

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2020, in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

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

Jamnalal Bajaj

Company's Philosophy on Corporate Governance

The ethical values are the foundation of Company's governance philosophy which over the past eight decades 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 Company emphasises on the need for complete transparency and accountability in all its dealings to protect stakeholders interests. The governance framework encourages the efficient utilisation of resources and accountability for stewardship. The Board considers itself as the custodian of trust and acknowledges its responsibilities towards stakeholders for wealth creation sustainably and responsibly.

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, Debenture Committee, QIP Committee and Rights Issue Committee. Each of the aforesaid Committee has been mandated to operate within a given framework.

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.

Executive Director: The Executive Director, as a 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 including Independent Directors: Non-Executive Directors 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.

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.

Board of Directors

The Company's Board comprises people of eminence and repute who bring the required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees.

The Board takes care of the business and stakeholders' interest. The Non-Executive Directors, including the Independent Directors are well qualified, experienced and renowned persons from the fields of industrial, manufacturing, general corporate management, finance, law, media, corporate strategy, technical, marketing and other allied background. The Board Members take an active part at the Board and Committee Meetings and provide valuable guidance to the Management on various aspects of business, governance and compliance, amongst others. The Board's guidance provides foresight, enhances transparency and adds value in decision-making. The Company is managed by the Board in co-ordination with the senior management team.

None of the Directors have attained the age of Seventy-five (75) years.

Composition and category of the Board as on March 31, 2020

As per Regulation 17(1)(b) of the SEBI Listing Regulations, where the Chairman is executive or a promoter, at least one half of the Board of the Company should consist of independent directors. 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, 2020, comprised of eleven (11) Directors viz. one (1) Executive Director - Promoter, one (1) Executive Director - Non Promoter, three (3) Non-Executive Directors - Promoters including one Woman Director, one (1) Non-Executive Director - Independent Woman Director, and five (5) Non-Executive Directors - Independent Directors, and accordingly, has the following composition:

Category of Directors	No. of Directors	%
Executive Directors	2	18.18
Non-Executive Directors, non-independent	3	27.27
Non-Executive Directors, independent	6	54.55

The Chairman of the Board is an Executive Director. Independent Directors constitute more than one-half of the total Board strength.

Board Diversity

The Company has over the years been fortunate to have eminent persons from diverse fields to serve as Directors on its Board. Pursuant to the SEBI Listing Regulations, the Nomination and Remuneration Policy of the Company ensures diversity of the Board in terms of experience, knowledge, perspective, background, gender, age and culture. The Policy is posted on the Company's website at: www.bajajelectricals.com.

Directors' profile

The brief profiles of all the members of Board are available on the website of the Company: www.bajajelectricals.com.

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

Name of the Director	Core Skills/Competencies/Expertise in specific functional area
Shri Shekhar Bajaj	Industrialist, Electrical Consumer Durables Industry domain, Experience in managing a large business conglomerate, Business Strategy and Corporate Management
Shri Anuj Poddar	A Chartered Accountant with strong professional experience across consumer and other industries, Business Strategy and Corporate Management
Shri Madhur Bajaj	Industrialist, Experience in managing a large industrial conglomerate
Shri Rajiv Bajaj	Industrialist, Experience in managing a large industrial conglomerate
Smt. Pooja Bajaj	Strong commercial acumen
Shri Harsh Vardhan Goenka	Industrialist, Experience in managing a large business conglomerate
Dr. Rajendra Prasad Singh	Experience in managing a large industrial conglomerate
Dr. (Smt.) Indu Shahani	Academics, Education
Shri Siddharth Mehta	Solicitor with experience across India and other international territories in corporate and commercial laws, litigation and arbitration

Name of the Director	Core Skills/Competencies/Expertise in specific functional area
Shri Munish Khetrpal	Technology professional with extensive leadership experience across global markets
Shri Shailesh Haribhakti	Experience in Auditing, Tax and Risk Advisory Services

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.

Number of meetings of the Board

During the year 2019-20, the Board met five times, viz. May 22, 2019, August 7, 2019, November 6, 2019, January 6, 2020 and February 4, 2020. The gap between any two meetings has been less than one hundred and twenty days.

Attendance record of directors

Composition of the Board and attendance record of directors for 2019-20:

Name of the director	Category	Relationship with other directors	No. of Board Meetings attended	Whether attended last AGM
Shri Shekhar Bajaj	Chairman & Managing Director, Executive	Brother of Madhur Bajaj, father-in-law of Pooja Bajaj	5/5	Yes
Shri Anuj Poddar	Executive Director	-	5/5	Yes

Name of the director	Category	Relationship with other directors	No. of Board Meetings attended	Whether attended last AGM
Shri Madhur Bajaj	Non-executive	Brother of Shekhar Bajaj	4/5	Yes
Shri Rajiv Bajaj*	Non-executive	-	2/5	No
Smt. Pooja Bajaj	Non-executive	Daughter-in-law of Shekhar Bajaj	5/5	Yes
Shri Harsh Vardhan Goenka	Non-executive, independent	-	3/5	No
Dr. Rajendra Prasad Singh	Non-executive, independent	-	5/5	Yes
Dr. (Smt.) Indu Shahani	Non-executive, independent	-	3/5	Yes
Shri Siddharth Mehta	Non-executive, independent	-	5/5	Yes
Shri Munish Khetrapal	Non-executive, independent	-	4/5	Yes
Shri Shailesh Haribhakti**	Non-executive, independent	-	4/4	NA

*Appointed as an Additional Non-Executive Director on the Board w.e.f. May 22, 2019, regularised by the shareholders at the AGM held on August 7, 2019.

**Appointed as an Additional Director on the Board of the Company from August 7, 2019 for a term of 5 (five) consecutive years subject to approval of the shareholders.

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 SEBI Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as a 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.

Duties and Functions of the Board

The duties of Board of Directors have been enumerated in SEBI Listing Regulations, Section 166 and Schedule IV of the Companies Act, 2013 (the "Act") (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

Meeting of Independent Directors

During the year under review, the Independent Directors met on March 31, 2020, inter alia to discuss (i) evaluation of the performance of Non Independent Directors and the Board of Directors as a whole; (ii) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; (iii) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and (iv) other related matters. The meeting was attended by three independent directors.

Resignation of the Independent Director

During the year under review, none of the independent directors on the Board of the Company has resigned.

Opinion of the Board

The Board hereby confirms that, in its opinion, the independent directors on the Board fulfil the conditions specified in the SEBI Listing Regulations and the Act, and are independent of the management. A formal letter of appointment to independent directors as provided in the Act has been issued and disclosed on website of the Company: www.bajajelectricals.com.

Directorships and Memberships of Committees

Number of directorships/committee positions of directors as on March 31, 2020:

Name of director	Directorships			Committee positions in listed and unlisted public limited companies	
	In equity Listed companies	In unlisted public limited companies	In private limited companies	As Member (including as Chairman)	As Chairman
Shri Shekhar Bajaj	3	4	5	3	1
Shri Anuj Poddar	1	1	-	-	-
Shri Madhur Bajaj	5	-	4	-	-
Shri Rajiv Bajaj	5	-	3	-	-
Smt. Pooja Bajaj	1	-	-	1	1
Shri Harsh Vardhan Goenka	5	2	2	-	-
Dr. Rajendra Prasad Singh	3	3	1	2	-
Dr. (Smt.) Indu Shahani	4	1	2	8	2
Shri Siddharth Mehta	3	-	2	3	1
Shri Munish Khetrapal	1	-	-	-	-
Shri Shailesh Haribhakti	7	3	9	10	5

Note:

None of the directors hold office as a director, including as an alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded. No Independent Director holds any alternate directorship.

As per declarations received, none of the directors serves as an independent director in more than seven equity listed companies. Further, the Managing Director and Executive Director of the Company does not serve as an independent director in more than three equity listed companies and in fact not even in a single entity.

None of the directors was a member in more than ten committees, nor a chairperson in more than five committees across all companies in which he was a director.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Act have been excluded. Only audit committee and stakeholders' relationship committee are considered for the purpose of reckoning committee positions.

Directorships in equity listed Companies

Name of equity listed entities where directors of the Company held directorships as on March 31, 2020:

Name of director	Name of listed entities	Category
Shri Shekhar Bajaj	a) Bajaj Electricals Limited	Chairman & Managing Director, executive
	b) Bajaj Auto Limited	Non-executive, non-independent
	c) Hercules Hoists Limited	Chairman, non-executive, non-independent
Shri Anuj Poddar	a) Bajaj Electricals Limited	Executive
Shri Madhur Bajaj	a) Bajaj Electricals Limited	Non-executive, non-independent
	b) Bajaj Auto Limited	Non-executive, non-independent
	c) Bajaj Holdings & Investment Limited	Non-executive, non-independent
	d) Bajaj Finserv Limited	Non-executive, non-independent
	e) Bajaj Finance Limited	Non-executive, non-independent
Shri Rajiv Bajaj	a) Bajaj Electricals Limited	Non-executive, non-independent
	b) Bajaj Auto Limited	Managing Director and CEO, executive
	c) Bajaj Finserv Limited	Non-executive, non-independent
	d) Bajaj Finance Limited	Non-executive, non-independent
	e) Bajaj Holdings & Investment Limited	Non-executive, non-independent

Name of director	Name of listed entities	Category
Smt. Pooja Bajaj	a) Bajaj Electricals Limited	Non-executive, non-independent
Shri Harsh Vardhan Goenka	a) Bajaj Electricals Limited	Non-executive, independent
	b) RPG Life Sciences Limited	Chairman, non-executive, non-independent
	c) CEAT Limited	Chairman, non-executive, non-independent
	d) KEC International Limited	Chairman, non-executive, non-independent
	e) Zensar Technologies Limited	Chairman, non-executive, non-independent
Dr. Rajendra Prasad Singh	a) Bajaj Electricals Limited	Non-executive, independent
	b) Techno Electric & Engineering Company Limited	Non-executive, independent
Dr. (Smt.) Indu Shahani	a) Bajaj Electricals Limited	Non-executive, independent
	b) United Spirits Limited	Non-executive, independent
	c) Clariant Chemicals (India) Limited	Non-executive, independent
	d) Colgate-Palmolive (India) Limited	Non-executive, independent
Shri Siddharth Mehta	a) Bajaj Electricals Limited	Non-executive, independent
	b) TCI Industries Limited	Non-executive, independent
	c) Indo Count Industries Limited	Non-executive, independent
Shri Munish Khetrapal	a) Bajaj Electricals Limited	Non-executive, independent
Shri Shailesh Haribhakti	a) Bajaj Electricals Limited	Additional non-executive, independent
	b) Torrent Pharmaceuticals Limited	Non-executive, independent
	c) ACC Limited	Non-executive, independent
	d) Ambuja Cements Limited	Non-executive, independent
	e) Blue Star Limited	Non-executive, independent
	f) Future Lifestyle Fashions Limited	Non-executive, independent
	g) L&T Finance Holdings Limited	Non-executive, independent

D&O Insurance for Directors

The Company has taken Directors and Officers Insurance (D&O) for all its Directors and Members of the Senior Management for such quantum and for such risks as determined by the Board.

Familiarisation Programme for Independent Directors

At the time of appointing an Independent 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 SEBI Listing Regulations and other 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 Independent Directors 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 Chairman 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 participating in 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 ("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 require 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

Audit Committee 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 SEBI Listing Regulations.

During the year under review, the Board of the Company, vide its resolution dated November 6, 2019 re-constituted the Audit Committee by inducting Shri Shailesh Haribhakti, as a member of the Committee. The Board subsequently elected Shri Shailesh Haribhakti as the Chairman of the Committee in its meeting held on January 6, 2020.

As on the date of this Report, the Audit Committee comprised of four (4) Directors i.e. Shri Shailesh Haribhakti as the Chairman and Dr. (Smt.) Indu Shahani, 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, legal, risk and international finance. The Committee 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 six (6) times during the financial year 2019-20. The maximum gap between two meetings was not more than 120 days. The Committee met on May 22, 2019, August 7, 2019, November 6, 2019, January 6, 2020, February 4, 2020 and March 26, 2020. The requisite quorum was present at all meetings. The then Chairperson of the Audit Committee was present at the last AGM of the Company held on August 7, 2019.

The attendance of the Audit Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Shri Shailesh Haribhakti *	Chairperson	Independent Director	3/3
2.	Dr. (Smt.) Indu Shahani	Member	Independent Director	4/6
3.	Dr. Rajendra Prasad Singh	Member	Independent Director	5/6
4.	Shri Siddharth Mehta	Member	Independent Director	6/6

* Appointed as member of the Audit Committee w.e.f. November 6, 2019 and as the Chairman w.e.f. January 7, 2020.

Terms of reference and functions of Audit Committee

The terms of reference of the Audit Committee as stated below is in line with what is mandated in Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act:

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 Act.
 - 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 SEBI 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 SEBI 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

As on March 31, 2020, the Nomination and Remuneration Committee comprised of three (3) Directors viz. Dr. (Smt.) Indu Shahani as the Chairperson, and Dr. Rajendra Prasad Singh and Shri Siddharth Mehta as its members. On June 10, 2020, the Committee was reconstituted by the Board by inducting Shri Shekhar Bajaj, Chairman of the Board as the member of the Committee. The Company Secretary acts as the convener to the Committee.

Meetings and Attendance

The Nomination and Remuneration Committee met four (4) times during the financial year 2019-20 i.e. on May 22, 2019, August 7, 2019, November 6, 2019 and January 6, 2020. The requisite quorum was present at all the meetings. The Chairperson of the Nomination and Remuneration Committee was present at the last AGM of the Company held on August 7, 2019.

The attendance of the Nomination and Remuneration Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Dr. (Smt.) Indu Shahani	Chairperson	Independent Director	3/4
2.	Dr. Rajendra Prasad Singh	Member	Independent Director	4/4
3.	Shri Siddharth Mehta	Member	Independent Director	4/4

Terms of reference and functions of Nomination and Remuneration Committee

The broad terms of reference of Nomination and Remuneration Committee as stated below is in compliance with Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations:

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 Nomination and Remuneration Committee 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 independent directors 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 independent director, on the basis of the report of performance evaluation of independent directors.
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 Nomination and Remuneration Committee has framed a Nomination and Remuneration Policy ("Policy"), providing a) Selection, appointment and removal; b) Remuneration; c) Evaluation of performance; and d) Board diversity. The Policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The Policy is displayed on the Company's website: www.bajajelectricals.com.

Criteria for recommendation of remuneration

a) Non-Executive Directors remuneration:

The remuneration of Non-Executive Directors is determined within the limits prescribed under Section 197 read with the Rules framed thereunder and SEBI Listing Regulations. The Non-Executive Directors 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) 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 as approved by the Members in the Eightieth (80th) AGM held on August 7, 2019;
- (iii) Reimbursement of travelling and other related expenses incurred by the Non-Executive Directors for attending the Board and Committee meetings;
- (iv) Independent Directors and any employee/director of the Company, who is a promoter or belongs to the promoter group are not entitled to participate in ESOPs of the Company.

The service contract, notice period and severance fees are not applicable to Non-Executive Directors.

b) Executive Directors' remuneration:

The appointment and remuneration of Executive Directors, i.e. of Chairman & Managing Director and Executive Director, is governed by the recommendation of Nomination and Remuneration Committee and resolutions passed by the Board and Shareholders of the Company.

The terms and conditions of appointment and the remuneration payable to:

- (i) Shri Shekhar Bajaj, Chairman & Managing Director, as approved by the Members of the Company by way of special resolution dated December 23, 2019 passed through postal ballot, can be accessed at weblink: www.bajajelectricals.com.
- (ii) Shri Anuj Poddar, Executive Director, as approved by the Members of the Company by way of special resolution passed at the Annual General Meeting held on August 7, 2019, can be accessed at weblink: www.bajajelectricals.com.

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 Nomination and Remuneration Committee and recommended to the Board for approval thereof. The Company has no stock option plans for the promoter executive directors/non-executive directors and only non-promoter executive directors are eligible for stock option plans.

During the financial year 2019-20, the Company did not advance any loans to any of the directors.

The tenure of office of the Managing Director and Executive Director is for 5 (five) years from their respective dates of appointment and can be terminated by either party by giving three months' notice in writing. There is no separate provision for payment of severance fees.

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.

Remuneration drawn by the Directors during the financial year 2019-20

The remuneration paid to the Directors is in accordance with the provisions of the Act and has been duly approved by Members of the Company. None of the Directors of the Company have any pecuniary relationship with the Company. The remuneration paid to the Non-Executive Directors does not exceed the threshold specified in Regulation 17(6)(ca) of the SEBI Listing Regulations and no approval of the shareholders by Special Resolution was called for. Also, since the profits of the Company for financial year 2019-20 are inadequate, the then current remunerations of Managing Director and Executive Director were paid to them as minimum remuneration as per the terms of their remuneration approved by shareholders by way of respective special resolutions under sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Act.

The remuneration drawn by the Directors during the year is set out below:

Executive Directors

(Amount: ₹ in lakhs)

Name of the Director(s)	Salary and allowances	Perquisites	Retiral benefits	Commission payable	Total
Shri Shekhar Bajaj	248.42	56.98	76.14	37.94	419.48
Shri Anuj Poddar	282.71*	0.40	9.54	-	292.65

* Includes performance linked incentive of ₹ 27.38 lakhs.

Shri Anuj Poddar holds 40000 stock options under the Company's ESOP Scheme.

Non-Executive Directors

Name of the Non- Executive Director(s)	Sitting Fees (₹)	Commission provided for financial year 2019-20 (₹)***	Total (₹)	Number of equity shares and convertible instruments held as at March 31, 2020
Shri Madhur Bajaj	4,00,000	1,43,168	5,43,168	917342
Shri Rajiv Bajaj*	2,00,000	71,584	2,71,584	-
Smt. Pooja Bajaj	7,00,000	1,78,960	8,78,960	146319
Shri Harsh Vardhan Goenka	3,00,000	1,07,376	4,07,376	-
Dr. Rajendra Prasad Singh	12,00,000	3,57,920	15,57,920	-
Dr. (Smt.) Indu Shahani	12,50,000	2,50,544	15,00,544	-
Shri Siddharth Mehta	16,00,000	3,93,712	19,93,712	-
Shri Munish Khetrapal	4,00,000	1,43,168	5,43,168	-
Shri Shailesh Haribhakti**	7,50,000	2,50,544	10,00,544	-

*Appointed as an additional Non-Executive Director on the Board w.e.f. May 22, 2019, regularised by the shareholder at the AGM held on August 7, 2019.

**Appointed as an additional Non-Executive Independent Director of the Company w.e.f. August 7, 2019. Further, appointed as a Member and Chairman of the Audit Committee w.e.f. November 6, 2019 and January 7, 2020, respectively.

*** Considering the ceiling of 1% of the net profit of the Company prescribed under the Act, for the financial year 2019-20, the Board at its meeting held on June 19, 2020 approved a commission to Non-executive Directors at ₹ 35,792/- for each meeting of the Board and Audit Committee attended by the Director during the said year.

Performance Evaluation

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared 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.

The performance evaluation of independent directors was done by the entire Board, excluding the director being evaluated. A separate exercise was carried out

to evaluate the performance of Individual Directors. The Chairman of the Board of Directors interacted with all the Directors individually to get an overview of the functioning of the Board/Committees, inter alia, on the following broad criteria i.e. attendance and level of participation at meetings of the Board/committees, independence of judgment exercised by Independent Directors, interpersonal relationship and so on.

The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Executive Chairman of the Company was also carried out by the Independent

Directors, taking into account the views of the Executive Director and Non- Executive Directors.

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.

Based on the inputs received from the Directors, an action plan is being drawn up in consultation with the Directors to encourage their greater engagement with the Company.

(C) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee comprises of three (3) Directors i.e. Smt. Pooja Bajaj as the Chairperson, and Dr. (Smt.) Indu Shahani and Shri Shekhar Bajaj as its members. The Committee is governed by a Charter.

Shri Ajay Nagle, Company Secretary has been designated as Compliance Officer of the Company. He has also been appointed as the nodal officer in line with statutory requirements.

Meetings and Attendance

The Stakeholders' Relationship Committee met four (4) times during the financial year 2019-20 i.e. on June 11, 2019, September 17, 2019, December 2, 2019 and January 23, 2020. The requisite quorum was present at all the meetings.

The attendance of the Stakeholders' Relationship Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Smt. Pooja Bajaj	Chairperson	Non- Executive Director	4/4
2.	Shri Shekhar Bajaj	Member	Executive Director	4/4
3.	Dr. (Smt.) Indu Shahani	Member	Independent Director	3/4

Terms of reference

The terms of reference of Stakeholders' Relationship Committee 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 Stakeholders' Relationship Committee 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 during the financial year 2019-20:

Investors Complaints	No. of complaints
Pending at the beginning of the year	1
Received during the year	2
Disposed off during the year	2
Remaining unresolved at the end of the year	1*

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

All share transfer documents which were lodged with the Company up to March 31, 2019 found to be duly completed in all respects were processed within the statutory period. Transfer of shares held in physical form is not permitted after March 31, 2019 through statutory notifications.

(D) Risk Management Committee

Pursuant to Regulation 21 of the SEBI 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:

1. Shri Shekhar Bajaj, Chairman & Managing Director
2. 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 SEBI Listing Regulations, with majority of members being Directors of the Company. During the year under review, the Committee met once on March 26, 2020 which was attended by all the members.

Terms of Reference

The following are the responsibilities of the Committee:

- 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 Committee may diverge from these responsibilities and may assume such other responsibilities as it deems necessary or appropriate in carrying out its functions. 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.

(E) Rights Issue Committee

The Rights Issue Committee was duly constituted by the Board for the purposes of rights issue of the Company with the composition consisting of Shri Shekhar Bajaj, as the Chairman of the Committee and Shri Anuj Poddar, Dr. (Smt.) Indu Shahani and Shri Siddharth Mehta as its members.

The Company Secretary of the Company acts as the convenor of the Committee.

Meetings and Attendance

The Rights Issue Committee met two (2) times during the financial year 2019-20 i.e. on January 31, 2020 and March 13, 2020. The requisite quorum was present at all the meetings.

The attendance of the Rights Issue Committee members:

Sr. No.	Name of Director(s)	Position	Category	No. of meetings attended
1.	Shri Shekhar Bajaj	Chairperson	Executive Director	1/2
2.	Shri Anuj Poddar	Member	Executive Director	2/2
3.	Dr. (Smt.) Indu Shahani	Member	Independent Director	2/2
4.	Shri Siddharth Mehta	Member	Independent Director	2/2

(F) QIP Committee

The QIP Committee was duly constituted by the Board for the purposes of Qualified Institutional Placement of the Company with the composition consisting of Shri Shekhar Bajaj, as the Chairman of the Committee, and Shri Anuj Poddar and Shri Siddharth Mehta as its members. The Company Secretary of the Company acts as the convenor of the Committee.

During the financial year 2019-20, the Committee met once on September 27, 2019 to deliberate on various related matters and the said meeting was attended by all the members of the Committee.

(G) Finance Committee

The Company has Finance Committee comprising of three Directors viz. Shri Shekhar Bajaj as its Chairman and Dr. Rajendra Prasad Singh and Smt. Pooja Bajaj as its members. The Company Secretary acts as the convenor of the Committee.

The Committee, inter-alia, looks into the matters related to borrowings of the Company, if any, to be made in the form of fund and non-fund based limits for the business and working capital requirements of the Company, review of the Company's insurance program, issues authority to or withdraws the authority given to the officers of the Company to open / operate / close bank accounts, besides the other powers granted to it by the Board from time to time.

No meetings of the Committee held during the financial year 2019-20.

(H) Debenture Committee

The Debenture Committee was constituted for the purpose of allotment of Non-Convertible Debentures (NCDs) to its subscribers / allottees with the composition consisting of Shri Shekhar Bajaj, as the Chairman of the Committee with Shri Anuj

Poddar, Executive Director and Shri Siddharth Mehta, Independent Director of the Company as its members.

The Company Secretary of the Company acts as the convenor 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.

No meetings of the Committee held during the financial year 2019-20.

(I) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted to undertake various corporate social responsibility related activities as envisaged in the Company's Corporate Social Responsibility Policy with the composition consisting of Shri Shekhar Bajaj, as the Chairman of the Committee and Dr. (Smt.) Indu Shahani and Shri Siddharth Mehta, Independent Directors of the Company as its members.

During the financial year 2019-20, the Committee met once on March 26, 2020 and the said meeting was attended by all the members of the Committee.

Management Discussion and Analysis Report

Management Discussion and Analysis Report has been attached as a separate chapter and forms part of the Annual Report.

Subsidiary Companies

The Company has a Policy for determining Material Subsidiaries, which is in line with the SEBI 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.

General Body Meetings

Details of last three AGMs held

AGM	Financial Year	Date and Time	Venue	Details of Special Resolution Passed
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	a. 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	a. Borrowing by way of Issue of Securities; b. Promotion and re-designation of Shri Anant Bajaj as the Managing Director of the Company; c. Maintenance of Statutory Registers at a place other than the Registered Office of the Company; and d. Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.
80th	2018-19	Wednesday, August 7, 2019 at 12.30 P.M.	Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021	a. Appointment of Shri Anuj Poddar as an Executive Director; b. Alteration of Articles of Association of the Company; c. Borrowing by way of Issue of Securities; and d. Further Issue of Securities.

Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern and procedure of postal ballot

During the financial year 2019-20, the Company conducted postal ballot for re-appointment of Shri Shekhar Bajaj as a Managing Director of the Company for a period of 5 years w.e.f. November 1, 2019.

Messrs Anant B. Khamankar & Co., Practicing Company Secretaries (Membership No. FCS 3198; CP No. 1860) was appointed to act as the Scrutinizer for conducting voting process in a fair and transparent manner. The Result of the Postal Ballot was announced on December 24, 2019 and details of voting result on the resolution are as follows:

Sr. Description No.	Votes (No. of shares and %)	
	In favour	Against
1. Re-appointment of Shri Shekhar Bajaj as a Managing Director of the Company for a period of 5 years w.e.f. November 1, 2019	74,822,508 (99.99%)	8,197 (0.01%)

The Company had sent the postal ballot notice dated November 6, 2019 and postal ballot form along with postage pre-paid business reply envelope to members/beneficial owners through email at their registered email IDs and through physical copy to the members who have not registered their email IDs. The Company had also published notice in the newspapers for the information of the members. Voting rights were reckoned on the equity shares held by the members as on the cut-off date.

The voting period for postal ballot and E-voting was from Sunday, November 24, 2019 at 9.00 a.m. (IST) to Monday, December 23, 2019 at 5.00 p.m. (IST). The postal ballot results were intimated to the stock exchanges pursuant to Regulation 44(3) of the SEBI Listing Regulations, as well as displayed on the Company's website www.bajajelectricals.com. The Company has also complied with the procedure for Postal Ballot in terms of the provisions of Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting requires passing of a special resolution through postal ballot.

Means of Communication to Shareholders

- (i) The Un-audited quarterly/half yearly results are announced within forty-five (45) days of the close

of the quarter. The audited annual results are announced within sixty (60) days from the closure of the financial year as per the requirement of the SEBI 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 (48) 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) All financial and other vital official news releases and documents under the SEBI Listing Regulations including any presentations made to the institutional investors or/and analysts are also communicated to the concerned stock exchanges, besides being placed on the Company's website.
- (v) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") 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.
- (vi) 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.
- (vii) 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.
- (viii) The Company has designated the email id: legal@bajajelectricals.com for investor relations, and the same is prominently displayed on the Company's website www.bajajelectricals.com.

Affirmations and Disclosures

a. Related Party Transactions

All transactions entered into with the related parties as defined under the Act and Regulation 23 of the SEBI

Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and are in compliance with 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 SEBI 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.

b. 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

There are no instances of non-compliances by the Company necessitating imposition of penalties, strictures on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three (3) years except payment of fine of ₹ 10,000 each paid to BSE and NSE for delay of one (1) day in submission of voting results of Postal Ballot held on March 26, 2019 within time specified under Regulation 44(3) of the SEBI Listing Regulations.

c. Vigil Mechanism / Whistle Blower Policy

Pursuant to provisions of Section 177(9) and (10) of the Act and the rules framed thereunder, Regulation 22 of the SEBI Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated the Whistle Blower Policy which is applicable to all employees and all other persons dealing with the Company to inter alia report unacceptable improper practices and/or unethical practices and/or genuine concerns and to create awareness to report instances of leak of Unpublished Price Sensitive Information.

The whistleblower shall address all the protected disclosure to the Company Secretary and Compliance Officer of the Company. Protected disclosure against the Company Secretary should be addressed to the Chairman & Managing Director of the Company and protected disclosure against the Chairman & Managing Director should be addressed to the Chairman of the Audit Committee.

The Policy provides for adequate safeguards against victimisation to all whistleblowers who use such mechanism.

During the year under review, 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.

d. Details of Adoption of Non-Mandatory (Discretionary) Requirements

The status of compliance with the non-mandatory requirements under Regulation 27 of the SEBI 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 reports.

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

e. Commodity price risk or foreign exchange 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.

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

The Company has issued on private placement basis and allotted, Unsecured, Redeemable Non-convertible Debentures (NCDs) of face value of ₹ 10,00,000/- (Rupees Ten Lakh) each, aggregating to ₹ 185 crore during the financial year 2018-19 in three series as per the terms of issue. The funds raised through issuance of NCDs have been fully utilised for the purposes specified in the issue documents and there is no deviation in the use of proceeds.

g. 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 Company has received a certificate from Messrs Anant B. Khamankar & Co., Practicing Company Secretaries (Membership No. FCS 3198; CP No. 1860) to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the companies by the Board/Ministry of Corporate Affairs or any other statutory authority. The same forms part of this report.

h. 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

i. Fees paid to the Statutory Auditors paid by the Company and its subsidiary

Total fees for all services paid by the Company and its subsidiary, on a consolidated basis, to S R B C & CO LLP, having ICAI Registration number 324982E/E300003, statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2020, is as follows:

(Amount: ₹ in lakh)

Particulars	S R B C & CO LLP and their network entities**
Fees for audit and related services***	239.35*
Other fees	7.45
Total	246.80

*Excluding out of pocket expenses, which were reimbursed at actuals.

**During the year under review, no payment was made to network entities of S R B C & CO LLP.

***This includes ₹ 75.35 lakhs towards rights issue expenses.

j. 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 off during the year and pending as on March 31, 2020 is given in the Directors' Report.

k. CEO and CFO Certification

Certificate issued by Shri Shekhar Bajaj, Chairman & Managing Director (CEO) and Shri Anant Purandare, President & Chief Financial Officer of the Company, for the financial year under review, was placed before the Board at its meeting held on June 19, 2020, in terms of Regulation 17(8) of the SEBI Listing Regulations and the said certificate is annexed to this Report. The Chairman & Managing Director (CEO) and Chief Financial Officer also gave quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the SEBI Listing Regulations.

l. Compliance Certificate of the Auditors

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

The Disclosures of the Compliance with Corporate Governance Requirements Specified in Regulation 17 To 27 and Regulation 46(2) of the SEBI Listing Regulations

Sr. Particulars No.	Regulations	Compliance Status (Yes/No/N.A.)	Brief Descriptions of the Regulations
1. Board of Directors	17	Yes	<ul style="list-style-type: none"> • Composition and Appointment of Directors • Meetings and quorum • Review of compliance reports • Plans for orderly succession for appointments • Code of Conduct • Fees / compensation to Non-Executive Directors Minimum information to be placed before the Board • Compliance Certificate by Chief Executive Officer and Chief Financial Officer • Risk assessment and risk management plan • Performance evaluation of Independent Directors • Recommendation of Board for each item of special business
2. Maximum number of directorships	17A	Yes	<ul style="list-style-type: none"> • Directorships in listed entities
3. Audit Committee	18	Yes	<ul style="list-style-type: none"> • Composition • Meetings and quorum • Chairperson present at Annual General Meeting • Role of the Committee
4. Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> • Composition • Chairperson present at Annual General Meeting • Meetings and quorum • Role of the Committee

Sr. Particulars No.	Regulations	Compliance Status (Yes/No/N.A.)	Brief Descriptions of the Regulations
5. Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> • Composition • Chairperson present at Annual General Meeting • Meetings • Role of the Committee
6. Risk Management Committee	21	Yes	<ul style="list-style-type: none"> • Composition • Meetings • Role of the Committee
7. Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> • Vigil Mechanism for Directors and employees • Adequate safeguards against victimisation • Direct access to Chairperson of Audit Committee
8. Related Party Transaction	23	Yes	<ul style="list-style-type: none"> • Policy on Materiality of related party transactions and dealing with related party transactions • Prior approval including omnibus approval of Audit Committee for related party transactions • Periodical review of related party transactions • Disclosure on related party transactions
9. Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> • Review of financial statements and investments of subsidiaries by the Audit Committee • Minutes of the Board of Directors of the subsidiaries are placed at the meeting of the Board of Directors • Significant transactions and arrangements of subsidiaries are placed at the meeting of the Board of Directors
10. Secretarial Audit	24A	Yes	<ul style="list-style-type: none"> • Annual Secretarial Audit Report and Annual Secretarial Compliance Report
11. Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> • Maximum directorships and tenure • Meetings of Independent Directors • Cessation and appointment of Independent Directors • Review of Performance by the Independent Directors • Familiarisation of Independent Directors • Declaration from Independent Director that he / she meets the criteria of independence • Directors and Officers insurance for all the Independent Directors

Sr. Particulars No.	Regulations	Compliance Status (Yes/No/N.A.)	Brief Descriptions of the Regulations
12. Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation on compliance of Code of Conduct by Directors and Senior Management Disclosure of shareholding by Non-Executive Directors Disclosures by Senior Management about potential conflicts of interest No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Personnel, Director and Promoter
13. Other Corporate Governance Requirements	27	Yes	<ul style="list-style-type: none"> Filing of quarterly, half-yearly and yearly compliance report on Corporate Governance
14. Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> Terms and conditions of appointment of Independent Directors Composition of various Committees of the Board of Directors Code of Conduct of Board of Directors and Senior Management Personnel Details of establishment of Vigil Mechanism / Whistle-blower policy Policy on dealing with related party transactions Policy for determining material subsidiaries Details of familiarisation programmes imparted to Independent Directors

General Shareholder Information

a. Company Information

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L31500MH1938PLC009887.

b. Information on General Body Meetings

AGM for the financial year 2019-20

Day and date	Friday, August 28, 2020
Time	2:30 p.m. (IST)
Mode	Via video conferencing/other audio visual means
Financial year	April 1, 2019 to March 31, 2020

No EGM/Court or Tribunal Conveyed Meeting was held during the financial year 2019-20.

c. Dividend: The Board of the Company has not proposed any dividend for the financial year 2019-20.

d. Tentative calendar for financial year ending March 31, 2021

Financial Year – 1 April to 31 March.

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

Particulars of Quarter	Tentative dates
Q1 Results	2nd Week of August 2020
Q2 and Half Yearly Results	2nd Week of November 2020
Q3 Results	2nd Week of February 2021
Q4 and Annual Results	4th Week of May 2021

The Board Meetings for approval of financial results during the year ended March 31, 2020 were held on the following dates:

Particulars of Quarter	Tentative dates
Q1 Results	August 7, 2019
Q2 and Half Yearly Results	November 6, 2019
Q3 Results	February 4, 2020
Q4 and Annual Results	*June 19, 2020

*As per relaxation/extension granted by SEBI.

e. Listing on stock exchanges & stock code

Equity Shares of the Company are currently listed on the following stock exchanges:

Name of the Stock Exchange(s)	Address	Stock Code
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	500031
National Stock Exchange of India Limited	Exchange Plaza, Bandra - Kurla Complex, Bandra (East), Mumbai 400 051	BAJAJELEC

The ISIN Number allotted to the Company's equity shares of face value of ₹ 2 each under the depositories (NSDL and CDSL) system is INE193E01025.

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.

For the financial year 2020-21, the Company has paid annual listing fees to both the stock exchanges and annual custody/issuer fees to both the depositories.

f. The details of NCDs issued by the Company

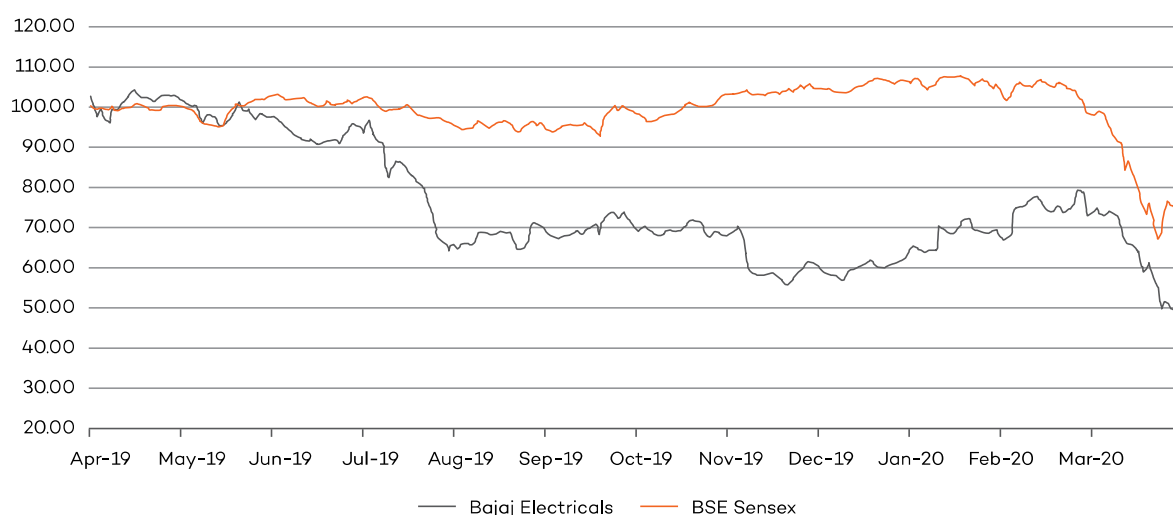
Series	ISIN	Principal amount (₹ In lakhs)	Date of Maturity	Coupon Rate %
Option A	INE193E08038	3,500	February 19, 2021	NCDs with zero coupon at a yield to maturity of 11% p.a
Option B	INE193E08020	7,500	August 20, 2021	
Option C	INE193E08012	7,500	February 18, 2022	

g. Market Price Data

BEL Share Price on BSE vis-à-vis BSE Sensex April 2019–March 2020

Month	BSE Sensex Close	BEL Share Price			Number of shares traded during the month	Turnover (₹) Crore
		High (₹)	Low (₹)	Close (₹)		
Apr-19	39,031.55	587.75	528.25	570.15	793169	44.44
May-19	39,714.20	574.95	521.70	538.65	241866	13.29
Jun-19	39,394.64	550.30	499.00	530.10	115328	5.97
Jul-19	37,481.12	548.50	338.85	364.30	472572	22.21
Aug-19	37,332.79	406.10	340.30	392.45	637220	24.20
Sep-19	38,667.33	426.75	368.00	390.05	153784	6.07
Oct-19	40,129.05	413.30	367.00	378.65	100152	3.88
Nov-19	40,793.81	398.90	306.30	339.35	324627	10.91
Dec-19	41,253.74	359.90	316.00	357.85	181666	6.07
Jan-20	40,723.49	404.15	346.55	373.50	304748	11.42
Feb-20	38,297.29	459.60	345.95	403.00	406749	16.86
Mar-20	29,468.49	434.65	264.05	267.45	167680	5.78

BEL Share Price on BSE & BSE Sensex

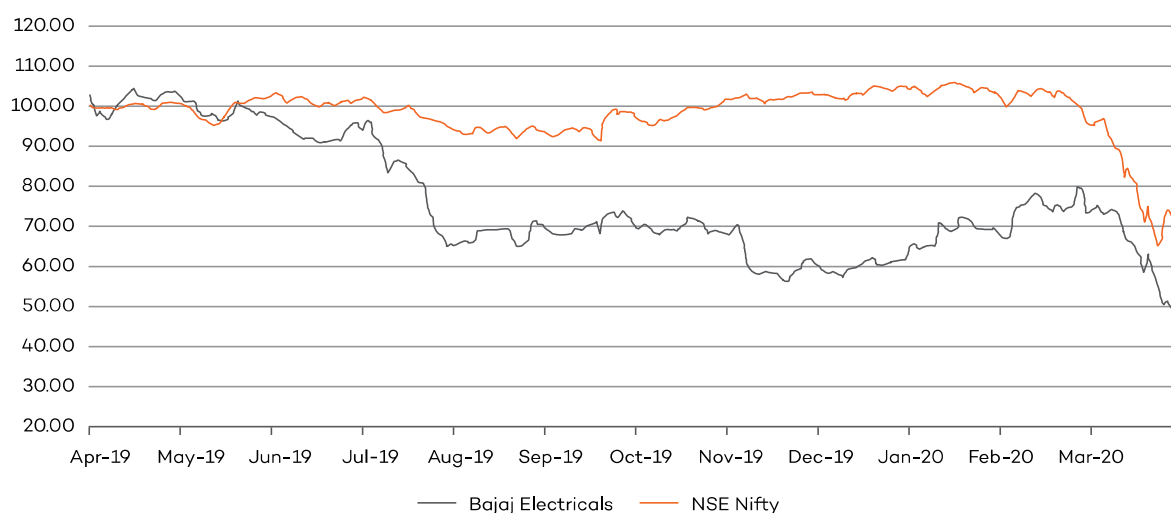


Note: Share price of Bajaj Electricals Limited and BSE Sensex have been indexed to 100 on April 1, 2019.

BEL Share Price on NSE vis-à-vis NSE Nifty April 2019–March 2020

Month	NSE Nifty Close	BEL Share Price			Number of shares traded during the month	Turnover (₹) Crore
		High (₹)	Low (₹)	Close (₹)		
Apr-19	11,748.15	587.70	528.05	571.85	4746266	266.32
May-19	11,922.80	574.00	521.60	537.40	3518790	192.90
Jun-19	11,788.85	549.40	498.35	529.25	1551091	80.19
Jul-19	11,118.00	541.00	338.45	364.75	4083201	178.04
Aug-19	11,023.25	406.00	347.00	392.50	3273402	122.89
Sep-19	11,474.45	427.80	367.40	390.95	1742457	68.90
Oct-19	11,877.45	413.80	370.00	378.65	1741395	67.55
Nov-19	12,056.05	394.65	306.70	339.70	4255095	144.02
Dec-19	12,168.45	360.00	315.20	358.15	2980059	101.16
Jan-20	11,962.10	404.60	346.85	373.55	4098145	155.56
Feb-20	11,201.75	460.00	347.65	403.30	5072878	210.92
Mar-20	8,597.75	435.00	263.55	268.45	3641869	124.42

BEL Share Price on NSE & NSE Nifty



Note: Share price of Bajaj Electricals Limited and NSE Nifty have been indexed to 100 on April 1, 2019.

h. Share Transfer System/Dividend and Other related matters

i. Share Transfer System

In light of the provisions of Notification No. SEBI/LAD/NRO/GN/2018/24 dated June 8, 2018 and Press Release dated December 3, 2018 issued by the Securities and Exchange Board of India, Members may please note that, with effect from April 1, 2019, transfer of shares (except transmission and transposition of shares) will be in dematerialised form only.

The shareholders holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future while transferring the shares.

ii. Nomination facility for shareholding

In terms of the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH-13), from the Company's RTA or download the same from the Company's website. Members holding shares in dematerialised form should contact their Depository Participants (DP) in this regard.

iii. Permanent Account Number

Members who hold shares in physical form are advised to register their PAN card details since SEBI has made it mandatory that a copy of the PAN card of the transferor(s), transferee(s), surviving joint holders/legal heirs shall be submitted to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

iv. Subdivision of shares

The Company had subdivided the face value of its equity shares from ₹ 10 to ₹ 2 in 2009. Members still holding share certificates of ₹ 10 are requested to send the certificates to the Registrar and Share Transfer Agent of the Company (contact details given below) for exchange with shares of the face value of ₹ 2 each.

v. Dividend / Unclaimed Dividend / Unclaimed Shares

a) Payment of dividend through Automated Clearing House (ACH)

The Company provides the facility for direct credit of the dividend to the Members' Bank Account. SEBI Listing Regulations also mandate companies to credit the dividend to the members electronically. Members are therefore urged to avail this facility to ensure safe and speedy credit of their dividend into their bank account through the banks' ACH mode.

Members who hold shares in demat mode should inform their depository participant, whereas Members holding shares in physical form should inform Registrar and Share Transfer Agent of the Company (contact details given below) of the core banking account details allotted to them by their bankers. In cases where the core banking account details are not available, the Company will issue demand drafts mentioning the existing bank details available with the Company.

b) Unclaimed dividends

The Company is required to transfer dividends, which have remained unpaid/unclaimed for a period of seven (7) years from the date the amount is transferred to Unpaid Dividend Account of the Company to the Investor Education & Protection Fund ("IEPF") established by the Government. Accordingly, during the financial year 2020-21, unclaimed final dividends pertaining to the final year ended March 31, 2013 will be transferred to IEPF.

Before transferring the unclaimed dividends to IEPF, individual letters/email communications/newspaper notice are sent/given to those Members whose unclaimed dividends are due for transfer to enable them to claim the dividends before the due date for such transfer. The information on unclaimed dividend is also posted on the Company's website at www.bajajelectricals.com.

Details of Unclaimed Dividend as on March 31, 2020 and due dates for their transfer:

Sr. No.	Financial Year	Date of declaration of Dividend	Unclaimed Amount (₹)	Due Date for transfer to IEPF Account
1.	2012-13	August 6, 2013	821,198.00	September 5, 2020
2.	2013-14	July 31, 2014	852,670.50	August 30, 2021
3.	2014-15	August 6, 2015	961,720.50	September 5, 2022
4.	2015-16	March 10, 2016	1,815,755.20	April 9, 2023
5.	2016-17	August 3, 2017	1,697,253.60	September 1, 2024
6.	2017-18	August 9, 2018	1,472,233.00	September 7, 2025
7.	2018-19	August 7, 2019	9,66,385.00	September 5, 2026

c) Transfer of the 'shares' into Investor Education and Protection Fund ("IEPF") (in cases where dividend has not been paid or claimed for seven (7) consecutive years or more)

In terms of Section 124(6) of the Act read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, and Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer the shares in respect of which dividends have remained unpaid/unclaimed for a period of seven consecutive years or more to the IEPF Account established by the Central Government. As required under the said Rules, the Company has transferred the required number of shares to the IEPF.

Guidelines for investors to file claim in respect of the unclaimed dividend or shares transferred to the IEPF:

Investors/depositors whose unpaid dividends, matured deposits or debentures etc. have been transferred to IEPF under the erstwhile Companies Act, 1956 and/or the Act, can claim the amounts. In addition, claims can also be made in respect of shares which have been transferred into the IEPF, as per the procedures/guidelines stated as follows:

- Download the Form IEPF-5 from the website of IEPF (www.iepf.gov.in) for filing the claim for the refund of dividend/shares. Read the instructions provided on the website/instruction kit,

along with the e-form carefully, before filling the form.

- After filling the form, save it on your computer and submit the duly filled form by following the instructions given in the upload link on the website. On successful uploading, an acknowledgment will be generated indicating the SRN. Please note down the SRN details for future tracking of the form.
- Take a print out of the duly filled Form No.IEPF-5 and the acknowledgment issued after uploading the form.
- Submit an indemnity bond in original, copy of the acknowledgment and self-attested copy of e-form, along with other documents as mentioned in the Form No.IEPF-5 to the Nodal Officer of the Company at its Registered Office in an envelope marked 'Claim for refund from IEPF Authority/Claim for shares from IEPF' as the case may be. Kindly note that submission of documents to the Company is necessary to initiate the refund process.
- Claim forms completed in all respects will be verified by the concerned Company and on the basis of Company's Verification Report, refund will be released by the IEPF Authority in favour of claimants' Aadhar-linked bank account through electronic transfer and/or the shares shall be credited to the demat account of the claimant, as the case may be.

vi. The Nodal Officer of the Company for IEPF Refunds Process is Shri Ajay Nagle, Executive Vice President & Head – Legal and Company Secretary.

opened with either one of the Depositories viz. National Securities Depository Limited (NSDL) or Central Depository Services Ltd. (CDSL).

d) Unclaimed Shares

Regulation 39(4) of the SEBI Listing Regulations read with Schedule VI 'Manner of dealing with Unclaimed Shares', had directed Companies to dematerialise such shares, which have been returned as 'undelivered' by the postal authorities and hold these shares in an 'Unclaimed Suspense Account' to be

All corporate benefits on such shares viz. bonus, dividend etc. shall be credited to the unclaimed suspense account as applicable for a period of seven (7) years and thereafter be transferred in accordance with the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Act.

Pursuant to Regulation 34(3) read with Schedule V of the SEBI 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

i. Reconciliation of Share Capital Audit

As required by the SEBI, quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with NSDL, CDSL and held in physical form, with the issued and listed capital. The Auditor's Certificate with regard to the same is submitted to BSE Limited and the NSE and is also placed before the Stakeholders' Relationship Committee and the Board of Directors.

j. Distribution of Shareholding as on March 31, 2020

Distribution of shareholding across categories:

Categories	March 31, 2020		March 31, 2019	
	No. of shares	% of total capital	No. of shares	% of total capital
Promoters and Promoter Group	71870858	63.17	64218485	62.71
Individuals (including HUF)	13666531	12.01	17005889	16.61
Mutual Funds	12992828	11.42	8352294	8.16
FII's	9051464	7.96	5834717	5.70
Indian Bodies Corporates	1516113	1.33	2765185	2.70
Trusts	2126655	1.87	1903672	1.86
NRIs and OCBs	1035605	0.91	1339239	1.31

Categories	March 31, 2020		March 31, 2019	
	No. of shares	% of total capital	No. of shares	% of total capital
Insurance Companies	592839	0.52	-	-
IEPF	246758	0.23	234016	0.23
Clearing Members	78932	0.07	206963	0.20
Alternate Investment Funds	561744	0.49	449405	0.44
Banks, NBFCs and FIs	27185	0.02	89691	0.08
Foreign Nationals	195	0.00	45	0.00
Total	113767707	100.00	102399601	100.00

Distribution of shareholding according to size category as on March 31, 2020:

Categories	No. of folios	% to total shareholders	No. of shares	% to total shares
1 to 1000	39136	90.70	6926918	3.04
1001 to 2000	1743	4.04	2489234	1.10
2001 to 4000	953	2.21	2689720	1.18
4001 to 6000	439	1.02	2192308	0.96
6001 to 8000	219	0.51	1524270	0.67
8001 to 10000	135	0.31	1223138	0.54
10001 to 20000	244	0.56	3403556	1.50
20001 and above	280	0.65	207086270	91.01
Total	43149	100.00	227535414	100.00

k. Dematerialisation of shares and liquidity

As on March 31, 2020, 112084851 (98.52%) equity shares of the Company were held in dematerialised form, compared to 100593615 (98.24%) equity shares as on March 31, 2019. Shares held in physical and electronic mode as on March 31, 2020 are given herein below.

Shares held in physical and electronic mode:

	Position as on March 31, 2020		Position as on March 31, 2019		Net change during FY 2019-20	
	No. of shares	% of total shareholding	No. of shares	% of total shareholding	No. of shares	% of total shareholding
Physical (A)	1682856	1.48	1805986	1.76	(123130)	(0.28)
Demat (B)						
NSDL	109086613	95.89	97309327	95.03	11777286	0.86
CDSL	2998238	2.63	3284288	3.21	(286050)	(0.58)
Total Demat (B)	112084851	98.52	100593615	98.24	11491236	0.28
Total (A) + (B)	113767707	100.00	102399601	100.00	11368106	-

l. Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

m. Credit Ratings

The Company has obtained credit rating from ICRA Limited and CARE Ratings Limited. During the financial year 2019-20, there has been downgrade in rating of the Company, the details of which are given below:

Rating Agency	Particulars of Debt	Particulars of Change/Downgrade
ICRA Limited	Line of Credit (long-term)	From [ICRA]A+ to [ICRA]A-
	Line of Credit (short-term)	From [ICRA]A1+ to [ICRA]A2+
	Commercial Paper	From [ICRA]A1+ to [ICRA]A2+
	Non-convertible debenture	From [ICRA]A+ to [ICRA]A-
CARE Ratings Limited	Commercial Paper	Form CARE A1+ to CARE A1

n. Debenture Trustee

Axis Trustee Services Limited

The Ruby, 2nd Floor, SW,
29, Senapati Bapat Marg,
Dadar (West), Mumbai – 400028
Tel: +91-22-62300451
Fax: +91-22-62300700
Email: debenturetrustee@axistrustee.com;
complaints@axistrustee.com

o. Address for Correspondence

All Shareholders' correspondence should be forwarded to Link Intime India Private Limited, Registrar & Share Transfer Agents of the Company or to Compliance Officer at their following respective addresses:

Link Intime India Private Limited	Ajay Nagle, Compliance Officer
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	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

p. Factories/Plants Location

Chakan Unit	Ranjangaon Unit	Wind Farm	Shikohabad Unit	Parwanoo Unit
Village Mahalunge, Chakan, Chakan Talegaon Road, Tal: Khed, Dist: Pune, Maharashtra – 410 501	MIDC – Ranjangaon Village : Dhoksanghavi Tal: Shirur, Dist: Pune Maharashtra – 412 210	Village Vankusawade Tal: Patan Dist: Satara Maharashtra – 415 206	Shikohabad, Firozabad, Uttar Pradesh – 205 141	Plot No. 46-48, Sector- 5, Parwanoo, Solan, Himachal Pradesh - 173 220

Compliance with Code of Conduct

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Business Conduct & Ethics for the year ended March 31, 2020.

For **Bajaj Electricals Limited**

Sd/-

Shekhar Bajaj

Chairman & Managing Director

DIN: 00089358

Mumbai

May 14, 2020

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of the Securities 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 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 Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on the financial year ended on March 31, 2020.

For Anant B. Khamankar & Co.,

Company Secretaries

Sd/-

(Anant B. Khamankar)

Proprietor

FCS No. – 3198

CP No. – 1860

UDIN: F003198B000349049

Date: June 17, 2020

Place: Mumbai

Chairman & Managing Director & Chief Executive Officer (MD & CEO) and Chief Financial Officer (CFO) Certification

To,
The Board of Directors,
BAJAJ ELECTRICALS LIMITED
45/47, Veer Nariman Road,
Mumbai – 400001

Dear members of the Board,

We, Shekhar Bajaj, Chairman & Managing Director and CEO, and Anant Purandare, Chief Financial Officer of Bajaj Electricals Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet as at March 31, 2020, Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information of the Company, and the Board's report for the year ended March 31, 2020.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and/or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have:
 - a. Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Indian Accounting Standards (Ind AS).
 - c. Evaluated the effectiveness of the Company's disclosure, controls and procedures.
 - d. Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
 - 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 year covered by this report.
- c. All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
- d. Any instances of significant fraud of which we are aware, that involve the Management or other

employees who have a significant role in the Company's internal control system.

- 7. We affirm that we have not denied any personnel 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.
- 8. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Mumbai
June 19, 2020

Sd/-
Shekhar Bajaj
Chairman & Managing Director and CEO

Sd/-
Anant Purandare
Chief Financial Officer

Compliance Certificate of the Auditors

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, as amended

To the Members

Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai – 400 001

1. The Corporate Governance Report prepared by Bajaj Electricals Limited ("the Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of regulation 46 and para C, D and E of Schedule V of the 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, 2020 as required by the Company for annual submission to the Stock exchange.
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 ICAI.

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.
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 procedures performed include:
 - i. Read and understood 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 with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2020 and verified that at least one independent woman director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following committee meetings held during April 1, 2019 to March 31, 2020:
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 provide a reasonable assurance in the form of an opinion whether the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

- (a) Board of Directors;
 - (b) Audit Committee;
 - (c) Annual General Meeting (AGM);
 - (d) Nomination and Remuneration Committee;
 - (e) Stakeholders' Relationship Committee;
 - (f) Risk Management Committee;
 - (g) Finance Committee;
 - (h) Debenture Committee;
 - (i) QIP Committee;
 - (j) Rights Issue Committee;
 - (k) Corporate Social Responsibility Committee Meeting; and
 - (l) Independent Directors' Meeting
- v. Obtained necessary declarations from the directors of the Company.
- vi. Obtained and read the policy adopted by the Company for related party transactions.
- vii. Obtained the schedule of related party transactions during the year and balances at the year-end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
- viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. 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

9. Based on the procedures performed by us, as referred 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 specified in the Listing Regulations, as applicable, for the year ended March 31, 2020, referred to in paragraph 1 above.

Other matters and Restriction on Use

10. 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.
11. 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
UDIN Number: 20105938AAACT8520

Place of Signature: Mumbai
Date: June 19, 2020