

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the financial year ended March 31, 2023, 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.

Jamnala 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 fulfil 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 legislations.

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, Stakeholders' Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee, Finance Committee and Committee of Independent Directors. Each of the aforesaid Committees has been mandated to operate within a given framework.

Executive Chairman: The primary role of the Executive Chairman is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a worldclass 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.

Managing Director & Chief Executive Officer: The Managing Director & Chief Executive Officer, as a member of the Board and Core Management

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.

Core Management Committee: The main function of the Core Management 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 Core Management Committee is headed by the Executive Chairman and has 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 coordination with the senior management team.

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

Composition and category of the Board as on March 31, 2023

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, 2023, comprised of ten (10) Directors viz. one (1) Executive Director - Promoter, one (1) Executive Director – Non Promoter, three (3) Non-Executive Directors – Promoter and Promoter Group including one Woman Director, and five (5) Non-Executive Directors - Independent Directors, including one (1) Independent Woman Director, and accordingly, has the following composition:

Category of Directors	No. of Directors	%
Executive Directors	2	20.00
Non-Executive Directors, Non-Independent	3	30.00
Non-Executive Directors, Independent	5	50.00

The Chairman of the Board is an Executive Director. Independent Directors constitute 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: <https://www.bajajelectricals.com/media/6722/nomination-and-remuneration-policy.pdf>.

Directors' profile

The brief profiles of all the members of Board are available on the website of the Company: <https://www.bajajelectricals.com/board-of-directors/>.

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
Mr. Shekhar Bajaj	Industrialist, Electrical Consumer Durables Industry domain, Experience in managing a large business conglomerate, Business Strategy and Corporate Management.
Mr. Anuj Poddar	A Chartered Accountant with strong professional experience across consumer and other industries, Business Strategy and Corporate Management.
Mr. Madhur Bajaj	Industrialist, Experience in managing a large industrial conglomerate.
Mr. Rajiv Bajaj	Industrialist, Experience in managing a large industrial conglomerate.
Ms. Pooja Bajaj	Strong commercial acumen.
Mr. Harsh Vardhan Goenka	Industrialist, Experience in managing a large business conglomerate.
Mr. Shailesh Haribhakti	Experience in Auditing, Tax and Risk Advisory Services.
Dr. (Mrs.) Indu Shahani	Academics, Education.
Dr. Rajendra Prasad Singh	Experience in managing a large industrial conglomerate.
Mr. Munish Khetrapal	Technology professional with extensive leadership experience across global markets.

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 subsidiaries. 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 financial year 2022-23, the Board met six (6) times, viz. May 17, 2022, August 12, 2022, September 29, 2022, November 8, 2022, February 2, 2023, and March 28, 2023. 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 the financial year 2022-23:

Name of the director	Category	Relationship with other directors	No. of Board Meetings attended	Whether attended last AGM
Mr. Shekhar Bajaj	Executive Chairman	Brother of Madhur Bajaj, father-in-law of Pooja Bajaj	6/6	Yes
Mr. Anuj Poddar	Managing Director & Chief Executive Officer	-	6/6	Yes
Mr. Madhur Bajaj	Non-executive	Brother of Shekhar Bajaj	6/6	Yes
Mr. Rajiv Bajaj	Non-executive	-	6/6	Yes

Name of the director	Category	Relationship with other directors	No. of Board Meetings attended	Whether attended last AGM
Ms. Pooja Bajaj	Non-executive	Daughter-in-law of Shekhar Bajaj	6/6	Yes
Mr. Harsh Vardhan Goenka	Non-executive, independent	-	4/6	Yes
Mr. Shailesh Haribhakti	Non-executive, independent	-	6/6	Yes
Dr. (Mrs.) Indu Shahani	Non-executive, independent	-	5/6	Yes
Dr. Rajendra Prasad Singh	Non-executive, independent	-	5/6	Yes
Mr. Munish Khetrapal	Non-executive, independent	-	6/6	Yes

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 (read with 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.

Directorships and Memberships of Committees

Number of directorships/committee positions of directors as on March 31, 2023:

Name of the director	Directorships			Committee positions held 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
Mr. Shekhar Bajaj	3	5	5	3	2
Mr. Anuj Poddar	1	1	-	-	-

Meeting of Independent Directors

During the year under review, the independent directors met on May 17, 2022 and March 28, 2023, 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. All the independent directors attended the meeting dated May 22, 2022, while the meeting dated March 28, 2023 was attended by all the independent directors except Dr. Rajendra Prasad Singh.

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 given to independent directors as provided in the Act has been issued and disclosed on website of the Company: <https://www.bajajelectricals.com/media/6937/letter-of-appointment-to-independent-directors.pdf>.

Name of the director	Directorships			Committee positions held 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
Mr. Madhur Bajaj	4	-	4	-	-
Mr. Rajiv Bajaj	5	2	6	-	-
Ms. Pooja Bajaj	1	-	-	1	1
Mr. Harsh Vardhan Goenka	5	2	2	-	-
Mr. Shailesh Haribhakti	5	3	9	10	5
Dr. (Mrs.) Indu Shahani	4	1	3	6	1
Dr. Rajendra Prasad Singh	2	3	-	1	-
Mr. Munish Khetrapal	1	-	-	-	-

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/she 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, 2023:

Particulars	Name of listed entities	Category
Mr. Shekhar Bajaj	Bajaj Electricals Limited	Chairman, Executive
	Hercules Hoists Limited	Chairman, Non-Executive, Non-Independent
	Bajaj Holdings & Investments Limited	Chairman, Non-Executive, Non-Independent
Mr. Anuj Poddar	Bajaj Electricals Limited	Director-Chairperson related to Promoter
		Managing Director and Chief Executive Officer, Executive
Mr. Madhur Bajaj	Bajaj Electricals Limited	Non-Executive, Non-Independent
	Bajaj Holdings & Investment Limited	Non-Executive, Non-Independent
	Bajaj Finserv Limited	Non-Executive, Non-Independent
	Bajaj Auto Limited	Non-Executive, Non-Independent
	Bajaj Electricals Limited	Non-Executive, Non-Independent
Mr. Rajiv Bajaj	Bajaj Holdings & Investment Limited	Non-Executive, Non-Independent
	Bajaj Finance Limited	Non-Executive, Non-Independent
		Non-Executive, Non-Independent

Particulars	Name of listed entities	Category
Ms. Pooja Bajaj Mr. Harsh Vardhan Goenka	Bajaj Finserv Limited	Non-Executive, Non-Independent
	Bajaj Auto Limited	Managing Director and CEO, Executive
	Bajaj Electricals Limited	Non-Executive, Non-Independent
	Bajaj Electricals Limited	Non-executive, Independent
	RPG Life Sciences Limited	Chairman, Non-Executive, Non-Independent- Chairperson related to Promoter
Mr. Shailesh Haribhakti	CEAT Limited	Chairman, Non-Executive, Non- Independent- Chairperson related to Promoter
	KEC International Limited	Chairman, Non-Executive, Non-Independent- Chairperson related to Promoter
	Zensar Technologies Limited	Chairman, Non-Executive, Non-Independent
	Bajaj Electricals Limited	Non-executive, Independent
	Torrent Pharmaceuticals Limited	Non-executive, Independent
Dr. (Mrs.) Indu Shahani	Blue Star Limited	Non-executive, Independent- Chairperson
	Adani Total Gas Limited	Non-executive, Independent
	L&T Finance Holdings Limited	Non-executive, Independent
	Bajaj Electricals Limited	Non-executive, Independent
	United Spirits Limited	Non-executive, Independent
Dr. Rajendra Prasad Singh	Colgate-Palmolive (India) Limited	Non-executive, Independent
	Heubach Colorants India Limited	Non-executive, Independent
	Bajaj Electricals Limited	Non-executive, Independent
Mr. Munish Khetrapal	Jyoti Structures Limited	Chairman, Non-Executive, Independent- Chairperson
	Bajaj Electricals 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 Independent Directors under various statutes and other relevant matters.

The details of the familiarisation programme for Directors are available on the Company's website: <https://www.bajajelectricals.com/media/7543/familiarization-program-for-independent-directors-march-31-2023.pdf>

Plans for orderly succession for appointments

The Company believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee work along with the Human Resource team of the Company for a structured leadership succession plan.

GOVERNANCE CODES

Code of conduct for Directors and Senior Management

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 compliance of this Code on an annual basis. A declaration signed by the Managing Director and Chief Executive Officer 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: <https://www.bajajelectricals.com/media/7614/code-of-conduct-for-directors-and-senior-management.pdf>

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 a 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and its Immediate Relatives' ("the IT Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended ("PIT Regulations"). The IT Code is applicable to promoters, member of promoter group, all Directors and such designated persons 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 (UPSII)' ("Fair Disclosure Code") in compliance with the PIT Regulations.

This Fair Disclosure Code is displayed on the Company's website: <https://www.bajajelectricals.com/media/6125/fair-disclosure-code-wef-1st-april-2019.pdf>

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.

As on March 31, 2023, the Audit Committee comprised of three (3) Directors i.e. Mr. Shailesh Haribhakti as the Chairman and Dr. (Mrs.) Indu Shahani and Dr. Rajendra Prasad Singh 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 five (5) times during the financial year 2022-23. The maximum gap between two meetings was not more than 120 days. The Committee met on May 17, 2022, August 12, 2022, November 8, 2022, February 2, 2023, and March 28, 2023. The requisite quorum was present at all meetings. The Chairperson of the Audit Committee was present at the last AGM of the Company held on August 12, 2022.

The attendance of the Audit Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Mr. Shailesh Haribhakti	Chairperson	Independent Director	5/5
2.	Mr. Rajendra Prasad Singh	Member	Independent Director	4/5
3.	Dr. (Mrs.) Indu Shahani	Member	Independent Director	4/5

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 Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified Opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval including the financial statements, in particular, the investments made by unlisted subsidiary(ies);
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized 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 the related party transactions;
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 utilization 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;
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee shall mandatorily review 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;
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 SEBI Listing Regulations, 2015; and
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of SEBI Listing Regulations, 2015.
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, 2023, the Nomination and Remuneration Committee comprised of four (4) Directors viz. Dr. (Mrs.) Indu Shahani as the Chairperson, and Mr. Shekhar Bajaj, Mr. Shailesh Haribhakti, and Dr. Rajendra Prasad Singh as its members. The Company Secretary acts as the convener to the Committee.

Meetings and Attendance

The Nomination and Remuneration Committee met six (6) times during the financial year 2022-23. The Committee met on April 29, 2022, May 17, 2022, August 12, 2022, November 8, 2022, February 2, 2023, and March 28, 2023. The requisite quorum was present at all meetings. The Chairperson of the Nomination and Remuneration Committee was present at the last AGM of the Company held on August 12, 2022.

The attendance of the Nomination and Remuneration Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Dr. (Mrs.) Indu Shahani	Chairperson	Independent Director	5/6
2.	Mr. Shekhar Bajaj	Member	Executive Chairman	6/6
3.	Mr. Shailesh Haribhakti	Member	Independent Director	6/6
4.	Mr. Rajendra Prasad Singh	Member	Independent Director	5/6

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:

- 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.
- 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.
- While formulating the policy, to ensure that:
 - 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;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and longterm performance objectives appropriate to the working of the Company and its goals.
- 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.

- To lay down / formulate the evaluation criteria for performance evaluation of independent directors and the Board.
- To devise a policy on Board diversity.
- To ensure 'Fit & Proper' status of the proposed/ existing directors.
- 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.
- To review and approve the remuneration and change in remuneration payable to whole-time directors.
- 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).
- 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.

- 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: <https://www.bajajelectricals.com/media/6722/nomination-and-remuneration-policy.pdf>.

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 of the Act 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:

- 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;
- 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;
- Reimbursement of travelling and other related expenses incurred by the Non-Executive Directors for attending the Board and Committee meetings;
- 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 Executive Chairman, and Managing Director & Chief Executive Officer, 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:

- Mr. Shekhar Bajaj, Executive Chairman, as approved by the Members of the Company by way of special resolution dated October 12, 2022 passed through postal ballot, can be accessed at weblink: <https://www.bajajelectricals.com/media/7408/intimation-wrt-notice-of-the-postal-ballot.pdf>
- Mr. Anuj Poddar, Managing Director & Chief Executive Officer, as approved by the Members of the Company by way of special resolution dated October 12, 2022 passed through postal ballot, can be accessed at weblink: <https://www.bajajelectricals.com/media/7408/intimation-wrt-notice-of-the-postal-ballot.pdf>

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/nonexecutive directors and only non-promoter executive directors are eligible for stock option plans.

During the financial year 2022-23, the Company did not advance any loans to any of the directors.

The tenure of office of the Executive Chairman and Managing Director & Chief Executive Officer 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 Criteria 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 an overall Company's performance on parameters aligned to the Company's objectives.

Remuneration drawn by the Directors during the financial year 2022-23

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 has 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, the remuneration of Executive Chairman and Managing Director & Chief Executive Officer were paid 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 or SEBI Listing Regulations.

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

Executive Directors

(Amount: ₹ in lakh)

Name of Directors	Salary and allowances	Perquisites	Retiral Benefits	Commission payable	Total
Mr. Shekhar Bajaj	255.00	151.31	84.79	678.18	1,169.28
Mr. Anuj Poddar	475.63*	73.40	23.66	452.12	1,024.81

* Includes performance linked incentive of ₹ 92.25 lakh.

As on March 31, 2023, Mr. Shekhar Bajaj held 18,14,639 equity shares in the Company, whereas Mr. Anuj Poddar held 8000 equity shares in the Company. As on March 31, 2023, Mr. Anuj Poddar also had 1,52,000 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 2022-23 (₹)	Total (₹)	Number of equity shares and convertible instruments held as at March 31, 2023
Mr. Madhur Bajaj	6,00,000	6,00,000	12,00,000	2,00,000
Mr. Rajiv Bajaj	6,00,000	6,00,000	12,00,000	Nil
Ms. Pooja Bajaj	8,00,000	6,00,000	14,00,000	15,41,875
Mr. Harsh Vardhan Goenka	5,00,000	4,00,000	9,00,000	Nil
Mr. Shailesh Haribhakti	15,00,000	11,00,000	26,00,000	Nil
Dr. (Mrs.) Indu Shahani	17,50,000	9,00,000	26,50,000	Nil
Dr. Rajendra Prasad Singh	12,50,000	9,00,000	21,50,000	Nil
Mr. Munish Khetrapal	7,00,000	6,00,000	13,00,000	Nil

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 detailed criteria for such an evaluation is available on the website of the Company at <https://www.bajajelectricals.com/media/7069/evaluation-criteria-of-directors-and-committee.pdf>.

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., Ms. Pooja Bajaj as the Chairperson, and Dr. (Mrs.) Indu Shahani and Mr. Shekhar Bajaj as its members. The Committee is governed by a Charter.

Mr. 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 2022-23. The Committee met on June 14, 2022, September 8, 2022, December 16, 2022, and March 2, 2023. The requisite quorum was present at all meetings. The Chairperson of the Stakeholders' Relationship Committee was present at the last AGM of the Company held on August 12, 2022.

The attendance of the Stakeholders' Relationship Committee members:

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

Terms of reference

The terms of reference of Stakeholders' Relationship Committee are as under:

- To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, nonreceipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings, etc.

- Review of measures taken for effective exercise of voting rights by shareholders.

- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

- 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 Corporate 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 2022-23:

Investors Complaints	No. of complaints
Pending at the beginning of the year	Nil
Received during the year	11
Disposed off during the year	11
Remaining unresolved at the end of the year	Nil

(D) Risk Management Committee

As on March 31, 2023, the Risk Management Committee comprised of three (3) Directors and two (2) management personnel i.e., Mr. Shekhar Bajaj as the Chairperson and Mr. Anuj Poddar, Dr. (Mrs.) Indu Shahani, Mr. E C Prasad (Chief Financial Officer) and Mr. Rishiraj Haldankar (Head of Department - Audit) as its members. The Committee is governed by a Charter. The Company Secretary acts as the convener to 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 twice i.e., on September 8, 2022, and February 28, 2023. The requisite quorum was present at all the meetings. The gap between any two meetings has been less than one hundred and eighty days.

The attendance of the Risk Management Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Mr. Shekhar Bajaj	Chairperson	Executive Chairman	2/2
2.	Mr. Anuj Poddar	Member	Managing Director & Chief Executive Officer	2/2
3.	Dr. (Mrs.) Indu Shahani	Member	Independent Director	2/2
4.	Mr. E C Prasad	Member	Management Personnel	2/2
5.	Mr. Rishiraj Haldankar	Member	Management Personnel	2/2

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) 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 Mr. Shekhar Bajaj, as the Chairman of the Committee, and Dr. (Mrs.) Indu Shahani and Dr. Rajendra Prasad Singh, Independent Directors of the Company as its members.

During the financial year 2022-23, the Committee met twice i.e., on May 17, 2022, and March 28, 2023. The requisite quorum was present at all meetings.

The attendance of the Corporate Social Responsibility Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Mr. Shekhar Bajaj	Chairperson	Executive Chairman	2/2
2.	Dr. (Mrs.) Indu Shahani	Member	Independent Director	2/2
3.	Dr. Rajendra Prasad Singh	Member	Independent Director	1/2

(F) Finance Committee

The Company has Finance Committee comprising of three Directors viz. Mr. Shekhar Bajaj as its Chairman, and Dr. Rajendra Prasad Singh and Ms. Pooja Bajaj as its members. The Company Secretary acts as the convener to 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.

During the year under review, the Committee met once i.e., on October 25, 2022 which were attended by Mr. Shekhar Bajaj and Mr. Anuj

Poddar, whereas leave of absence was granted to Ms. Pooja Bajaj and Dr. Rajendra Prasad Singh.

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, and the same has been uploaded on the website of the Company at: <https://www.bajajelectricals.com/media/6127/policy-for-determining-material-subsiary-wef-1st-april-2019.pdf>.

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
81st	2019-20	Friday, August 28, 2020 at 2.30 P.M	Meeting through Video Conferencing / Other Audio Visual Means that was anchored at the registered office of the Company at 45-47, Veer Nariman Road, Mumbai- 400001 (the deemed venue).	a. Borrowing by way of Issue of Securities; b. Giving loan or guarantee or providing security in connection with loan availed by any of Company's subsidiary or other person specified under section 185 of the Act; and

AGM	Financial Year	Date and Time	Venue	Details of Special Resolution Passed
82nd	2020-21	Wednesday, August 11, 2021 at 03.00 P.M.	Meeting through Video Conferencing / Other Audio Visual Means that was anchored at the registered office of the company at 45-47, Veer Nariman Road, Mumbai-400001 (the deemed venue)	c. Amendments in the 'Bajaj Electricals Limited Employee Stock Option Plan 2015'. a. Revision in the remuneration of Mr. Anuj Poddar (DIN: 01908009), Executive Director of the Company; b. Amendments in the 'Bajaj Electricals Limited Employee Stock Option Plan 2015'; and c. Borrowing by way of Issue of Securities.
83rd	2021-22	Friday, August 12, 2022 at 3.00 P.M.	Meeting through Video Conferencing / Other Audio Visual Means that was anchored at the registered office of the company at 45-47, Veer Nariman Road, Mumbai-400001 (the deemed venue)	a. Borrowing by way of 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

Details of special resolutions passed through postal ballot during FY 2022-23:

The Company sought the approval of its shareholders on a specific matter through a Special Resolution by postal ballot by utilizing a remote e-voting process only. The notice of this postal ballot, dated March 30, 2022, was circulated on the same day. Remote e-voting began on March 31, 2022 and concluded on April 29, 2022. On the final day of remote e-voting, i.e. April 29, 2022, the resolutions were passed with the necessary majority, and the outcomes were declared on April 30, 2022. Please see the information below for a description of the resolutions and details on the voting pattern.

Sr. No.	Description of Resolution and Type of resolution	Number of Votes			
		For	%	Against	%
1.	Re-designation and appointment of Mr. Shekhar Bajaj (DIN: 00089358) as an Executive Chairman, in the category of a whole-time director, with the title as the "Chairman" of the Company, for a fresh term of five (5) years commencing from August 12, 2022.	87760504	96.64	3053326	3.36
2.	Re-designation and appointment of Mr. Anuj Poddar (DIN: 01908009) as the "Managing Director and Chief Executive Officer" of the Company, for a fresh term of five (5) years commencing from August 12, 2022.	87765304	96.64	3048526	3.36

Procedure for the postal ballot:

The aforementioned Postal Ballot was conducted solely through the Remote E-Voting process in accordance with the regulations set forth in Sections 108 and 110, as well as other applicable provisions of the Companies Act, 2013 and its corresponding Rules.

Mr. Anant B. Khamankar of Messrs Anant B. Khamankar & Co., Practicing Company Secretary (FCS: 3198 & COP No. 1860), was appointed as Scrutinizer, for conducting the above Postal Ballot through the Remote E-Voting process fairly and transparently and following the provisions of the Companies Act, 2013 and the rules made thereunder.

Details of the special resolution proposed to be conducted through postal ballot:

There are no special resolutions proposed to be conducted through a postal ballot regarding any of the matters to be discussed at the forthcoming AGM.

MEANS OF COMMUNICATION TO SHAREHOLDERS

- (i) The unaudited 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: <https://www.bajajelectricals.com/financial-results/> and [https://www.bajajelectricals.com/press-releases/](https://www.bajajelectricals.com/press-releases/respectively) respectively.
- (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 and Parivartan portals, as applicable.
- (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: <https://www.bajajelectricals.com/media/7307/policy-on-materiality-of-dealing-with-related-party-transactions.pdf>.

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.

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 whistle blower shall address all the protected disclosure to the Company Secretary and Compliance Officer of the Company. Protected disclosure against the Company Secretary and Compliance Officer of the Company 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: <https://www.bajajelectricals.com/media/6129/whistle-blower-policy-vigil-mechanism-wef-1st-april-2019.pdf>.

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.

Separate posts of Chairperson and the Managing Director or the Chief Executive Officer - The Company does not have separate posts of Chairperson and the Managing Director or the Chief Executive Officer since compliance to this requirement is voluntary in nature.

e. Commodity price risk or foreign exchange risk and hedging activities

The Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure in any particular commodity. Accordingly, 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).
Not Applicable

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, 2023, is as follows:

(Amount: ₹ in lakh)

Particulars	S R B C & CO LLP and their network entities
Fees for audit and related services	225.85
Other fees	74.49
Total	300.34

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, 2023, are given in the Board's Report.

k. CEO and CFO Certification

Certificate issued by Mr. Anuj Poddar, Managing Director & Chief Executive Officer and Mr. E C Prasad, Chief Financial Officer of the Company, for the financial year under review, was placed before the Board at its meeting held on May 23, 2023, in terms of Regulation 17(8) of the SEBI Listing Regulations and the said certificate is annexed to this Report. The Managing Director & Chief Executive Officer 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. No.	Particulars	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 • Directorships in listed entities.
2.	Maximum number of directorships	17A	Yes	

Sr. No.	Particulars	Regulations	Compliance Status (Yes/No/N.A.)	Brief Descriptions of the Regulations
3.	Audit Committee	18	Yes	<ul style="list-style-type: none"> Composition. Meetings and quorum. Chairperson present at Annual General Meeting.
4.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> Role of the Committee Composition. Chairperson present at Annual General Meeting.
5.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> Meetings and quorum Composition. Chairperson present at Annual General Meeting.
6.	Risk Management Committee	21	Yes	<ul style="list-style-type: none"> Meetings. Role of the Committee. Composition.
7.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> Meetings. Role of the Committee Vigil Mechanism for Directors and employees.
8.	Related Party Transaction	23	Yes	<ul style="list-style-type: none"> Adequate safeguards against victimisation. Direct access to Chairperson of Audit Committee. 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.
9.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> Disclosure on related party transactions 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. No.	Particulars	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 2022-23

Day and date	Thursday, August 10, 2023
Time	03:00 P.M. IST
Venue	Via video conferencing/ other audio-visual means
Financial year	April 1, 2022 to March 31, 2023

Details of EGM/Court or Tribunal Convened Meeting held during the financial year 2022-23:

Day and date	Thursday, March 2, 2023
Time	11.00 A.M. (IST)
Purpose of Meeting	Approving the Scheme of Arrangement between Bajaj Electricals Limited ("BEL" or "Demerged Company" or "Company") and Bajel Projects Limited ("BPL" or "Resulting Company") and their respective Shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("Scheme").
Venue	Via video conferencing/other audio-visual means
Financial year	April 1, 2022 to March 31, 2023

c. Dividend

The Board of Directors at its Meeting held on May 23, 2023, has recommended dividend payout, subject to approval of the shareholders at the ensuing AGM, of ₹ 4.00 per equity share for FY 2022-23. The dividend shall be paid to the members whose names appear on Company's Register of Members as of the closing hours on Friday, July 28, 2023, in respect of physical shareholders and whose name appear in the list of Beneficial Owner as of the close of business hours on Friday, July 28, 2023, furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose. The dividend, if declared at the AGM, shall be paid on or after August 14, 2023.

Dividend Distribution Policy

The Company has adopted Dividend Distribution Policy in terms of the requirements of the SEBI Listing Regulations and the same is annexed with this Annual Report and is also available on the Company's website at: <https://www.bajajelectricals.com/media/7301/dividend-distribution-policy.pdf>.

Dividend history for the last 10 Financial Years

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

Sr. No.	Financial Year	Date of declaration of Dividend	Dividend Per Share (in ₹)
1.	2012-13	August 6, 2013	2.00
2.	2013-14	July 31, 2014	1.50
3.	2014-15	August 6, 2015	1.50
4.	2015-16	March 10, 2016	2.80
5.	2016-17	August 3, 2017	2.80
6.	2017-18	August 9, 2018	3.50
7.	2018-19	August 7, 2019	3.50
8.	2019-20	No dividend recommended	
9.	2020-21	No dividend recommended	
10.	2021-22	August 12, 2022	3.00

d. Tentative calendar for financial year ending March 31, 2024

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 2023
Q2 and Half Yearly Results	2nd Week of November 2023
Q3 Results	1st Week of February 2024
Q4 and Annual Results	4th Week of May 2024

The Board Meetings for approval of financial results during the year ended March 31, 2023, were held on the following dates:

Particulars of Quarter	Date of approval of financial results
Q1 Results	August 12, 2022
Q2 and Half Yearly Results	November 8, 2022
Q3 Results	February 2, 2023
Q4 and Annual Results	May 23, 2023

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.

For the financial year 2023-24, 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

Not applicable.

g. Market Price Data

BEL Share Price on BSE vis-à-vis BSE Sensex April 2022-March 2023

Month	BSE Sensex Close	BEL Share Price			Number of shares traded during the month	Turnover (₹ in crore)
		High (₹)	Low (₹)	Close (₹)		
Apr-22	57,060.87	1,153.45	1,061.40	1,098.20	6,21,651	68.65
May-22	55,566.41	1,124.05	875.50	992.05	2,11,309	20.90
Jun-22	53,018.94	1,046.00	857.55	1,016.55	1,43,803	13.77
Jul-22	57,570.25	1,198.40	1,001.00	1,132.70	2,23,773	24.79
Aug-22	59,537.07	1,265.00	1,113.80	1,230.25	2,74,969	33.01
Sep-22	57,426.92	1,255.00	1,003.85	1,203.60	3,08,162	35.29
Oct-22	60,746.59	1,229.00	1,134.10	1,167.30	6,11,066	71.41
Nov-22	63,099.65	1,179.25	1,063.00	1,112.95	95,031	10.73
Dec-22	60,840.74	1,240.00	1,086.10	1,215.75	1,13,646	13.17
Jan-23	59,549.90	1,222.55	1,056.65	1,074.30	62,437	7.22
Feb-23	58,962.12	1,209.95	1,079.50	1,088.75	1,67,281	19.41
Mar-23	58,991.52	1,155.55	1,039.00	1,052.10	6,26,328	67.46



Note: Share price of Bajaj Electricals Limited and BSE Sensex have been indexed to 100 on April 1, 2022.

BEL Share Price on NSE vis-à-vis NSE Nifty April 2022-March 2023

Month	NSE Nifty Close	BEL Share Price			Number of shares traded during the month	Turnover (₹ in crore)
		High (₹)	Low (₹)	Close (₹)		
Apr-22	17,102.55	1,155.00	1,060.55	1,097.70	18,71,954	208.71
May-22	16,584.55	1,125.00	860.60	990.15	26,78,281	264.90
Jun-22	15,780.25	1,047.00	858.55	1,023.95	17,65,725	169.68
Jul-22	17,158.25	1,199.05	1,000.20	1,133.15	27,18,135	300.07
Aug-22	17,759.30	1,265.00	1,113.10	1,232.90	36,25,800	437.82
Sep-22	17,094.35	1,255.00	1,003.00	1,202.20	23,43,340	271.48
Oct-22	18,012.20	1,229.90	1,133.90	1,169.05	18,21,062	215.23
Nov-22	18,758.35	1,179.70	1,062.00	1,112.45	10,88,727	123.03
Dec-22	18,105.30	1,240.00	1,090.00	1,214.40	17,84,741	206.40
Jan-23	17,662.15	1,088.40	1,190.10	1,198.00	8,47,406	97.19
Feb-23	17,303.95	1,125.30	1,080.00	1,147.50	16,99,632	194.68
Mar-23	17,359.75	1,109.35	1,081.60	1,103.60	16,52,257	180.22



Note: Share price of Bajaj Electricals Limited and NSE Nifty have been indexed to 100 on April 1, 2022.

h. Share Transfer System/Dividend and Other related matters

(i) Share Transfer System

In light of the provisions of Regulation 40 of the SEBI Listing Regulations read with a SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, as issued by the Securities and Exchange Board of India, Members may please note that issuance of securities in the following cases shall only be done in dematerialised form:

1. Transfer of share
2. Issue of duplicate securities certificate
3. Claim from Unclaimed Suspense Account
4. Renewal / Exchange of securities certificate

5. Endorsement
6. Sub-division / Splitting of securities certificate
7. Consolidation of securities certificates/ folios
8. Transmission
9. Transposition

In view of the above, the shareholders holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future.

(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 in this regard.

(iii) Permanent Account Number and KYC

Members who hold shares in physical form are advised to register their PAN card details with the Registrar and Share Transfer Agents of the Company. SEBI, vide the Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated furnishing of PAN, Address with pin code, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Folios wherein any one of the cited documents/details are not available on or after October 01, 2023, shall be frozen by the Registrar and Transfer Agent of the Company.

(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.

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 in this regard.

(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.

Before transferring the unclaimed dividends to IEPF, individual letters / email communications / newspaper notices 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: <https://www.bajajelectricals.com/unclaimed-dividend-iepf/>

Details of Unclaimed Dividend as on March 31, 2023, 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.	2015-16	March 10, 2016	17,50,501.20	April 16, 2023
2.	2016-17	August 3, 2017	16,52,229.60	September 9, 2024
3.	2017-18	August 9, 2018	14,02,397.50	September 15, 2025
4.	2018-19	August 7, 2019	7,84,525.00	September 13, 2026
5.	2019-20	No dividend recommended		
6.	2020-21	No dividend recommended		
7.	2021-22	August 12, 2022	39,19,970.00	September 18, 2029

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 ("IEPF Rules"), 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:

- i. 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 under the IEPF Rules, on the website/instruction kit, along with the e-form carefully, before filling the form.

- ii. 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.
- iii. Take a print out of the duly filled Form No.IEPF-5 and the acknowledgment issued after uploading the form.
- iv. 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 and the IEPF Rules 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.
- v. 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' Aadharlinked 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 Mr. Ajay Nagle, Company Secretary & Head of Department.

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

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	14 number of shareholders and 7,940 Equity Shares
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	1 number of shareholder and 94 Equity Shares
Number of shareholders to whom shares were transferred from suspense account during the year	1 number of shareholder and 94 Equity Shares
Number of shareholders and aggregate number of shares transferred to unclaimed suspense account	19 number of shareholders and 1,317 Equity Shares
Number of shareholders and aggregate number of shares transferred to IEPF Authority	8 number of shareholders and 4,255 Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	24 number of shareholders and 4,908 Equity Shares
That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	24 number of shareholders and 4,908 Equity Shares

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 and NSE and is also placed before the Board of Directors.

j. Distribution of Shareholding as on March 31, 2023

Distribution of shareholding across categories

Categories	March 31, 2023		March 31, 2022	
	No. of shares	% of total capital	No. of shares	% of total capital
Promoters and Promoter Group	7,23,42,279	62.87	7,23,42,278	62.98
Mutual Funds	1,32,71,362	11.53	1,32,11,075	11.50
FIs	1,29,00,627	11.21	1,22,20,932	10.64
Individuals (including HUF)	98,53,704	8.56	1,17,17,752	10.20
Trusts	31,89,832	2.78	21,32,731	1.86
Indian Bodies Corporates	13,65,510	1.19	14,33,530	1.25
NRIs and OCBs	4,13,153	0.36	8,55,678	0.74
Alternate Investment Funds	1,42,793	0.12	1,90,572	0.17
Insurance Companies	8,50,563	0.74	4,12,375	0.36

Categories	March 31, 2023		March 31, 2022	
	No. of shares	% of total capital	No. of shares	% of total capital
IEPF	3,09,378	0.27	3,03,851	0.26
Clearing Members	873	0.00	35,994	0.03
Banks, NBFCs and FIs	20,213	0.02	17,346	0.02
Foreign Nationals	4,15,263	0.36	-	-
Central Government	88	0.00	-	-
Total	11,50,75,638	100.00	11,48,74,114	100.00

Distribution of shareholding according to size category as on March 31, 2023:

Particulars	No. of folios	% to total Shareholders	No. of shares	% of total shares
1 to 1000	62052	96.96	30,27,019	2.63
1001 to 2000	860	1.34	12,38,366	1.08
2001 to 3000	339	0.53	8,44,451	0.73
3001 to 4000	158	0.25	5,56,856	0.48
4001 to 5000	89	0.14	4,05,841	0.35
5001 to 10000	222	0.35	15,68,957	1.36
10001 and above	279	0.44	10,74,34,148	93.36
Total	63999	100.00	11,50,75,638	100.00

k. Dematerialisation of shares and liquidity

As on March 31, 2023, 11,46,68,943 (99.65%) equity shares of the Company were held in dematerialised form, compared to 11,33,04,794 (98.64%) equity shares as on March 31, 2022. Shares held in physical and electronic mode as on March 31, 2023 are given herein below:

	Position as on March 31, 2023		Position as on March 31, 2022		Net change during FY 2022-23	
	No. of shares	% of total shareholding	No. of shares	% of total shareholding	No. of shares	% of total shareholding
Physical (A)	4,06,695	0.35	15,69,320	1.36	11,62,625	1.01
Demat						
NSDL	6,13,92,940	53.35	11,00,81,093	95.83	4,86,88,153	42.48
CDSL	5,32,76,003	46.30	32,23,701	2.81	(5,00,52,302)	(43.49)
Total Demat (B)	11,46,68,943	99.65	11,33,04,794	98.64	(13,64,149)	(1.00)
Total (A) + (B)	11,50,75,638	100.00	11,48,74,114	100.00	(2,01,524)	0

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 ratings from ICRA Limited and CRISIL Ratings Limited. During the financial year 2022-23, there has been upgrade and withdrawal in rating of the Company, the details of which are given below:

Rating Agency	Particulars of Debt	Particulars of Change
CRISIL Ratings Limited	Short Term Debt	Reaffirmed to [CRISIL A1+]
CRISIL Ratings Limited	Bank Loan Facilities (long-term)	Revised to CRISIL A+/Watch Positive from CRISIL A+/Watch Developing
CRISIL Ratings Limited	Bank Loan Facilities (short-term)	Revised to CRISIL A1+ from CRISIL A+/Watch Developing

n. Address for Correspondence

All Shareholders' correspondence should be forwarded to Link Intime India Private Limited, Registrar & Share Transfer Agents of the Company or to the Compliance Officer at their following respective addresses 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 Registrar & Share Transfer Agents C101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083. Tel. No.: 022-4918 6000 Fax No.: 022-4918 6060. E-mail: mt.helpdesk@linkintime.co.in Website: www.linkintime.com	Ajay Nagle, Compliance Officer Company Secretary and Head of 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
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o. Factories/Plants Location

Chakan Unit

Village Mahalunge,
Chakan, Chakan
Talegaon Road,
Taluka: Khed,
District: Pune,
Maharashtra – 410501.

Ranjangaon Unit

MIDC – Ranjangaon
Village : Dhoksanghavi
Taluka: Shirur,
District: Pune,
Maharashtra – 412210

Nashik Plant

Gat No. 423 to 426,
Wadivarhe Mumbai
Agra Highway, Taluka-
Igatpuri,
District Nashik -422403.

Wind Farm

Village Vankusawade,
Taluka: Patan,
District: Satara
Maharashtra - 415206.

Compliance with Code of Conduct

As provided under the Securities and Exchange Board of India (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, 2023.

For **Bajaj Electricals Limited**

Sd/-

Anuj Poddar

Managing Director and Chief Executive Officer

DIN: 01908009

Mumbai, May 23, 2023

Certificate of Non-Disqualification of Directors

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

To,

The Members,

BAJAJ ELECTRICALS LIMITED

45/47, Veer Nariman Road, Mumbai – 400001.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bajaj Electricals Limited having CIN: L31500MH1938PLC009887 and having registered office at 45/47, Veer Nariman Road, Mumbai – 400001, Maharashtra, India (the “**Company**”), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2023 have been debarred and disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of appointment at current designation in the Company
1.	Mr. Shekhar Bajaj	00089358	12/08/2022
2.	Mr. Anuj Vishnukumar Poddar	01908009	12/08/2022
3.	Mr. Rajendra Prasad Singh	00004812	30/07/2009
4.	Mr. Shailesh Vishnubhai Haribhakti	00007347	28/08/2020
5.	Mr. Madhur Bajaj	00014593	28/11/1994
6.	Mr. Rajivnayan Rahulkumar Bajaj	00018262	07/08/2019
7.	Mr. Harsh Vardhan Goenka	00026726	17/09/1984
8.	Mrs. Indu Ranjit Shahani	00112289	31/03/2006
9.	Mrs. Pooja Bajaj	08254455	07/08/2019
10.	Mr. Munish Khetrapal	08263282	07/08/2019

Ensuring the eligibility for the appointment /continuity of every Director on the Board is the responsibility of the management of the company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Anant B Khamankar & Co.**
Company Secretaries

Sd/-

Anant B. Khamankar

Membership No.:3198

C P No.:1860

UDIN: F003198E000263469

Date: May 6, 2023

Place: Mumbai

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

To,
 The Board of Directors
Bajaj Electricals Limited
 Mumbai
 Dear Sirs/Madam,

We, the undersigned, in our respective capacities as Managing Director and Chief Executive Officer and Chief Financial Officer of Bajaj Electricals Limited ("the Company"), pursuant to Regulation 17(8) [read with Part B of Schedule II] of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the best of our knowledge and belief certify that:

- 1) We have reviewed the financial statements for the fourth quarter and year ended March 31, 2023 and to the best of our knowledge and belief, we state that:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
- 2) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the said period, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- 3) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies, in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4) We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Auditors and Audit Committee:
 - a. Any significant changes in internal controls during the said period;
 - b. Any significant changes in accounting policies during the said period, if any, and the same have been disclosed in the notes to the financial statements; and
 - c. Any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

Anuj Poddar
 Managing Director and Chief Executive Officer

EC Prasad
 Chief Financial Officer

Mumbai, dated May 23, 2023

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

The Members of
Bajaj Electricals Limited
 45/47, Veer Nariman Road,
 Mumbai- 400001

1. The Corporate Governance Report prepared by Bajaj Electricals Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) 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') for the year ended March 31, 2023 as required by the Company for annual submission to the Stock exchange.

Management's Responsibility

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

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to 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.
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 ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of 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, 2023 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 period from April 1, 2022 to March 31, 2023:
 - (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; and
 - (g) Corporate Social Responsibility Committee 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, 2023, referred to in paragraph 4 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: 23105938BGXGHB5689

Place of Signature: Mumbai
Date: May 23, 2023