

Notice of the Annual General Meeting

Pursuant to Section 101 of the Companies Act, 2013

NOTICE is hereby given that Eighty-second (82nd) Annual General Meeting ("AGM") of Bajaj Electricals Limited will be held on Wednesday, August 11, 2021 at 3.00 p.m. (IST) through Video Conferencing/Other Audio Visual Means to transact the following business:

Ordinary Business:

1. To receive, consider and adopt: (a) the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon.
2. To appoint a Director in place of Shri Madhur Bajaj (DIN: 00014593), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Rajiv Bajaj (DIN: 00018262), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

4. To approve the revision in the remuneration of Shri Anuj Poddar (DIN: 01908009), Executive Director of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members of the Company be accorded for revision in the remuneration of Shri Anuj Poddar (DIN: 01908009), who was appointed as the Executive Director of the Company with effect from November 1, 2018 for a period of 5 (five) years, by including performance-based commission as an additional component to his remuneration, effective January 1, 2021 till remainder of duration of his tenure.

RESOLVED FURTHER THAT all the terms and conditions of his appointment and remuneration existing presently shall remain in force except the performance-based commission which shall be payable as under:

Commission: Commission at the rate of five tenths percent (0.50%) of the Net Profits of the Company calculated in accordance with Section 198 of the Act, payable after adoption of the annual accounts for that financial year by the members in the annual general meeting.

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. To approve amendments in the 'Bajaj Electricals Limited Employee Stock Option Plan 2015' and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in partial modification of earlier special resolutions passed by the Members of the Company through postal ballot dated January 21, 2016 and at the Annual General Meeting held on August 28, 2020 approving/amending the 'Bajaj Electricals Limited Employee Stock Option Plan 2015' ("ESOP 2015"/ "Scheme"), and pursuant to the provisions of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with the Circular No. CIR/CFD/POLICY CELL/2/2015 issued by the Securities and Exchange Board of India on June 16, 2015 (Collectively referred to as

“SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules made thereunder, the provisions of the Memorandum and Article of Association of the Company, subject further to such other approvals, permissions and sanctions as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members be accorded to amend the Scheme by way of increasing the maximum number of employee stock options (“Options”) to be granted to an individual employee from 1,00,000 (One Lakh) Options to 2,00,000 (Two Lakh) Options under the Scheme and accordingly update the Sub-clause 3.2 of the Scheme by replacing the 1,00,000 (One Lakh) Options with 2,00,000 (Two Lakh) Options.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise require, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard in conformity with the provisions of the Act, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company and other applicable laws.”

6. To approve the Borrowing by way of Issue of Securities and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 42 and 71 of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules made thereunder, as may be applicable, and other applicable guidelines and regulations issued by the Securities and Exchange Board of India or any other law for the time being in force (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, approval of the Members of the Company be accorded to authorise the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise require, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to borrow from time to time, by way of securities including but not limited to secured/unsecured redeemable Non-Convertible Debentures (NCDs) and/or Commercial Papers (CPs) to be issued under private placement basis, in domestic and/or international market, in one or more series/tranches aggregating upto an amount not exceeding ₹ 300 crore (Rupees Three

Hundred Crore only), issuable/redeemable at discount/par/premium, under one or more shelf disclosure documents, during the period of one year from the date of this Annual General Meeting, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs and/or CPs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto; provided that the said borrowings shall be within the overall borrowing limit of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

7. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration Number: 000010), appointed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise require, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, amounting to ₹ 1,65,000/- (Rupees One Lakh Sixty Five Thousand only) (excluding all taxes and reimbursement of out-of-pocket expenses) be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board of Directors

Ajay Nagle

EVP and Head – Legal & Company Secretary
ICSI Membership No. A9855
Mumbai, May 25, 2021

Registered Office:

45/47, Veer Nariman Road, Mumbai 400 001, India
CIN: L31500MH1938PLC009887
Website: www.bajajelectricals.com
E-mail: legal@bajajelectricals.com
Tel.: +91 22 6110 7800 / 6149 7009

Notes:

1. In view of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 (the "Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. The statement pursuant to Section 102 of the Act, setting out the material facts in respect of special businesses under Item Nos.4-7 is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited ("LinkIntime") for assistance in this regard.
5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DP) in case the shares are held by them in electronic form and with LinkIntime in case the shares are held by them in physical form.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held by them in electronic form and to LinkIntime in case the shares are held by them in physical form.
- Members holding shares in physical form who have not registered their email addresses with the Company can get their email addresses registered by clicking on the link: https://linkintime.co.in/emailreg/email_register.html on the website www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and update their details such as Name, Folio number, Certificate number, PAN, mobile number and email id by uploading scanned copy of share certificate (front and back) in pdf or jpeg format (upto 1MB).
- Members holding shares in demat form are requested to update their email address with their respective DPs.
7. SEBI vide its earlier circulars have made the PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction. Members are requested to submit their PAN details to their respective DP in case of holdings in dematerialised form or to LinkIntime in case of holdings in physical form, mentioning the correct folio number.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to LinkIntime in case the shares are held in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LinkIntime, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members, intending to require information about the Financial Accounts to be approved at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred

to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

13. It is in the Members' interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time. Members who have not yet encashed their dividend warrant(s) from the financial year ended March 31, 2014 and onwards are requested to forward their claims to LinkIntime at Unit: Bajaj Electricals Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company upto the year ended on March 31, 2013, have already been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website: www.bajajelectricals.com and Ministry of Corporate Affairs website: www.mca.gov.in.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.bajajelectricals.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of LinkIntime at <https://instavote.linkintime.co.in>.
15. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. At the seventy-eighth AGM held on August 3, 2017 the Members approved appointment of S R B C & Co. LLP, Chartered Accountants (Firm Registration No.324982E/E300003) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the eighty-third AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the eighty-second AGM.
17. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their

PAN with the Company/LinkIntime (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [rnt.helpdesk@linkintime.co.in](mailto:helpdesk@linkintime.co.in). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@linkintime.co.in.

18. The Company has designated an exclusive e-mail id legal@bajajelectricals.com to enable investors to register their complaints/queries, if any.
19. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
20. Instructions for e-voting and joining the AGM are as follows:

A. Voting Through Electronic Means

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the provisions of Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by LinkIntime on all Resolutions set forth in this Notice.

The remote e-voting period commences on August 8, 2021 (9:00 A.M. IST) and ends on August 10, 2021 (5:00 P.M. IST). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of August 4, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LinkIntime for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 9, 2021. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-Voting facility.

Remote e-Voting Instructions for shareholders:

- a. For Individual Shareholders holding securities in demat mode with NSDL:-

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.
 - After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
 - If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- b. For Individual Shareholders holding securities in demat mode with CDSL:-
- Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 - After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.
 - If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
- c. For Individual Shareholders (holding securities in demat mode) & login through their depository participants:-
- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
 - Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- d. For Individual Shareholders holding securities in Physical mode and e-voting service Provider is LINKINTIME:-
1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

 - A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

Click "confirm" (Your password is now generated).

2. Click on 'Login' under 'SHARE HOLDER' tab.
 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
 5. E-voting page will appear.
 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
- e. For Institutional shareholders:-
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- f. For Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:-
- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
 - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

- g. For Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:-

- Shareholders/Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

- h. Helpdesk for Individual Shareholders holding securities in demat mode:-

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

- Individual Shareholders holding securities in demat mode with NSDL: Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
- Individual Shareholders holding securities in demat mode with CDSL: Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

- i. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME:-

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

- j. Process for those shareholders whose email address is not registered with the Company/Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:-

1. For physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in
2. For Demat shareholders – Members are requested to update their email address with the depository participants by following the procedure advised by them and then follow the instructions as detailed above to login for e-voting.

B. Instructions for Members for attending the AGM through VC/OAVM

Shareholders/Members are entitled to attend the AGM through VC/OAVM provided by Linkintime by following the below mentioned process:

- a. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- b. Select the 'Company' and 'Event Date' and register with your following details:
 - A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/Members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
- c. Click 'Go to Meeting' (You are now registered for InstaMeet and your attendance is marked for the meeting).

C. Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting

- a. Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at least 3 days in advance with the Company at legal@bajajelectricals.com.
- b. Shareholders/Members will get confirmation on first cum first basis depending on the availability of time for the AGM.
- c. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting.
- d. Shareholders/Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at legal@bajajelectricals.com. The same will be replied by the Company suitably.
- e. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- f. For a smooth experience of viewing the AGM proceedings, Shareholders/Members who are registered as speakers for the event are requested to download and install the 'Webex Meetings' application by clicking on the link: <https://www.webex.com/downloads.html/>
- g. Shareholders/Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Note: Those Shareholders/Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Shareholders/Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

D. Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet

Once the electronic voting is activated by the Scrutiniser during the meeting, Shareholders/Members who have not already exercised their vote through the remote e-Voting can cast the vote as under:

- a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- b. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet and click on 'Submit'.

- c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- d. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against".
- e. After selecting the appropriate option i.e. "Favour/Against" as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior

to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Other Instructions

1. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.bajajelectricals.com and on the website of LinkIntime <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

Item No.4

Shri Anuj Poddar was appointed as an Executive Director of the Company for a period of 5 years effective from November 1, 2018 by the Board of Directors in its meeting held on November 1, 2018 and his appointment was approved by the shareholders of the Company in their Annual General Meeting held on August 7, 2019.

Considering the overall growth achieved by the Company under the dynamic leadership of Shri Anuj Poddar, and on the basis of the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on February 4, 2021 has, subject to the approval of the Members, approved a revision in the remuneration of Shri Anuj Poddar, Executive Director of the Company by including performance-based commission as an additional component to his remuneration, effective January 1, 2021 till remainder of duration of his tenure, at the rate of five tenths percent (0.50%) of the Net Profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013 (the "Act"), payable after adoption of the annual accounts for that financial year by the Shareholders in the annual general meeting.

The remuneration payable to Shri Anuj Poddar shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, out of abundant caution and in view of the relevant extant provisions of the Act relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act which, inter-alia, prescribes that in case of no profits or inadequate profits, remuneration can be paid to a managerial personnel

in accordance with the provisions of Section II, subject to the condition that a Special Resolution has been passed for payment of remuneration to a managerial personnel. Further, no approval of the Central Government is required for appointment and payment of remuneration to Shri Anuj Poddar as an Executive Director as he is functioning in a professional capacity and fulfills the conditions mentioned in Part I and Para B of Section II of Part II of Schedule V to the Act. Relevant information and disclosures prescribed in Schedule V to the Act are given in Annexure-B to this notice.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.4 will be made available for inspection of the Members through electronic mode by writing to the Company at legal@bajajelectricals.com from the date of circulation of the AGM Notice till the date of the AGM i.e. August 11, 2021.

Shri Anuj Poddar and his relatives are interested in the resolution set out at Item No.4 of the Notice. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No.4 of the Notice for approval of the Members by way of Special Resolution.

Item No.5

The Company had implemented the 'Bajaj Electricals Limited Employee Stock Option Plan 2015' ("ESOP 2015"/ "Scheme"), with a view to attract

and retain key talents by way of rewarding their performance and motivate them to contribute to the overall growth and profitability of the Company. The Scheme was originally approved by the Members of the Company by way of a special resolution through postal ballot dated January 21, 2016 in due compliance of the applicable provisions of the Companies Act, 2013 ("Act") read with relevant rules and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with relevant circular issued thereunder ("SEBI SBEB Regulations"). The Scheme was last amended by shareholders at their Annual General Meeting held on August 28, 2020, by increasing the maximum number of employee stock options ("Options") to be granted to an individual employee from 40,000 (Forty Thousand) Options to 1,00,000 (One Lakh) Options under the Scheme.

With a view to retain and incentivise critical talents and create entrepreneurial teams for ensuring superior shareholders' return and to facilitate employee cost rationalisation by use of Options, it is thought expedient to increase the individual limit from 1,00,000 (One Lakh) Options to 2,00,000 (Two Lakh) Options per employee under Sub-clause 3.2 of the Scheme by way of amendment.

As per provisions of Regulation 7 of the SEBI SBEB Regulations, a company may vary the terms of the Scheme provided that such variation is not prejudicial to the interests of the option grantees/employees and that the proposal is approved by the shareholders of the Company by way of a special resolution.

The aforesaid proposed variation is not detrimental to the interests of any option grantees/employees. The beneficiaries of such variation shall be the option grantees to whom options would be granted in future.

Given the details of amendments, rationale thereof and beneficiaries of such variation, consent of the Members is being sought by way of a Special Resolution pursuant to Regulation 7 of the SEBI SBEB Regulations read with Section 62(1)(b) and all other applicable provisions, if any, of the Act.

Features of the Scheme shall remain same as originally approved except as stated above.

Subject to the approval of the Members, the Nomination and Remuneration Committee and Board of Directors of the Company have respectively approved the aforesaid proposed amendment vide their respective resolutions dated May 25, 2021.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.5 will be made available for inspection of the Members through electronic mode by writing to the Company at legal@bajajelectricals.com from the date of circulation of the AGM Notice till the date of the AGM i.e. August 11, 2021.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in this resolution, financially or otherwise, in the resolution set out at Item No.5 of the Notice, except to the extent they may be lawfully granted options under the Scheme.

The Board recommends the resolution set out at Item No.5 of the Notice for approval of the Members by way of Special Resolution.

Item No.6

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

In order to augment resources for, inter-alia, the ongoing capital expenditure, long term working capital/short term working capital and for general corporate purposes, the Company may offer or invite subscription for securities including but not limited to secured/unsecured redeemable Non-Convertible Debentures and/or Commercial Papers, in one or more series/tranches on a private placement basis, in domestic and/or international market, issuable/redeemable at discount/par/premium.

The Company seeks to pass an enabling resolution to borrow funds from time to time by offer of securities including but not limited to Non-Convertible Debentures and/or Commercial Papers for an amount not exceeding ₹ 300 crore (Rupees Three Hundred Crore only), at a discount or at par or at a premium and at such interest as may be appropriate considering the prevailing money market conditions at the time of borrowing.

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

Particulars	(Amount: ₹ in crore)	
	As at 31-Mar-21	As at 31-Mar-20
Paid-up Capital and Free Reserves	910.18	709.46
Outstanding Borrowings	463.73	957.15

The approval sought for offer of securities including but not limited to Non-Convertible Debentures and/or Commercial Papers, shall be within the overall borrowing limit of the Company in terms of Section 180 of the Act. Subject to the approval of the Members, the Board of Directors of the Company (the "Board") has approved the aforesaid proposal vide its resolution dated May 25, 2021.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.6 will be made available for inspection of the Members through electronic mode by writing to the Company at legal@bajajelectricals.com from the date of circulation of the AGM Notice till the date of the AGM i.e. August 11, 2021.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board recommends the resolution set out at Item No.6 of the Notice for approval of the Members by way of Special Resolution.

Item No.7

The Board of Directors of the Company (the "Board"), at its Meeting held on May 25, 2021, upon the recommendation of the Audit Committee, approved the appointment of Messrs R. Nanabhoy & Co., Cost Accountants, having Firm Registration Number 000010, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the financial year ending March 31, 2022, at a remuneration of ₹ 1,65,000/- (Rupees One Lakh Sixty Five Thousand only) (excluding all taxes and reimbursement of out-of-pocket expenses).

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.7 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending March 31, 2022.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board recommends the resolution set out at Item No.7 of the Notice for approval of the Members by way of an Ordinary Resolution.

By Order of the Board of Directors

Ajay Nagle

EVP and Head – Legal & Company Secretary
ICSI Membership No. A9855
Mumbai, May 25, 2021

Registered Office:

45/47, Veer Nariman Road, Mumbai 400 001, India
CIN: L31500MH1938PLC009887
Website: www.bajajelectricals.com
E-mail: legal@bajajelectricals.com
Tel.: +91 22 6110 7800 / 6149 7009

Annexure-A

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

Shri Madhur Bajaj	
Director Identification Number	00014593
Date of Birth	August 19, 1952
Qualifications	B.Com., MBA from Institute of Management Development, Lausanne, Switzerland. Industrialist with over 36 years of experience and a member of the Board since 1994. He is the recipient of the Vikas Rattan Award from the International Friendship Society of India, for enriching human life and outstanding achievements.
Experience (including expertise in specific functional area) / Brief Resumes	
Appointment/Re-appointment	Re-appointment on retirement by rotation.
Terms and Conditions of Appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Madhur Bajaj who was re-appointed as Non-Executive Director at the Annual General Meeting held on August 7, 2019, is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 12.00 lakh in the financial year 2020-21 (for remuneration details, please refer the Corporate Governance Report).
Remuneration proposed to be paid	As per existing approved terms and conditions.
Date of first appointment on the Board	November 28, 1994
Shareholding in the Company as on March 31, 2021	703199 (0.61%) equity shares of ₹ 2 each (excluding 206575 (0.18%) equity shares held by him as a Trustee of Nimisha Bajaj Family Trust)
Relationship with other Directors/Key Managerial Personnel	Younger brother of Shri Shekhar Bajaj, Chairman & Managing Director of the Company.
Number of meetings of the Board attended during the year 2020-21	6/6

Shri Madhur Bajaj	
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> • Bajaj Auto Limited • Bajaj Finance Limited • Bajaj Finserv Limited • Bajaj Holdings & Investment Limited • Emerald Acres Private Limited • Sankalp Resorts Private Limited • Madhur Securities Private Limited • Mahakalpa Arogya Pratisthan
Membership/Chairmanship of Committees of other Boards as on March 31, 2021	Nil
Shri Rajiv Bajaj	
Director Identification Number	00018262
Date of Birth	December 21, 1966
Qualifications	Shri Rajiv Bajaj, aged 54 years, graduated first in class, with distinction, in Mechanical Engineering from the University of Pune in 1988, and then completed his masters in Manufacturing Systems Engineering with distinction from the University of Warwick in 1990.
Experience (including expertise in specific functional area) / Brief Resumes	<p>He has worked at Bajaj Auto in the areas of Manufacturing & Supply Chain (1990-95), R+D and Engineering (1995-2000), and Marketing and Sales (2000-2005), and has been its Managing Director since April 2005 having joined the Board on March 5, 2002.</p> <p>He has been conferred with numerous prestigious awards including India's Top 100 Young Achievers Award, Auto Professional Man of the Year Award, India's 20 Top Powerful CEOs Awards, Business Leadership Awards, NDTV Profit Man of The Year, NDTV Profit: Business Leadership Awards 2007 and many more.</p>
Appointment/Re-appointment	Re-appointment on retirement by rotation.
Terms and Conditions of Appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Rajiv Bajaj who was appointed as Non-Executive Director at the Annual General Meeting held on August 7, 2019, is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 10.00 lakh in the financial year 2020-21 (for remuneration details, please refer the Corporate Governance Report).
Remuneration proposed to be paid	As per existing approved terms and conditions.
Date of first appointment on the Board	November 1, 2018
Shareholding in the Company as on March 31, 2021	Nil (excluding 471052 (0.41%) equity shares held by him as a Trustee of Rishab Family Trust)
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.
Number of meetings of the Board attended during the year 2020-21	5/6
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> • Bajaj Auto Limited • Bajaj Finance Limited • Bajaj Finserv Limited • Bajaj Holdings & Investment Limited • Rahul Securities Private Limited • Kamalnayan Investment And Trading Private Limited • Bhoopati Shikshan Pratisthan • KTM AG (Austrian Company)
Membership/Chairmanship of Committees of other Boards as on March 31, 2021	Nil

Annexure-B

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

I. General Information																			
1. Nature of Industry	The Company is engaged in marketing of various consumer household and industrial goods including electric lamps and bulbs, lighting fittings and domestic appliances like fans, air-coolers, pressure cooker, ovens, toasters, heaters, geysers, mixer grinders and parts thereof; water purifier, water filters, etc., manufacturing and / or marketing electric fans and industrial items like highmasts, power transmission and in the implementation of turnkey projects.																		
2. Date of Commencement of Commercial Production	Commercial operations commenced in the year 1938.																		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																		
4. Financial Performance based on given indicators	As per Standalone Audited Financials: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2" style="text-align: right;">(₹ in crore)</th> </tr> <tr> <th style="background-color: #cccccc;">Particulars</th> <th style="background-color: #e67e22; color: white;">Financial Year 2020-21</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td style="text-align: right;">22.91</td> </tr> <tr> <td>Reserves excluding Revaluation Reserves</td> <td style="text-align: right;">1,573.61</td> </tr> <tr> <td>Total Income</td> <td style="text-align: right;">4,645.75</td> </tr> <tr> <td>Total Expenses</td> <td style="text-align: right;">4,416.33</td> </tr> <tr> <td>Profit before Tax</td> <td style="text-align: right;">241.18</td> </tr> <tr> <td>Tax Expenses</td> <td style="text-align: right;">57.54</td> </tr> <tr> <td>Profit after Tax</td> <td style="text-align: right;">183.64</td> </tr> </tbody> </table>	(₹ in crore)		Particulars	Financial Year 2020-21	Paid up Capital	22.91	Reserves excluding Revaluation Reserves	1,573.61	Total Income	4,645.75	Total Expenses	4,416.33	Profit before Tax	241.18	Tax Expenses	57.54	Profit after Tax	183.64
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Particulars	Financial Year 2020-21																		
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Total Expenses	4,416.33																		
Profit before Tax	241.18																		
Tax Expenses	57.54																		
Profit after Tax	183.64																		
5. Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs, FPIs, etc. are investors in the Company on account of past issuance of securities / secondary market purchase of the shares of the Company.																		
II. Information about the Appointee																			
1. Background details	<p>Shri Anuj Poddar, aged 46 years, is a Fellow of the Inaugural Class of Aspen Institute's India Leadership Initiative and member of Aspen Global Leadership Network, Trustee of Ananta Centre, member of BMW Foundation's World Young Leaders' Forum and has been on the Governing Council of CII-Young Indians. He has schooled in Mumbai, India and Michigan, USA and is a rank-holding Chartered Accountant.</p> <p>Before joining the Company as an Executive Director in November 2018, he was a member of the Leadership Team at Viacom18. In his over-decade long stint with Viacom18 he has a string of accomplishments. He spearheaded the formation of Viacom18, its foray into mass entertainment with Colors and architected its very successful journey of becoming one of India's leading media and entertainment conglomerates. He also set-up Viacom18's operations in USA and UK, led the acquisition of the Indian Film Company leading to the set-up of Viacom18 Motion Pictures and has led strategy for MTV Networks Asia. He was also engaged in successfully repositioning and redefining the scale of the regional entertainment space in India.</p> <p>Prior to joining Viacom 18, he has had over a decade of myriad professional experience in strategy consulting, mergers & acquisitions, advisory and assurance with Arthur Andersen and KPMG, besides running his own entrepreneurial ventures. In all his pursuits, he brings to fore a unique blend of business acumen, diverse experience and deep insight into human and consumer behavior that enable him to build and run strong successful businesses.</p>																		

2.	Past remuneration	Remuneration paid/payable to Shri Anuj Poddar for the financial years 2020-21: ₹ 439.42 lakh.
3.	Recognition or awards	Shri Anuj Poddar has been nominated as a Fellow of the prestigious Aspen Global Leadership Network. He was also nominated as a member of the Indo-German Young Leaders' Forum and continues as a member of BMW Foundation's World Responsible Leaders' Forum. These networks / forums comprise accomplished young leaders from across the world and from different walks of life that have a track record of high achievement in their chosen fields accompanied with a demonstrated commitment towards playing a broader role in shaping the society / world and working towards a higher purpose of common good.
4.	Job profile and his suitability	Shri Anuj Poddar devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board. Shri Anuj Poddar has over two decades of experience and has been associated with the Company for more than 4 years, and his candidatures is compatible with the organisational requirements. It is felt that the Company would benefit under his leadership and guidance.
5.	Remuneration proposed	In addition to all the terms and conditions of the appointment and remuneration of Shri Anuj Poddar, as approved by the shareholders at their 80th Annual General Meeting held on August 7, 2019, as existing presently and which shall remain in force, the performance-based commission shall be paid/payable, as an additional component to his remuneration, effective January 1, 2021 till remainder of duration of his tenure, as under: Commission: Commission at the rate of five tenths percent (0.50%) of the Net Profits of the Company calculated in accordance with Section 198 of the Act, payable after adoption of the annual accounts for that financial year by the members in the annual general meeting.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Executive Director, and the knowledge and experience of Shri Anuj Poddar, the remuneration is fully justifiable and comparable to that prevailing in the industry.
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed and dividend paid / payable on the equity shares held by him (if any), Shri Anuj Poddar does not have any pecuniary relationship with the Company. Shri Anuj Poddar is not related to any managerial personnel of the Company.
III. Other Information		
1.	Reasons of loss or inadequate profits	The Company is a profit making entity and does not envisage any loss or inadequate profits during the tenure of appointment of Shri Anuj Poddar. However, the Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.
2.	Steps taken or proposed to be taken for improvement	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.
IV. Disclosures		
The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees and stock options details of all the Directors, as applicable, are given in the Corporate Governance section of the Annual Report for the financial year 2020-21.		