to in paragraph 1 above.

Other matters and Restriction on Use

9. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Vikram Mehta
Partner
Membership Number: 105938

Place of Signature: Mumbai
Date: May 22, 2019

Management Discussion and Analysis

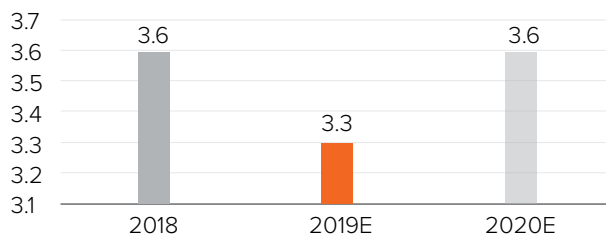
Global Economic Scenario

The year 2018 witnessed the growth of the global economy by 3.6%. The economy bounced back with resilience despite the presence of multiple hindrances. As trade tensions rose between the US and China, several economies undertook various positive initiatives, aiming to reverse the tightening of financial conditions and reducing inflationary pressures. In order to address concerns, the US Federal Reserve signaled no further increase in interest rates till the year-end. China also brought about improvements in its fiscal and monetary policy to counter the negative effects of trade tariffs with the US. With no visible ease in the trade tensions in the near future, the trade war may have a cascading effect on other global economies as well.

The advanced economies grew at 2.2% during the year with a softer growth reported in exports thereby resulting in waning consumer and business confidence. However, the emerging and developing economies witnessed a growth of 4.5% and achieved a decline in inflation to 3.5% during the year. Consumer price inflation remained muted across advanced economies, given the drop in commodity prices. Wage growth was seen picking up across most advanced economies, notably in the US and UK. Further, inflation pressures eased towards the lower end of the central bank's target range with the drop in commodity prices (Indonesia) and slowdown in food inflation (India).

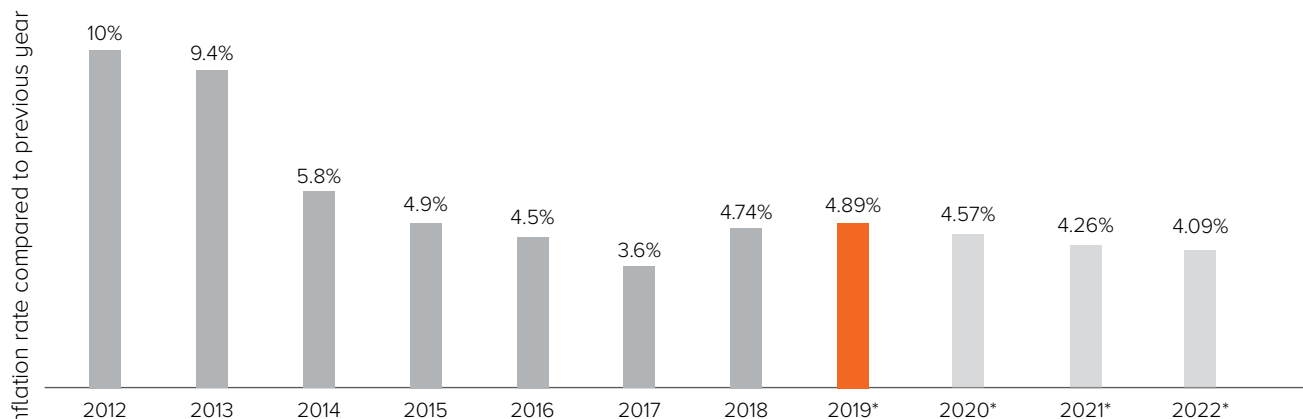
The growth is expected to slowdown in 2019 briefly at 3.3% before returning to an improved 3.6% in 2020. The decline in the growth in 2019 is on account of risks and challenges faced by the economies. The growth is anticipated to pick up owing to a number of factors. The ongoing buildup of policy stimulus in China and expected improvements in global financial market sentiments could have positive impact to augment an improved growth. Further, some diminishing temporary drags on growth in the euro area, and a gradual stabilisation of conditions in stressed emerging market economies, including Argentina and Turkey can provide impetus for the recovery of the global economy. Beyond 2020, global growth is set to stabilise at about 3.6% over the medium term, sustained by the increase in the relative size of economies, such as those of China and India, which are projected to have robust growth by comparison to slower-growing advanced and emerging market economies. (Source: IMF)

Global Economic Growth (%)



E: Expected (Source: IMF)

Inflation Rate in India (2012-2022)



(Source: IMF)

Indian Economic Scenario

India witnessed a GDP growth of 6.8% in FY19, being the fastest among the developing economies of the world. The growth was attributed to escalation in consumption, investments and manufacturing sector. The index of industrial production also grew, reflecting a sturdy demand for capital equipment, construction goods, and consumer durables. The agriculture sector did face challenges in recording steady growth targets coupled with widening current account deficit and rising inflation.

After rebounding in FY18, imports slowed to 9.8% in FY19, reflecting sluggishness in imports other than oil. Growth in import of capital goods declined in H2 FY19 in line with weakening economic sentiments. Further, exports grew by 8.9%, slightly slower than in the previous year. The growth in exports was productively buoyed by strong growth in refined petroleum, aided by the rise in global prices. Also, healthy growth in exports of electronics, chemicals, pharmaceuticals, machinery, and textiles were noticed even though contraction in exports of metals and leather products was noted.

Net foreign direct investment inflows were charted at USD 32 billion in FY19, slightly higher than the previous year. By contrast, net portfolio investment flows turned negative with strong outflows from India in the first half of FY19 as investor sentiments dampened in response to rate hikes in the US, rising oil prices, a worsening current account deficit, and uncertainty over India meeting its fiscal deficit target. The Indian rupee depreciated by 7.2% against the US dollar during FY19, reflecting the widening current account deficit and tepid foreign investment flows.

The country's economy is expected to grow at 7.2% in FY20. This is mainly on the backdrop of strengthening domestic

demand in India, with benefits of structural reforms such as GST and bank recapitalisation taking effect. Higher financial inflows to the commercial sector augur well for economic activity. Private consumption is projected to remain strong and investment growth is expected to continue in response to improved bank and corporate balance sheets and more competitive domestic firms. Manufacturing is likely to benefit from lower borrowing costs and rising demand for consumer goods, aided by government measures to boost disposable incomes. (Source: IMF, ADB, RBI)

Company Overview

The Company is engaged in the business of Consumer Products (Appliances, Fans, Lighting), EPC (Illumination, Power Transmission and Power Distribution) and Exports. Powered by a pan-India presence and a market leading position in the industry, the Company functions through 20 branch offices which are duly supported by a chain of approximately 478 distributors, 201364 retail outlets and 504 consumer care centers. Besides this, the Company has also expanded its footprints in international market, catering to more than 40 countries in South East Asia, SAARC nations, the Middle East and the African continent. The Company's partnership with reputed global brands such as Morphy Richards (a leading consumer appliance company in UK) and its acquisition of Nirlep Appliances Private Limited has enabled it to enrich its brand and product portfolio immensely.

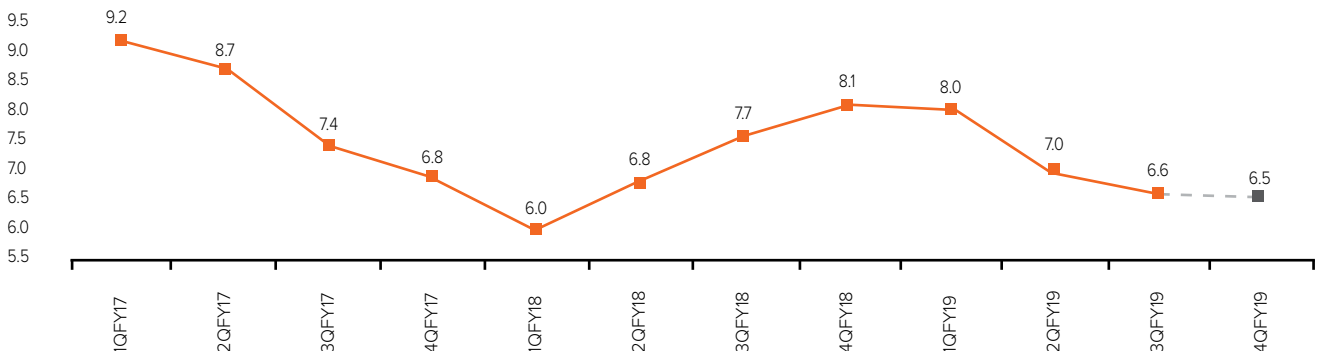
₹6,673 crore

Revenues in FY19

3217

Number of employees as on March 31, 2019

Quarterly GDP growth of India



(Source: MoSPL, GoI)

SWOT analysis

Strengths

- Leveraging more than eight decades of experience in design, development and manufacturing of the products that are unique from the competitors.
- Diversified product portfolio catering to various consumers' needs in Consumer Appliances.
- Best-in-class distribution reach across 675 districts of India.
- Strong brand reputation and recall in the rural as well as the urban market.
- Best-in-class consumer service and a strong market presence established through 20 offices and 504 consumer care centres.
- Capability to service more than 2 lakh retail counters every week.
- Luminaires and Illumination businesses ranging across commercial, industrial lighting, stadium, street lighting, solar and smart lighting solutions.
- Experienced team for Power Transmission and Power Distribution businesses.
- Strong credentials and financial status to bid for future EPC contracts.

Weakness

- Decline in its market share in recent years in fans and consumer lighting due to increased competition. However, the Company has now embarked on steps to regain the market share.
- Limited presence outside India. A faster expansion into the international territories (for its Consumer Products as well as EPC business) will help de-risk the Company from potential slowdown in the domestic market.

Opportunities

- Although the Company has numerous products in its portfolio, the introduction of new and innovative products through its in-house Research & Development team would increase its market share.
- Greater adoption of smart and connected lighting solutions for residential and commercial purposes would make the product more appealing to the consumers and increase in revenues.
- Increasing focus on Smart cities is expected to provide a fillip to integrated, smart illumination offerings.
- EPC business is expected to provide opportunities in sub-stations and railway electrification projects.

Threats

- Small electrical appliances and consumer lighting is a low entry-barrier business, thereby resulting in constant entry of new players into Company's product categories.
- Rapid technological change in lighting is driving value erosion and enhancing the need for continuous re-evolution.
- Hyper-competitive bidding for EPC projects leads to underpricing and low/adverse margins.

Insights into Company's Operations

Consumer Facing Businesses

Consumer Products Market Overview (Small Appliances, Fans and Lighting)

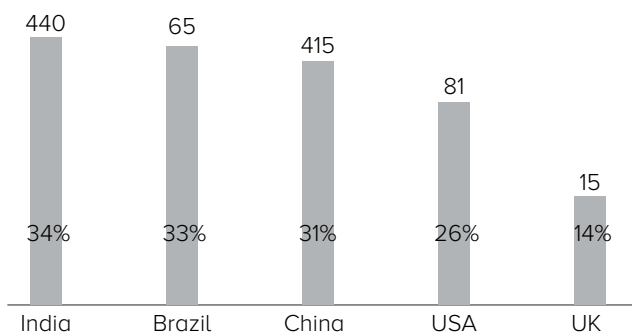
Owing to the rising population of the country, the market is marked by strong growth. In FY19 the sector witnessed a growth of 6% in small appliances, 12% in fans and 12% in lighting segments in India, backed by the rise in consumption, growth in per capita income and urbanisation. Value growth in small appliances was slightly muted and the market witnessed a poor season for Air Coolers.

Moreover, the investments towards rapid electrification of households in rural India by the government is widening the consumer base for lighting, fans and small appliances. While on the one hand, the sector is observing consolidation from unorganised retail to organised trade channels as well as modern retail chains and e-retailers, on the other hand there is greater rural demand and penetration through smaller, unorganised retailers and traditional trade channels.

Increasing urbanisation, consumerism and lifestyle upgradation is also leading to consumers becoming more demanding and diverse in their preferences and seeking consumer goods with enhanced features, finish and design. As a result, manufacturers are introducing newer technologies, innovations and design in order to deliver differentiated products in the market.

The fiscal gone by, transformed the industry with the introduction of unique innovations like smart appliances which included energy saving tools, wireless, sensor-driven products, voice command for hands-free movement, digital features and mobile integration. In addition to this, the 'Make

Millennial population (in millions) as a% of country's total population



(Source: UN population stats, Deloitte Analysis)

in India' wave has also provided a boost to the industry as companies are increasing their investments in Indian-specific innovation and products. Although in the beginning, FY19 was conjectured to be a washout for the industry, owing to unseasonal rains, a weak festival season (Onam and Diwali) and floods in South India, the industry recovered positively.

Outlook

The Indian consumer small appliances, fans and lighting industry is projected to witness a growth of 9%, 11% and 14% respectively in FY20. Besides an improvement in consumer demand, factors like rising disposable income, evolving lifestyle habits and reduction in GST rates for everyday essential goods are likely to contribute towards market expansion. Considerable opportunities in India's overall retail segment coupled with the demographic dividend and rising Internet penetration is anticipated to propel the growth in the sector. Further, rural electrification and rise in rural incomes (including through Governmental support schemes) is expected to expand the market for this sector.

Segment overview

With a wide range of products under each category, the Company caters to the trending and preferred choices of the new-age customer and seeks to generate experimental inputs in order to essay unique outcomes in the form of differentiated products. The consumer products segment accounted for 41% share in the total revenue amounting to ₹ 2740.76 crore in FY19, registering a growth of 22.99% compared to the previous year. The growth was achieved mainly due to improvement in product efficiency, introduction of 72 new products in different markets across India and continuously catering to the customers' needs and expectations. These newly introduced products amassed massive popularity in the market and resulted in total sales surpassing the business plans made for these products.

Range Reach Expansion Program

The main focus of the Company with regard to the consumer products segment has primarily been on ensuring sustained availability of products and after-sales services across India. Through its Range Reach Expansion Program (RREP), the Company has derived the following benefits:

- Addition of more retail outlets including Kiranas thus expanding its reach and increase in the number of products being sold at each counter, enhancing its range.
- Eradication of the wholesale and weighted distribution, resulting in expansion of its reach and presence in over 600 districts across India.

- Price stability across geographies which assured channel partners with more security, confidence and better returns on their investments.

In addition to all these measures, the Company also circulated printed uniform price list to all retailers in the area irrespective of the quantity, provided door order delivery within 24-36 hours on freight paid basis and provided free home service within 72-hours for warranty-based products to increase its competitiveness and maintain its market leadership in key segments.

Key Product Highlights of FY19

- Launched 4 new mixer grinders specifically designed for the consumers in the southern markets.
- Launched sub-economy ceiling fan models in Feb'19, which created a good demand in the market with a sale of ~1.9 lac units reported at the year-end. The overall sales contribution of new models was recorded at 20% for the year.
- Introduced IoT air coolers that helped in gaining huge traction in the market. The Cool.iNXT model launched in the previous year under the coolers segment has been able to replicate its popularity this year as well, owing to the fresh colour scheme used in the product. The TC 103 DLX Digital & DC 102 DLX Digital models also recorded high sales on account of their convenient features like hand grabs, large water inlet, digital display and remote control holder.
- With demand for kettles primarily noticed among the customers in East and North of India, the Company sold nearly 20000 units, double the average of its earlier similar capacity model, within six months of its launch. Further, a new model Juvel designed in the shape of a prism, was also launched with a capacity of 1.5 litres.
- The iron segment addressed the consumer demand by launching dual tones for all the models. These were well accepted in the market and contributed to nearly 17% of revenue from dry irons for the year. Additionally, a 1400 watts steam iron was also launched in Q4 that contributed to approx. 3.5% of the steam iron sale. In the Fans segment, a new concept of anti-germ fans was launched in the year-end which was well received by the consumers.

29%

YOY growth in Domestic Appliances Segment

30%

YOY growth in Consumer Appliances Segment

42%

Share of total revenue

Door Delivery within 24-36 hours

On Freight paid basis

Free Home Service

Within 72-hours for warranty-based products

Acquisition of Nirlep Appliances Private Limited

In a recent acquisition sanctioned through the Share Purchase and Shareholders Agreement on 15th June, 2018, the Company has acquired 79.85% shares of Nirlep Appliances Private Limited (Nirlep). A non-stick cookware giant, Nirlep has pioneered the concept of non-stick technology in India. Launched in 1968, the brand is credited for introducing non-stick cooking appliances in Indian households and enjoys the honour of recording many firsts - from exporting professional non-stick cookware to Europe, to emerging as the first brand to manufacture induction compatible non-stick cookware in India and also set up a fully automatic non-stick cookware manufacturing plant in India.

As a result of this acquisition, Nirlep has become a subsidiary of the Company. This has helped the Company to add a very strong brand that complements its product portfolio and also provides access to its manufacturing facilities.

Synergies derived:

- Nirlep's products complement the product portfolio of the Company.
- Access to the state-of-the-art manufacturing facility.
- Skilled and experienced employees.
- Brand value and intellectual property of Nirlep.

Catering to the premium segment through Morphy Richards

Morphy Richards (MR) is a prominent home and kitchen appliance brand in UK and is present in India since 2002 through the Company. The brand has presence in over 22 categories including premium range of Mixer grinders, Juicer mixer grinders, Juicers, Food processors, Stand mixers, Table blenders, Saute & Soup makers, Hand blenders, Hand mixers, Choppers, Pop up toasters, Sandwich makers, Electrical kettles, Coffee makers, Oven toaster grillers, Microwave ovens, Induction cookers, Rice cookers, Dry and Steam irons, Water heaters, Personal care and Room heaters.

During the year under review, the position of MR further strengthened on account of expansion in the range of rice cookers (3 variants in 1.5 litres and 1.8 litres), kettles (2 variants), steam iron (1 variant) and coffee maker (1 variant). In order to expand its reach, MR business units leveraged the Company's distribution network and also implemented the RREP which ensured availability of MR products with over 450 distributors and 200000+ retailers across the country.

30%+

Growth in Modern Format Retails during FY19

25%+

Growth in Government business during FY19

14%+

Growth through E-commerce vertical during FY19

Free Home Service

Offered across the country for MR products

Pan India service network

Established for MR products

Alternate Sales Channels

To tap further into the existing markets with stronger penetration and ensure the availability of products across non-general-trade consumer sales touch points, the Company also enjoys a strong presence across various alternate sales channels. In FY19, the Alternate Sales Channel contributed approximately 35% of the total share in revenue. The various channels through which the Company leveraged its offerings are:

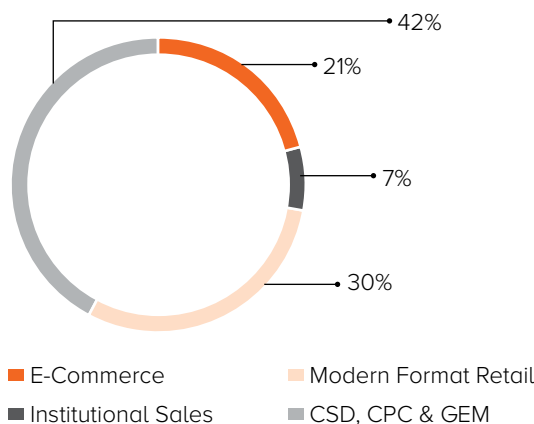
- E-commerce,
- Modern Format Retail (MFR) stores,

- Institutional Sales,
- Canteen Stores Department (CSD),
- Central Police Canteens (CPC)
- Government E-Marketplace Portal (GEM).

The Internet has changed the consumer's purchasing trends, which has rapidly evolved from traditional malls to online portals. As a result, the Company has made its products available on its own website, www.bajajelectricals.com, and on other web portals such as Amazon, Flipkart and Paytm. The e-commerce sales at the Company have increased by approximately 56% over the last year, accounting for 6.5% of the total revenue of the consumer products.

E-commerce has enabled the Company to increase its reach and visibility as it eliminates intermediaries like wholesalers and retailers and has also increased the profit margins of the segment. Sales from the e-commerce vertical has been gaining momentum steadily and is expected to increase further in the coming years.

Sales break-up of Alternate Sales Channel



Efficient after-sales services – commitment to consumers

In today's highly competitive consumers look for transparency, choice, convenience, and value for money. Thus, offering excellent after sales service spells numerous benefits for the Company like building trust and consumer referrals that can lead to more business opportunities.

The Company recognises that after-sales service is an integral aspect of today's consumer-centric world and accordingly, has taken necessary steps over the years to expand its dedicated consumer care centers to be closer to its consumers. The Company has attempted to eliminate any discrepancies in the customer service and has improved it considerably offering free installation and free demonstration

for some of its products. These service initiatives have helped significantly improve the overall consumer experience.

The Company's reach in providing home service extends to over 17,000 pin codes out of 19,000 pin codes in the country, which amounts to 89.5% coverage. This is one of the major strengths for the Company as none of the competitors in the industry has such a wide presence in the country.

The after-sales services provided by the Company are broadly categorised into demonstration, installation and repair. After providing services, the Company also takes feedback from the consumers via ratings through online real time basis. The ratings are obtained through 3 emojis viz. 😊 / 😐 / 😞 which indicate 'Delighted', 'Satisfied' and 'Non Satisfied'.

The Company's internal database of all complaints received from consumers enables service centers and engineers to address the concerns and also serves as a record for future reference. The Company has empowered retailers with one-touch convenience app 'Bajaj Electricals Parivar' to track customer details and dedicated consumer service centre that operates 365 days (except 3-4 national holidays).

17000+ pincodes

Covered by our consumer care services out of 19100 pincodes in India

675

Districts covered out of 723 in India

81

Number of employees in consumer care

504

Service centers in about 376 towns across the country (almost double of about 264 service centers that the Company possessed 5 years ago)

Opportunities

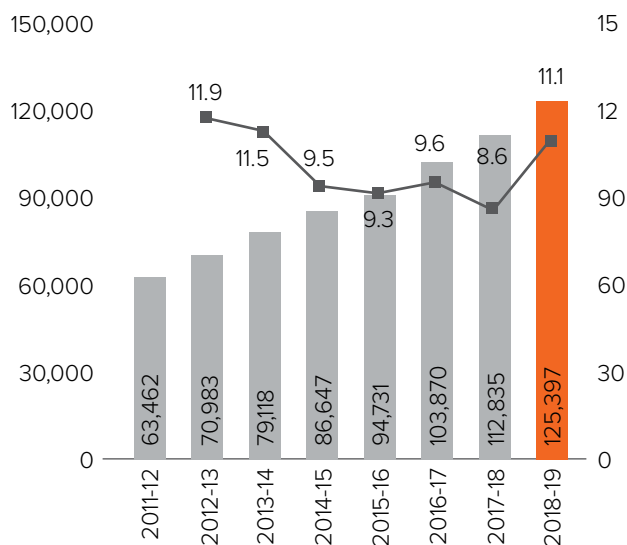
- Rapid Urbanisation**

The expectations of higher-income and better living standards attract increasing number of people from villages to settle down in towns and cities. The migration from the rural to the urban areas has led to an increasing demand for consumer products, whereby companies are tapping the demand opportunities by ensuring the availability of diverse products at various price ranges to match the needs of the consumers.

- Increase in volume of consumption**

With rise in per capita incomes, the spending capacity of consumers has gone up considerably. Moreover, the ever-growing young and affluent population, changes in consumer behaviour and spending patterns are mutually leading in a new era for the domestic consumer appliances market. This has resulted in higher consumption of premium and luxury consumer appliances in the market.

Per capita Income growth in FY 2019



Note: Per capita net national income at current prices

Source: Central Statistics Office

- Energy efficient products**

New-age consumers demand easy access to services, along with unwavering assistance at every purchase for a seamless buying experience. In order to address their needs, brands are coming up with energy-efficient appliances that are not only environmental friendly, but also help consumers keep their utility bills in check.

- Growth in number of nuclear families**

The rapid growth of population, increased urbanisation and the availability of real estate spaces have resulted in increase in nuclear families in the country. The growing number of households has not only raised the demand for necessities but the combined mix of higher purchasing power and willingness to spend has resulted in the nuclear family's shifting focus towards luxury/semi-luxury products. This, in turn, has led to higher demand for durables in the country.

Threats

• Increasing Competition

The consumer product industry consist of many small and big players leading to intense competition in the domestic and international market. India enjoys the presence of a highly skilled workforce that is available at a comparatively lower cost. This advantage is, however, offset by the high manufacturing cost structure and lack of economies of scale. While the cost of finance, power and transportation together add a cost disability of 7-8%, the logistic challenges pertaining to availability of ports and quality of infrastructure also increases the cost of manufacturing in India. Moreover, the country also faced high borrowing cost, interest rates ranging from 10 to 14% compared to approximately 5-6% in countries such as China, Vietnam, Japan and South Korea.

• Free Trade Agreements (FTAs)

India has signed FTAs with several countries such as Singapore, Thailand and ASEAN, under which it is required to steadily reduce and finally eliminate the tariff rates on the consumer durables of other countries. This has resulted in components of finished products attracting import duties at higher rates as compared to duties applicable on finished products.

• Compliance costs

The sector has been suffering an increasing cost burden due to the rising compliances in the recent period. As a part of quality control compliance, the sector is required to ensure testing and certification of its appliances by the Bureau of Indian Standards (BIS). This causes delay in the testing and certification of the products due to limited number of BIS approved labs in India. Further, Standards and Labeling Program introduced by the Bureau of Energy Efficiency (BEE) causes change in standards leading to downgrading of existing 4 and 5 star rated appliances affecting the demand and reputation of the highly rated products. This burden is ultimately passed on to the consumers, which in turn, makes the products expensive and also impacts their demand.

Engineering, Procurement and Construction (EPC)

Power Sector overview

Availability of reliable and affordable energy supply is an essential factor that influences the quality of life and economic development of any country. During the year, the

Indian power sector witnessed a robust growth with peak demand growing by 8% (as on Feb 2019) to 177 gigawatt (GW) while in terms of energy, the growth was 6.5% as against previous year. Several steps were taken to restructure and strengthen the power sector as a whole including power generation, transmission and distribution. These measures also include achievements in capacity addition along with major reforms undertaken to increase energy efficiency and increase accountability and transparency.

Major sectoral highlights

- During the year, a total of 16 states achieved 100% household electrification with over 2 crore electricity connections being released under the Pradhan Mantri Sahaj Bijli Har Ghar Yojana, also known as Saubhagya and 100% village electrification being achieved under Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY).
- India's rank improved to 24 in 2018 from 137 in 2014 on World Bank's ease of doing business - "Getting Electricity" ranking and the country also emerged as a net exporter of electricity to Nepal, Bangladesh and Myanmar.

Growth drivers

- With coal supply being a cause of concern, the scope of improvement in terms of achieving sustainable growth in the sector remains an issue to be addressed. For both the long and short-term, it is essential to add more renewable capacity, improve fuel-supply chain for coal and gas plants, and ensure efficient utilisation of existing capacity through smart portfolio optimisation by state distribution companies.
- High capacity green energy corridors are under implementation, which will facilitate the inter-connection of large-scale renewables into the national grid. In addition, transmission schemes for 7,200 MW of ultra-mega solar power parks are also under implementation in various states as part of the second phase of the green energy corridors scheme.
- The government is also planning to increase the fleet of Electric Vehicles (EVs) in the country with a target of 30% EVs by 2030. For this purpose, either the existing transformers will be replaced or more transformers will be added to cater to the additional demand from EVs.
- Metro rail projects and railway electrification projects are also contributing to the increase in demand for distribution transformers and given the amplified government spending in this segment, they are set to drive the transformer demand in the future as well.

- Under the government's renewable energy plan, significant power generation capacity is constantly being added and a number of transmission lines and substations are being constructed, thereby driving the demand for transformers.

(Source: Ministry of Power, Energy World)

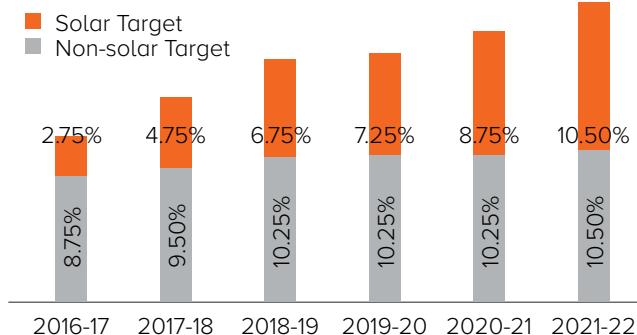
100%

Household electrification in 16 states in FY19

24th

Rank in World Bank's ease of doing business - "Getting Electricity"

Target share of renewable energy in India's power consumption



(Source: The Ministry of Power, Government of India, dated 14 June 2018)

Lighting & Energy Efficiency Sector overview

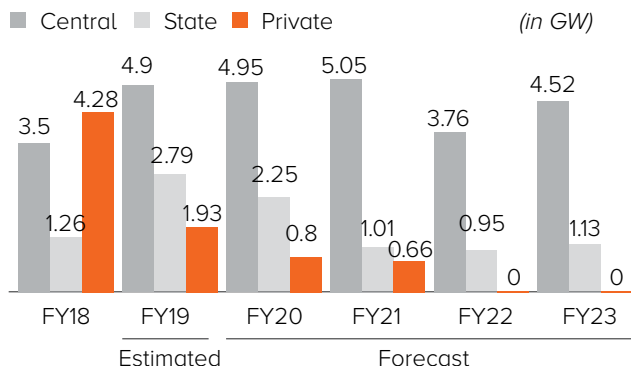
Energy efficiency offers a huge opportunity to the industrialised world and fast-growing economies towards a sustainable development path that is imperative for growth. India has made great strides in expanding access to electricity in recent years, on the back of numerous plans and initiatives undertaken by the government. During the year, about 31.68 crore LED bulbs were distributed and 74.79 lakh LED street lights were installed under the UJALA (Unnat Jyoti by Affordable LEDs and Appliances for all) Scheme, and the energy deficit was reduced to almost zero.

The scheme to provide LED bulbs to households resulted in an annual saving of up to ₹50,000 crore in electricity bills. As a result of increasing government initiatives to boost LED adoption and growing awareness concerning lower power consumption of LED lighting products, the Indian LED lighting market is anticipated to grow to ₹216 billion by 2020. Moreover, easy availability at affordable prices coupled with distribution of LED bulbs by the Indian government at subsidised rates to promote the use of LED lights over

halogens and incandescent lighting products augments the demand for LEDs in the country in the near future.

Achieving efficiency in the energy sector is the key to ensuring a safe, reliable, affordable and sustainable energy system for the future. It is the quickest and least costly way of addressing energy security, environmental and economic challenges. For this purpose, the National Mission for Enhanced Energy Efficiency (NMEEE) aims to strengthen the Indian market for energy efficiency by creating favorable regulatory and policy regime and has envisaged fostering an innovative and sustainable business model. With the Energy sector responsible for over 70% of the nation's emissions, energy efficiency therefore becomes crucial to the Government of India's ambitions for building a green economy.

(Source: Ministry of Power, World Bank Report)



(Source: Crisil Research)

Segment overview

Power Transmission

During 2013-2018, India's transmission capacity recorded a CAGR of 12%, while the power transmission posted a growth of 7% in the corresponding period. The sector received a boost from the Saubhagya scheme of the Government, which aimed at providing electricity to every household. For this purpose, an investment of USD 2.15 billion has been planned to electrify nearly 212 million households. An investment of USD 60-80 billion will be required in the next five years to come, in order to fulfill the power demand in the country.

The Company is capitalising on this opportunity by constructing transmission lines from 132kV to 765kV across the country. Further, the substation and monopole divisions of the segment facilitate the Company in achieving its objective of providing end-to-end customised solutions for electricity utilities in India. The Company works towards achieving its goal through its state-of-the-art production facility replete with cutting-edge methodologies. The facility also ensures quality driven

processes at each stage of production and is acknowledged by the domestic as well as the international clientele.

Major Achievements

- During the year, the Company undertook several EPC contracts in lattice tower and monopole tower based transmission lines, AIS & GIS substations, underground cabling etc. The Company possesses in-house manufacturing facilities for lattice towers, monopole towers and sub-station structures which facilitates in timely completion of projects and helps to maintain quality standards.
- In the Power Transmission division, the Company has a prominent presence across the country including Rajasthan, Kutch, Karnataka, Telangana, Uttar Pradesh and Puducherry amongst others. As of March 2019, the Company's projects are under execution in Uttar Pradesh, Rajasthan, Madhya Pradesh, Gujarat, Telangana, West Bengal, Karnataka, Bihar, Chhattisgarh, Uttarakhand and Odisha.
- The Company also initiated its first international EPC project through Zambia Electricity Supply Corporation Limited in the sub-Saharan region.
- As on March 2019, the segment had unexecuted orders of nearly ₹600 crore which is further estimated to increase by ₹200 crore in the short-term.

Outlook

- Owing to its sectoral presence the Company plans to actively participate in the Railway Ministry's initiative of electrifying the railway tracks.
- The Company also looks forward to build a team of engineers, designers and marketing officers for further penetration in the segment.
- Further, the manufacturing unit has also commenced its upgradation for the enhancement of certain critical manufacturing processes. With this in place, the Company further plans to amplify the capacity of the plants in the coming years.

99%

Households electrified as of December 2018

ISO 14001, ISO 9001 and OHSAS 18001

Certifications of Ranjangaon Production facility

~10%

Power Transmission business segment contribution to total revenue of the Company during the year

35%

YOY revenue growth of the Power Transmission business segment

90%+

YOY revenue growth in the monopole division of the Power Transmission business unit

Illumination

The Illumination segment of the Company comprising of 4 units namely Luminaires, Integrated Building Management Systems (IBMS), Illumination (erstwhile) and Solar makes the Company a one-stop shop for all electrical solutions. During the year, total revenue from the Illumination segment was recorded at ₹600 crore comprising of ₹400 crore revenue from Luminaires, Solar and IBMS divisions and ₹200 crore from illumination division (which deals in supply of high masts, flag masts, poles along with relevant fixtures and SITC). The business also posted an enhanced and robust EBIDTA in all the segments.

Key Highlights of FY19:

- The Company has been successful in maintaining a strong position as a Data Centre solution provider in the IBMS segment for Sify in Pune, Kolkata and Chennai, ONGC DC in Delhi and BEML DC in Bengaluru.
- The segment provides a number of opportunities to the Company which in turn leads to improved margins.
- The Company has also maintained strong margins, pertaining to the smart city ventures and architectural lighting segment that comprises about 15 to 20% of the total business revenue.

Outlook

The Company recognises that this segment poses lucrative opportunities for the brand to make further headways into the industry and build a rock solid foundation for a sustainable future.

- In the coming period, the Company intends to capitalise on various industry opportunities and openings such as smart city projects, orders from Energy Efficiency Service Limited (EESL), architectural lighting and city beautification and aims to explore these opportunities on the basis of a range of solutions provided by it for smart outdoor and connected indoor applications.
- In a market situation wherein most manufacturers are presently not capable of arranging for any complete end-to-end solutions, the Company is stitching together various products and offerings in order to provide holistic, end-to-end solutions to its customers. The Company is continually exploring new technological platforms which would help it to withstand the ongoing competition.
- The Company is also planning to enter the verticals of smart utility and smart telecom pole solutions and develop smart feeder panels to control lighting through high masts, thereby providing momentum to the Company's business expansion and development plans.
- The Company is reworking its business model and positioning itself as a solution provider rather than as a product seller, in-order to create an enhanced value proposition for its customers and for itself.

Key Achievements of FY19

- Received order for supply of indoor commercial batten from EESL worth ₹35 crore, which is expected to be executed in Q1 FY20.
- Received Indore Smart city project order for ₹5.5 crore.
- Received border flood lighting order worth ₹6.5 crore consisting of poles and floodlights.
- Executed one of the most high-visibility projects of lighting of the Bogibeel Rail & Road bridge, worth ₹5 crore.
- Sone river bridge lighting order received from Bihar Raja Pool Nirman Nigam Limited.
- Executed more than 50 flag masts in over 50 A1 Railway stations across India.

- Major heavy engineering project order received from Rafaela Manufacturing plant in Mihan near Nagpur.

Power Distribution

The Power Distribution segment of the Company has been growing at a CAGR of 38.8% from FY15 to FY19. The Company also made significant investments in smart grid segment with an aim to improve energy efficiency, reduce the impact on environment, enhance the security and reliability of power supply and curtail the power loss from the electricity transmission/distribution network. Under the power distribution vertical, the Company also focuses on underground cabling, smart metering and system strengthening.

Key Highlights of FY19

- The growth in the current fiscal was exceptional on account of receipt of an order from the Uttar Pradesh (UP) Government, under the Saubhagya scheme.
- The project covered 16 districts under Madhyanchal Vidyut Vitaran Nigam Limited and 7 districts under Purvanchal Vidyut Vitaran Nigam Limited. It resulted in access to electricity which was provided to households across approximately 20000 villages.
- The Company also has ventures under other government schemes such as Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) and Integrated Power Distribution Scheme (IPDS).

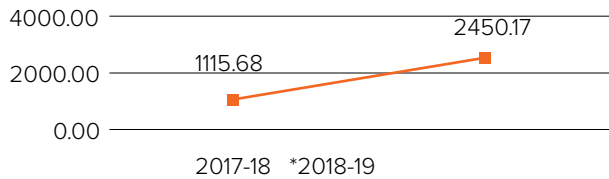
Outlook

- In the coming period, the Company aims to further strengthen the segment of Power Distribution on the back of various development initiatives by the Government of India.
- Further, the Government is expected to come forth with new investments aimed at the restructuring and strengthening of the electrical distribution system which includes underground cabling, system strengthening and system automation projects.

₹1100 crore

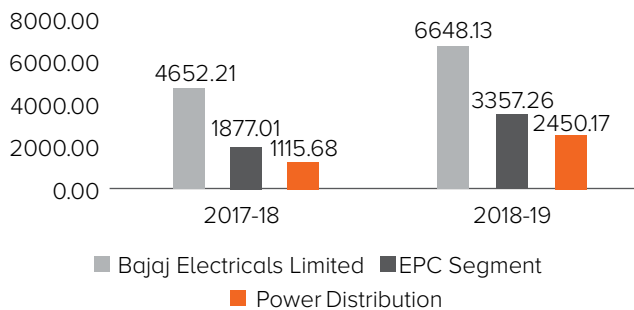
Order book of Power Distribution as on March 31, 2019

Sales Chart Power Distribution (Figures in ₹ crore)



* 2018-19 figures are projected

Sales Chart (Figures in ₹ crore)



Exports

After a challenging FY18, in the current year exports recorded a revenue of ₹91.70 crore, registering an improved growth of 65.61% over the previous year. The B2B exports sales grew by 114.47% YoY to ₹48.58 crore and B2C exports sales grew by 31.79% YoY to ₹43.12 crore. The revenue growth charted in B2B segment, which includes providing complete end-to-end projects as well as supply of only luminaires, high masts and poles was on account of new projects received from the export market, such as Africa, Qatar and Oman. During the year, the Company also witnessed the opening of new project / site offices in Zambia and Kenya and extended its market presence to countries such as Qatar and Oman.

The growth in B2C segment, including appliances such as fans and lightings, was achieved due to better penetration in existing markets and export of MR products in Sri Lanka. During the year, the Company expanded its business in around 17 countries, with Sri Lanka, Singapore, South East Asia, UAE being the key markets due to their domestic consumption requirements and Dubai being prime markets for the Company. The Sri Lankan market performed fairly well in the fan segment, while Nigeria performed well in both B2B and B2C segments.

In the coming years, the Company plans to explore further and strengthen its presence in existing markets. The Middle East countries have huge market opportunities and the Company plans to expand its reach in the coming years. For the first time ever, the Company carried out mainstream advertising (TV, Print, Radio and Outdoors) for the Fans segment in the Sri Lankan Market and is planning to repeat the same in other countries in the coming year. The Company also plans to expand its dealership network by about 50% in FY20 in the existing markets so as to derive benefits in all the categories together.

Quality

The Company has, a full-fledged & equipped Quality Team, which works across manufacturing locations in India and international markets. The Quality Team performs quality checks starting from the incoming stage till the finished products. The Company is in the transformative phase aiming to progress from Quality Control (QC) to Quality Assurance (QA) and is working towards enhancing the quality of products. Earlier, the Company was in the phase of defect identification at the product level but now it has shifted to process orientated controls. The Company aims to identify the origin of defect rather than detect discrepancies from finished products. The focus is on process improvements, which would help in improving the quality of the products and prevention of recurrence of defect.

In the last one and half years, the Company has undertaken 3 projects aimed at improving the quality of products, namely:

- **Project Lakshya:** aimed to improve and upgrade the manufacturing process and put in place mechanism to control the quality of raw materials used at the vendor's place.
- **Project Bajaj Booster:** aimed to reduce the chronic issues as well as the consumer complaints.
- **Project Purge:** aimed at eradication of the defects in working products such as motor of mixer grinders, element of water heaters & drivers.

With these initiatives, the Company has been able to reduce the market complaints by 16-17% year-on-year in the last two fiscals.

The Company's quality management is classified into three parts namely, appearance, performance and reliability. In terms of performance and reliability, the Company's products have an edge over its competitors while it aims to further improve the appearance of its products.

Focusing now on 'Appearance', the Company has initiated the Lakshya Mission 4 Project under which, the Company aims to enhance and sustain the colour, materials and finish (CM&F) of existing products. Improvement in appearance is carried out in terms of CM&F of the product, which includes standardisation of colour, moulding and powder coating processes for the existing and new products as well as for the materials used in creating the products. Keeping this purpose in mind, the Company aims to initiate a training module for all its vendors and provide them with the required training.

ISO 9001:2015

Certified businesses

Green energy- wind energy

India currently has the 5th largest installed wind power capacity in the world with a total installed capacity of 34.98 GW as on October, 2018 against a target of 60 GW by 2022. Further, around 9.4 GW of capacity is under implementation or has been tendered out. During the year under review, nearly 427.80 MW capacity was added in Tamil Nadu, followed by 239.25 MW in Gujarat, 107.40 MW in Andhra Pradesh and 27.30 MW in Telangana. With the new additional capacity, the cumulative capacity in the country now stands at 35016.85 MW, compared with 34145 MW, in FY18. Karnataka, one of the leading states in wind energy, witnessed a capacity addition of only 63.90 MW as against 857 MW last year. (Source: Minister of State (I/C) for New and Renewable Energy and Power in Business Standard)

During the year under review, the Company generated 2221110 electrical units at its 2.8 MW wind farm at Vankusawade village, in Satara district of Maharashtra.

Supply chain

The Supply Chain Management (SCM) plays a vital role in the business sustainability of any consumer facing Company. An effective SCM ensures timely product availability as well as maintaining distribution costs under check. The Company's SCM operates on a replenishment mode, where the system is designed to operate from vendors to distributors, and that each node responds to actual secondary sales to retailers. The objective of every department which operates within the supply chain is to give topmost priority to availability of the products.

In order to increase the overall efficiency level of the SCM, the Company has initiated bottom-up forecasting for seasonal categories like water heaters and fans. This forecast, which is based on past secondary sales, is used by the supply chain for planning the procurement of these seasonal products. For all other products, sales and operations planning meetings are conducted rigorously to ensure timely and accurate prediction of demand. The SCM also helps in improving the overall profitability levels of the Company by ensuring efficient cost management and minimising the impact of volatility in the input cost.

Research & Development (R&D)

To remain at the forefront and develop new products that suit consumer needs in a dynamic environment, the Company had set up a modern R&D centre at Navi Mumbai couple of years ago. The centre combines all aspects of research, design, development and testing capabilities under a single roof.

Under this, the Company emphasised on product innovations which were aligned with the consumers' preferences and can provide them with greater ease and convenience. For this purpose the Company's R&D center, with a team of 75+ members constantly works towards developing and innovating new and improved products. The result of their efforts led the Company to launch products such India's 1st IoT Air Cooler, India's 1st Anti Germ Fan, Calenta Digi Water heater and Majesty One Iron among others. The Company continuously makes efforts towards addressing white spaces & increasing addressability, which has ensured a good range presence in various categories, helping the brand to grow. This year, atleast 300+ new/enhanced products were released from the R&D Center. The new products developed by the Company were acknowledged and received well by the consumers.

75+

Employees in
R&D team as on
March 31, 2019

300+

New/enhanced
products innovated
by R&D team in
FY19

Marketing & Branding

From a consumer products perspective, the Company now possesses a strong marketing team across the various segments such as product marketing, brand marketing & consumer marketing. The team formulates several strategies towards strengthening brand equity and works to achieve the objectives and goals of the business.

With an aim to enhance the brand presence, the Company has implemented strategies, phase-wise to expand its reach across the country and keep the business blooming.

- The first phase was Channel development wherein the Company catered to every retail outlet on a weekly basis, thus expanding product reach to every corner of the country. As a result of this, the Company rolled out its RREP programme. The Company also undertook various initiatives in the fiscal such as Retailer meets, Retailer Bonding Program and several launch events to further engage with its retailers.
- The second phase was Product development which helped the Company to expand its range of products. A wider product portfolio strengthened its brand image as well as widen its presence to a larger customer audience.

During the year, the Company shifted its focus from 'Mother Brand' corporate-led communication to 'Product-centric' communication with clear emphasis on products USP and features. During the year, the Company launched 72 products across multiple product categories in different markets across India. To support these launches and create awareness, multiple campaigns were launched focusing on products such as Bajaj LED, Bajaj Mixers (South specific), Bajaj Fans and Bajaj Coolers across various forms of media such as Television, Print, Radio, Cinema and Digital media. Regional launch events and market storming activities were also conducted to interact with the channel partners and capture personal feedback and create brand/product visibility in the market.

With these steps, the presence of the Company's product range was made available to an increased store count across various districts of the country and augmented consumer pull

for the brand. Further, various initiatives such as connecting through smart appliances on the digital front, blogging on topics relevant to consumers, recipe videos demonstrating its products and various activities driving product experience with consumers helped increase brand and product awareness.

Under the Illumination segment, during the year, the Company participated in various exhibitions and trade shows such as Light India, Municipalika and Smart city - Jaipur. Through these trade shows the Company was able to connect directly with the key decision makers and influencers and position the Company as a Smart Solution Provider. The Company also launched a CRM programme "Rishtey" at the National Dealer Conference helping create a touchpoint and connect with the dealer community and strengthening relations. To promote lighting products and smart solutions for its LED products the Company conducted 'nxtupgrade' shows in seven cities across India.

The Company continued its association with major youth events validating its brand positioning as young and vibrant. Kabbadi is one of the most watched indigenous sports in India (second only to cricket) and its very popular championship, 'Pro-Kabaddi' was sponsored by the Company for the fifth time. The Company moved on significantly, from being an inspiring partner for Pinkathon to becoming the Presenting / Title Partner. In terms of market-place visibility, more than 15000 stores were branded across India.

The Marketing Teams are supported by an Advertising, Digital and Branding Team, which is a centralised marketing communication and operation division, whose objective is to craft methods and tactics to convey the brand messages in a unique and creative manner.

Information Technology (IT)

Technology continues to play a vital role in boosting operational efficiencies and driving automation. The Company has invested in building a comprehensive IT infrastructure that provides agility and a competitive edge to the business while enhancing profitability. The Company is further expanding its footprint to the global market through its export business putting thrust on building a strong technology system to ensure seamless information flow.

The Company has robust ERP IT system integrated with CRM systems and suite of intranet applications. On the financial front, the Company has implemented a planning and budgeting system over cloud in the factories to automate several manual processes. Budgets are prepared on the system and the MIS information is retrieved from the system. Further, ERP Systems are also enhanced with new reports

and modules that helps in increasing the productivity of the business users and ensures statutory compliance.

Cloud and data analytics have been introduced by the Company for salesforce automation, providing market insight provided via cloud solutions that enables the Company's sales team to reach out to wider market base. CRM aids the sales team to manage sales leads, opportunities, providing visibility of prospective order pipeline. In addition to this the Company has further planned to roll out more enhanced solutions which would help in reducing the time to reach out to consumers. In order to ensure synergy, the Company has implemented unified IT systems across the organisation and also extended to Nirlep – our recent acquisition.

The intranet application portfolio of the business provides various solutions to support business in day-to-day operations. Some of them are:

- Innovative product features, mobility solutions and an easy-to-use interfaces.
- Dynamic and cost effective offering an outstanding value for our business and support functions.
- Unique business solutions designed and integrated to support B2C and B2B TOC way of working which enable business to grow faster and add visibility and controls on the business operations.
- End-to-end HR solutions are tailor-made tools to suit the organisation's requirements and manage the Employee Life Cycle. The solution is AI enabled and has BoT, that helps the employees get all required information instantly reducing the overall operational cost.
- CRM application helps business to reach out to our end consumers after the sales, that has built-in controls to monitor all service providers efficiency and consumer experience.
- Warehouse Management System offers an outstanding value for our warehouse operations, improves labor productivity and maximises space utilisation with system directed activities, provides full support for material handling units like high-end scanners, RT vehicles, trolleys, pallets and the elimination of paperwork.
- Dealer extranet and vendor extranet helped the organisation to connect directly with our partners and created value chain between them to support business.

Beneficiaries connected to the IT system



During the year, the Company achieved success in running its digital transformation strategy centered on consumer experience, consumer insights and product innovation.

- **Consumer Experience:** In order to engage and communicate with consumers over multiple channels the Company identified and created various touch points that consumers are most likely to engage with. Further, to enhance the purchase and post purchase experience of the consumers, certain focused strategies were formulated and executed, right from the e-commerce portal to launching the consumer service specific chatbots. To further enhance consumer experience, the Company is moving from multiple channels to an omni-channel approach by upgrading the existing digital platform to advanced personalised e-commerce platform for end consumers.
- **Consumer Insights:** To keep up with our consumers' expectations, needs, understandings and product improvement, the Company has been continuously investing in Voice of the Consumer programs by capturing consumer's feedback about their experiences and expectations for their products or services across social channels.
- **Product innovation:** The Company is using various digital technologies including Internet of Things (IoT) extensively to develop intelligent and connected products. The Company is planning to capacitate the AI facility to adopt the requirements as per consumer's behaviour. It is in the process of building unified and omni-channel platforms to create consumer centricity. IoT also grants consumers the ability to control their appliances from anywhere. As per the Company's roadmap, smart products will be integrated with voice assistance platforms to provide ease of control through voice command.

In the B2B business segment, smart city lighting and other smart solutions respond to the government authorities and citizens' needs and usage patterns. Smart solutions are anticipated to provide several opportunities ranging from surveillance, emergency services, network zones, advertising display, to environmental sensors and EV charging units. The Company is also stepping in with new communication technologies, wherein it is working on a Unified IoT platform which would help in collaborating complete data to create a machine learning which will be beneficial for organisation and citizens.

On this note of digital involvement, the Company has also implemented AskPaddy, a chatbot platform for the consumers to raise consumer care related service requests. The end users can interact with the chatbot, where he or she can provide some input in the chat box from the list of predefined

inputs. Some of the key features of the AskPaddy chatbot are Repair, Demonstration, Installation, Geo Spatial mapping of dealer and service centers, Product registration and Order and complaint tracking. In the coming months, the Company is planning to implement digital automation of invoice processing, which will discharge immediate benefits in terms of error reduction, better efficiency, better accuracy and cost reduction by eliminating mundane human dependent tasks.

Oracle Excellence award

Received by Company for chatbot implementation for their consumers to raise complaints

69

Total team size of IT department as on March 31, 2019

Financial Analysis

(₹ in crore)

Particulars	FY19	FY18	YOY Change
Revenue	6,673.14	4,716.39	41.49%
EBIDTA	413.78	346.64	19.37%
EBIT	375.31	312.69	20.03%
Finance Cost	115.88	58.86	96.85%
PBT	259.44	164.47	57.74%
PAT	167.07	83.62	99.79%

Key Financial Ratios:

Particulars	FY19	FY18	YOY Change	Reasons for change, where change is significant
EBIDTA Margin	6.20%	7.35%	-15.63%	In spite of 41% growth in revenue, EBIDTA margin dropped on account of lower margin in rural electrification projects executed under Saubhagya scheme in Uttar Pradesh.
EBIT (Operating) Margin	5.62%	6.63%	-15.17%	
PBT Margin	3.89%	3.49%	11.49%	In spite of drop in EBIT margin, PBT margin improved by 0.40% as in the previous year there was an impairment of investment in Starlite Lighting Limited, a Joint Venture Company, by ₹8,936 lakh and there is an increase in the Interest cost by ₹5,700 lakh in FY19 due to increase in borrowing.
PAT Margin	2.50%	1.77%	41.21%	
Debtors Turnover	2.57	2.57	-	-
Inventory Turnover	7.37	5.94	24.08%	Improved mainly on account of increase in revenue of EPC by 58%, CP by 23%, and improvement in inventory turns of EPC.

Particulars	FY19	FY18	YOY Change	Reasons for change, where change is significant
Interest Coverage Ratio	3.24	5.31	-39.03%	Increase in finance cost by ₹5,700 lakh.
Current Ratio	1.05	1.10	-4.24%	-
Debt Equity Ratio	1.47	0.77	92.06%	Increase in borrowing from ₹72,310 lakh to ₹1,58,438 lakh to fund the increased working capital.
Return on Net Worth	15.50%	8.85%	75.13%	Increase in PAT ₹8,333 lakh and increase in Net Worth ₹13,291 lakh.

Risk Mitigation

The Company is responsible for handling risks, which forms a part of good corporate governance. As part of our group values, adequate risk management ensures that risks are identified early and mitigation process is defined.

Various types of risks that can be categorised into strategic risks, external risks, operational risks and financial risks impact the Company. The Company has active risk management policies in place which helps drive successful operations by monitoring and minimising key risks in a structured and proactive manner.

External Risks: Factors such as macroeconomic trends, political uncertainties, technological developments and changes in the industry dynamics have a significant impact on the environment in which the Company operates. The Company monitors development in the key markets and takes required actions to actively assess external risks as well as opportunities that may influence the Company's strategy and operations. The Company's strategy is in alignment with both the external world and internal factors which may upset the Company's execution of the strategy. The Company continuously reviews the strategic framework to ensure it is up to date and its business divisions are fit to create and capture economic value.

Operational Risks: The Company can improve operational performance and create long-term value for shareholders on the back of superior consumer innovation as well as persistent focus on profitable growth and cost efficiency. Realising this potential requires effective and controlled risk management. The internal departments of the Company proactively monitor and manage the operational risks at various levels. In addition to this, the Company is also exposed to several financial risks which are regulated in accordance with the Company's financial policy. The Company's inability to meet financial obligations and mitigate exposure to broad market risk can significantly impact the financial position of the Company.

External Risks

- **Macroeconomic and Political conditions**

Political uncertainties and fragile macroeconomic conditions have an indirect impact on the consumer sentiments which in turn affect the demand for appliances. This may affect the Company's business and strategy in regions which are highly affected by political and economic volatility. In order to address this, the Company takes proactive steps to assess and manage risks prevalent in the business environment. Besides strictly complying with the existing standards and regulations, the Company always tries to stay updated with the trends in laws and regulations. In addition, the Company's diverse presence across several countries helps mitigate any possible slowdown in economy of one country.

- **Global trends**

The constantly changing trends in global markets along with the digital transformation is leading to new developments that have an impact on the appliance industry. Increased purchasing power at the hands of consumers, digitisation, consolidation and sustainable development are boosting demand for investments. In order to address this risk, the Company has increased its focus on investments in areas of innovation, digitisation and connectivity that has helped widen its product offering with the objective to enrich customer experiences.

- **Volatility in price of raw materials**

Raw materials account for a larger part of the cost structure for the Company. Fluctuations in commodity prices impact the Company's input costs and profitability levels. In order to mitigate increased input costs related to higher raw material prices, the Company undertakes cost management initiatives such as Project Lakshya. Further, the Company's efficient supply chain management also facilitates maintenance of overall

profitability by ensuring efficient cost management and minimises the impact of volatility in the input costs.

- **Competition**

The Company operates in a market which is highly competitive in terms of pricing, product and service quality, customer service as well as constant shift in market demands. Any failure in anticipating or reacting to dynamic consumer demand and industry trends may adversely affect product delivery, services and outcomes which are in line with the projected financial performance. Further, the entry of a number of players may result in reduction of the Company's share in the market. The Company however is mitigated by this to a large extent with its strong legacy and trust built over eight decades. In addition to this, the Company also operates on the basis of a unique customer engagement model, assisting customers in 10 different languages, a service not provided by any other player in the industry.

- **Sustain profits**

Failure on the part of the Company to execute the priorities in a timely manner may affect its ability to leverage on opportunities, grow profitably, and enhance consumer experiences. Thus, investing for growth and innovating at every stage of the business model, is crucial for the Company. In order to achieve profitable growth, across all business segments, the Company successfully executes key priorities across its operations such as: portfolio management, cost efficiency and significantly improved product quality at all levels.

Operational Risks

- **Intellectual capital**

It is a prerequisite for the organisations to attract and maintain employees that add value to the business. Dedicated employees and leaders with the right skills play a crucial role in facilitating the organisation's vision and targets. The engagement and passion of the employees also helps the Company provide best-in-class consumer experiences. Across all its areas of presence, the Company applies the same high standards and principles of conduct. Each of the candidate while being recruited is evaluated through Standard Operating Procedures (SOP) with a mandatory cross-functional panel evaluation. The recruited individuals further undergo a detailed orientation program called Anugam, which aims at providing insights into each business unit and support functions. Further, Induction programs along with the 'Buddy Program' assure that the newly hired

recruits start delivering their best in their respective roles quickly.

- **Currency fluctuation**

The Company operates in the domestic as well as in international geographies. Any fluctuation in the currency rates can have an adverse impact on the Company's income and equity. The Company has a dedicated forex team, where currency hedging is planned in advance to avoid any adverse impact on forex reserves.

- **Business growth**

In the constantly changing business environment, it is important for the organisation to sustain profitability and growth for a long-term. The Company has been constantly working on the optimisation of the product portfolio with the aim to strengthen the highest performing product categories and brands and exiting unprofitable products. During the year, the Company launched several new products such as fans, kettle and irons in the consumer durables segment and has a strong order book for the EPC segment under various Government projects, thereby, successfully strengthening product offerings across all the product segments.

Internal control

Commensurate with the size, scale and complexity of its operation, the Company has well defined and adequate internal controls. Throughout the year, the internal controls operated effectively. To test the robustness of these controls and to cover all business units, offices, factories and key areas of business, the Company had appointed an external consultant as an Internal Auditor. External consultant (Internal Auditor) and the statutory auditor evaluate the design, adequacy and operating effectiveness of the Internal financial controls of the Company. The controls are designed in such a manner that they are broadly in accordance with the criteria established under the Companies Act, 2013 and Guidance Note issued by the Institute of Chartered Accountants of India.

The Company has documented Standard Operating Procedures (SOPs) and risk registers, encompassing process flow, key risks and key controls for all business units and functions. SOPs and risk registers in turn are evaluated and appropriate amendments are made by the business, depending on the changes in process of workflow and controls. The external consultant (Internal Auditor) on review of the internal financial controls did not identify any significant control weaknesses. All the non-significant control weaknesses identified have been discussed with the process owner. Remedial action has been taken or agreed upon, to

eliminate the weaknesses in a time bound manner. Adequate manual controls have been deployed where control weaknesses have been identified due to system limitation in IT application.

The external consultant (Internal Auditor) conducts internal audits for the areas that agreed with the management and Audit Committee. The Audit Committee finalises the scope of internal audit. The audits executed by the external consultant (Internal Auditor) are monitored by the Internal Audit function. It is ensured that internal audit and IFC reviews are conducted objectively. Also, it is ensured that reviews evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems and procedures, accounting procedures and policies of the Company. The internal audit function reports to the Chairman & Managing Director of the Company and the Chairman of the Audit Committee of the Board so as to maintain its objectivity and independence.

The process owners undertake corrective action in their respective areas within agreed timelines for significant risks identified in the reports issued by Internal Auditors. This helps to improvise and strengthen the controls. On a quarterly basis, significant audit observations and corrective actions are presented to the Audit Committee of the Board.

Human Resource Management

At the helm of a company's growth and success lies its human capital, which has a vital role to discharge. To build a talent pool, it becomes necessary for the human resource function to partner with the various business segments so as to create a work ecosystem that shall have on board, the right talent and therefore nurture them to deliver superior performances. In this regard, the Company strives to provide opportunities for its people to learn, grow and create an environment that is friendly, has the right ethical and human values, and empowers the people to deliver their best.

Keeping in mind the importance of a capable and hardworking workforce, the Company believes in identifying and training high potential employees so that they emerge as the leaders of tomorrow. The Company seeks to continuously infuse young talents, brimming with fresh and bright ideas, so as to incorporate their unique individuality and prowess in the workforce. As per the Company's norms, each candidate while being recruited is evaluated through a multi-step process defined as per the Standard Operating Procedures (SOP) with a mandatory cross-functional panel evaluation.

The young and talented individuals recruited in the Company undergo a detailed orientation program called Anugam, which aims at providing insights into each business unit and support functions. Fresh talents hired through the campus hiring program undergo further sessions which impart product and role specific knowledge. Induction programs along with the Buddy Program assure that the newly hired recruits start delivering their best in their respective roles quickly. In alignment with the agenda maintained throughout the years of the Company's existence, the key focus has always been on creating a culture of learning and development with employees being nominated for various internal and external training programs as per the training needs captured through the Performance Management System.

Additionally, the Company has also rolled out a High-Potentials program which includes the identification of internal talent based on the Competency Framework followed by focused learning interventions for such individuals. As a part of the employee grooming process, the Company employees are also assigned cross-functional projects to work on. As a responsible and diligent organisation, the Company also takes a keen interest in the career aspirations of its workforce and ensures that the same is provided to them.

The Company believes in the value of meritocracy and in order to boost the morale of its employees, rewards high-performing employees through its annual performance evaluation process which favourably results either in their promotion or in assigning them with additional responsibilities. The Company also provides the opportunity of internal job posting wherein, interested employees are provided a chance to move to other verticals/ departments in order to gain cross-functional experience.

As an organisation committed towards motivating its employees, the Company believes in recognising and rewarding its employees for their extra-ordinary contributions through quarterly and annual rewards programs. It also recognises employees who have contributed to the organisation actively and persistently over the years through the Long Service Awards program.

The Company strives to create a workplace that promotes diversity and inclusion. Workplace safety, especially for women, is one of the key priorities of the Company. In tune with its agenda of ensuring safety for women in the organisation, the Company has introduced multiple initiatives to make the workplace a safe and comfortable space for women employees with the intent to improve the gender diversity. The Company's Internal Complaints Committee constituted under the policy on prevention, prohibition and

redressal of sexual harassment of women at the workplace, ensures strict adherence of law and conducts a quarterly review of the same.

There were various new initiatives undertaken during the year to further strengthen and secure the HR practices of the Company. These new initiatives include conducting surveys related to employee engagement, new recruits' satisfaction and compensation benchmarking, launching of new self-learning portal, cart of skills and various leading and development initiatives, such as Multiple Management Development Programs and Buddy program.

As of March 31, 2019 the Company's workforce stood at 3217 permanent employees on its rolls. The Board places on record its sincere appreciation for the valuable contributions made by its employees across all levels. The Company attributes its success to the enthusiasm, team efforts, devotion and sense of belonging displayed by its talent pool.

16.92%

Attrition rate for FY19

52%

Employees under the age category of 31 – 40 years in FY19

₹2 crore

Spent in training & up-skilling of employee in FY19

3593

Man-days of training provided to 1011 employees in FY19

13 years

Average years of experience possessed by employees

27 years

Average years of experience possessed by top management

Corporate Security and Administration (CSA)

The Company needs to provide a secure and safe working environment to its employees, that also facilitates organisational growth. The CSA department was formed in 2017-18, to herald a cultural change in terms of inculcating discipline, process implementation and to plug leakages in security-cum administration by streamlining process like access control, asset protection, risk mitigation, disaster management, fire and electrical safety, surveillance grid, loss prevention, travel management, space management, employee engagement etc.

The Company has established a Global Surveillance Operational Centre, which has integrated physical security with technology, increasing overall efficacy and reduced risk. The Company's security and administration was also brought under one umbrella, thereby relieving operations to focus on their core business activity. This has enabled recruiting and helped in leveraging CSA SMEs for effective end-to-end security and administration across India — in HO, Branches, Warehouses and at Project sites.

Cautionary statement

Statements in the report on Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the report. Important factors that could influence the Company's operations include demand and supply conditions affecting selling prices of finished goods, input availability and rates, changes in the government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.