

L-1/4777/MGP

10th December, 2014

BSE Ltd. : Code No.500031

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

National Stock Exchange of India Ltd. : Symbol: BAJAJELEC - Series: EQ
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai 400 051

Delhi Stock Exchange Ltd. : Code No. 02031
DSE House, 3/1, Asaf Ali Road
New Delhi 110 002

Dear Sirs,

Sub: Notice of Postal Ballot

NOTICE is hereby given that the Notice of Postal Ballot dated 13th November, 2014 is being dispatched/e-mailed to the Shareholders of the Company on Wednesday, 10th December, 2014, seeking their consent for the following businesses through postal ballot (including e-voting), as per the provisions of Clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 ("Act") read with Companies (Management and Administration) Rules, 2014:

1. Approval for re-appointment of Shri Shekhar Bajaj as the Managing Director of the Company and remuneration payable to him; and
2. Ratification of the remuneration payable to the Cost Auditor for the financial year ended 31 March 2015.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to all its Members as an alternate of dispatching the physical Postal Ballot Form by post. Shareholders holding shares both in physical form as well as in dematerialized form may cast their vote electronically by following the instructions on e-voting provided in the Postal Ballot Notice. E-Voting Sequence Number (EVSN) for the Postal Ballot is 141203004. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 5th December, 2014.

Further, Shri Anant B. Khamankar, of M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, has been appointed as a Scrutinizer for conducting this Postal Ballot voting process (including e-voting) in a fair and transparent manner.

The voting period commences on Friday, 12th December, 2014 at 10:00 a.m. and ends at 05:00 p.m. on Saturday, 10th January, 2015. Duly completed Postal Ballot Form (including e-voting) should reach the Scrutinizer not later than 05:00 p.m. on 10th January, 2015. The e-voting module shall be disabled by CDSL for voting thereafter. Whereas all Postal Ballot Forms received after this date shall be treated as if no reply has been received from the Member.

The Scrutinizer will submit his report to the Board of Directors of the Company after completion of the scrutiny. Results of the Postal Ballot will be announced by the Chairman on Tuesday, 13th January, 2015 at 02:00 p.m. at the Registered Office of the Company. The said results would be displayed on the notice board of the Company at its Registered Office; intimated to the Stock

Exchanges where the Company's shares are listed; published in the newspapers and displayed on the Company's website viz. www.bajajelectricals.com.

Members who have not received the postal ballot forms may obtain the duplicate of the same from the Company at its Registered Office or from the Registrar and Transfer Agent (RTA) M/s. Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (West), Mumbai 400 078.

In case of any queries or issues regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under "HELP" section or write an email to helpdesk.evoting@cdslindia.com. For any grievance connected with the voting by postal ballot or any query in relation to the resolutions proposed to be passed, members may contact the undersigned at the Registered Office of the Company or write an email to legal@bajajelectricals.com.

In compliance with Clause 31 of the Listing Agreement, we enclose herewith, six copies of the aforementioned postal ballot notice dated 13th November, 2014 along with proposed resolutions and Postal Ballot Form.

Thanking you,

Yours faithfully,
For BAJAJ ELECTRICALS LIMITED



MANGESH PATIL
VICE PRESIDENT -LEGAL & COMPANY SECRETARY

Encl.: as above

Cc: Link Intime India Pvt. Limited : for information
C-13, Pannalal Silk Mills Compound,
L.B.S.Marg, Bhandup (West), Mumbai 400 078.