



Electricals

July 9, 2024

To,

BSE Limited

:

Code No. 500031

Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

National Stock Exchange of India Limited

:

BAJAJELEC - Series: EQ

Listing Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Dear Sir/Madam,

Sub.: Notice of the 85th Annual General Meeting (“85th AGM”) of Bajaj Electricals Limited (“Company”)

This is further to our letter dated May 14, 2024, wherein the Company had informed that the 85th AGM of the Company is scheduled to be held on **Tuesday, August 6, 2024**.

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and Circulars issued in this regard, please find enclosed herewith Notice of the 85th AGM scheduled to be held on Tuesday, August 6, 2024, at 3:00 P.M. (IST) via Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

The Notice of the 85th AGM is available on the website of the Company, at www.bajajelectricals.com, and also on the website of Link Intime India Private Limited at www.instavote.linkintime.co.in.

We request you to take the above on record and that the same be treated as compliance under the applicable provisions of the SEBI Listing Regulations and other applicable laws, if any.

Thanking you,

Yours faithfully,

For Bajaj Electricals Limited

Prashant Dalvi

Chief Compliance Officer & Company Secretary

Encl.: As above.

Notice of the Annual General Meeting

Notice is hereby given that the Eighty-fifth (85th) Annual General Meeting (AGM) of the members of Bajaj Electricals Limited (the "Company") will be held on Tuesday, August 6, 2024, at 3:00 PM (IST) via Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider, and adopt the:**
 - A. Audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon; and
 - B. Audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the report of the Auditors thereon.
2. To declare a dividend of ₹ 3.00 per equity share of face value of ₹ 2 each for the financial year ended March 31, 2024.
3. To appoint a director in place of Mr. Anuj Poddar (DIN 01908009), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To appoint Ms. Pooja Bajaj (DIN 08254455) as a Director of the Company, and, in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Ms. Pooja Bajaj (DIN 08254455) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 14, 2024 in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To appoint Ms. Pooja Bajaj (DIN 08254455) as a Whole-time Director of the Company, with the designation and title of 'Executive Director', and to approve the remuneration payable to her, and, in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Articles of Association, and the Remuneration Policy of the Company, as amended, Ms. Pooja Bajaj (DIN 08254455) be and is hereby appointed as a Whole-time Director of the Company, with the designation and title of 'Executive Director',

for a period of five (5) years, with effect from May 14, 2024 to May 13, 2029, upon such terms and conditions including remuneration as set out in the explanatory statement pursuant to Section 102(1) of the Act, annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include, unless the context otherwise requires, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) shall, in accordance with the statutory limits/approvals as may be applicable, be at full liberty to modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters, and things as may be considered necessary, proper, or expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025, and, in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 1,89,750/- (Rupees One Lakh Eighty-Nine Thousand and Seven Hundred Fifty only) plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board upon recommendation of the Audit Committee, to be paid to Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No.000010), as Cost Auditors of the Company for conducting the cost audit for the financial year 2024-25, be and is hereby ratified, confirmed, and approved."

7. To approve the payment of remuneration to Non-Executive Directors, and, in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Sections 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other prevailing law (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) approval of the members be and is hereby accorded to the payment of commission to Directors other than Managing Director(s) / Whole-time Director(s) (hereinafter referred to as the "Non-Executive Directors"), in addition to sitting fees for attending meetings of the Board of Directors, Independent Directors, Committee(s) of the Board, etc., or for any other purpose whatsoever as may be decided by the Board, not exceeding in the aggregate, one per cent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 and other applicable provisions, if any, of the Act, to be paid to and distributed amongst the

Non-Executive Directors in such amounts or proportions and in such manner as the Board of Directors (hereinafter referred to as the "Board", which term shall include, unless the context otherwise requires, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) may determine, and such payment shall be made in respect of the profits of the Company for each of the five years commencing from April 1, 2024.

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

8. To approve borrowing by way of issue of securities and, in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to Sections 42 and 71 of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and all other applicable provisions of the Act and the Rules made thereunder, as may be applicable, and other relevant guidelines and regulations issued by the Securities and Exchange Board of India or any other prevailing law (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and in terms of the Articles of Association of the Company, the approval of the members of the Company be accorded to authorise the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include, unless the context otherwise requires, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to borrow, from time to time, by way of securities including but not limited to secured/unsecured redeemable Non-Convertible Debentures ("NCDs") and/or Commercial Papers ("CPs") to be issued on a private placement basis, in

domestic and/or international markets, in one or more series/tranches aggregating up to an amount not exceeding ₹ 500 crore (Rupees Five Hundred Crore only), issuable/redeemable at discount/par/premium, under one or more shelf disclosure documents, during the period of one year from the date of this Annual General Meeting, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including decisions regarding when the said NCDs and/or CPs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto; provided that the said borrowings shall be within the overall borrowing limit of the Company.

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

By Order of the Board of Directors
of **Bajaj Electricals Limited**

Prashant Dalvi

Chief Compliance Officer & Company Secretary
ICSI Membership No. A51129
Mumbai, May 14, 2024

Registered Office:

45/47, Veer Nariman Road, Mumbai 400001, India.
CIN: L31500MH1938PLC009887
Website: www.bajajelectricals.com
E-mail: legal@bajajelectricals.com
Tel.: +91 22 6149 7000

NOTES

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts concerning the business under Item Nos. 4 to 8 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Directors as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").
- The Ministry of Corporate Affairs, Government of India ("MCA") vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, and 9/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, and September 25, 2023, respectively ("MCA Circulars"), has allowed the conducting of Annual General Meetings ("AGM") by companies through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility up to September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also, vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/

HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 ("SEBI Circulars"), has provided certain relaxations from compliance with specific provisions of the SEBI Listing Regulations. In compliance with these circulars, provisions of the Act, and the SEBI Listing Regulations, the 85th AGM of the Company is being conducted through VC/OAVM, which does not require the physical presence of members at a common venue. The deemed venue for the 85th AGM shall be the Registered Office of the Company.

- In terms of the MCA Circulars, physical attendance of members has been dispensed with, and therefore, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 85th AGM. However, pursuant to Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 85th AGM through VC/OAVM facility, and for e-Voting during the 85th AGM.
- In terms of the MCA Circulars and relevant circulars issued by SEBI, the Notice of the 85th AGM and the Annual Report for the financial year ended March 31, 2024 are being sent only through electronic mode to those members

whose email addresses are registered with the Company/ Depository Participants ("DPs"), and will also be available on the website of the Company at www.bajajelectricals.com, on the website of BSE Limited at www.bseindia.com, on the website of the National Stock Exchange of India Limited at www.nseindia.com, and also on the website of Link Intime India Private Limited ("LinkIntime") at www.instavote.linkintime.co.in. Since the 85th AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

5. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, SS-2 issued by the ICSI, and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing a remote e-Voting facility to its members in respect of the businesses to be transacted at the 85th AGM, and a facility for those members participating in the 85th AGM to cast their vote through the e-Voting system. For this purpose, Linkintime shall provide a facility for voting and participation through the VC/OAVM facility.
6. Members may join the 85th AGM through the VC/OAVM facility by following the procedure mentioned below, which shall be kept open for the members from 2:30 PM IST, i.e., 30 minutes before the time scheduled to start the 85th AGM.
7. Attendance of the members participating in the 85th AGM through the VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. An electronic copy of the Annual Report for the financial year ended March 31, 2024, along with the Notice of the 85th AGM of the Company, inter alia, indicating the process and manner of e-Voting, is being sent to all the members whose email addresses are registered with the Company/DPs for communication purposes, unless any member has requested a hard copy of the same. In case any member is desirous of obtaining a hard copy of the Annual Report for the financial year ended March 31, 2024, and the Notice of the 85th AGM of the Company, they may send a request to the Company's email address at legal@bajajelectricals.com, mentioning their Folio No./DP ID and Client ID. Members whose email addresses are not registered with the Company or with their respective DP and who wish to receive the Notice of the 85th AGM and the Annual Report for the financial year ended March 31, 2024, as well as all other communications sent by the Company from time to time, can get their email addresses registered by following the steps given below:
 - a) Those Members, who are holding shares in physical form and have not updated their e-mail IDs with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with a self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Aadhaar Card, Driving License, Voter Identity Card, Passport) in support of the address of the Member, to Link Intime at Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
 - b) Those Members, who are holding shares in demat form are requested to register/update their email addresses with their respective DPs.
9. The dividend for the financial year ended March 31, 2024, as recommended by the Board of Directors, if approved/declared by the members at the AGM, will be paid on or after August 10, 2024, to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as of July 19, 2024 ("Record Date").
10. Members holding shares in electronic form are hereby informed that the bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividends.
11. Members holding shares in physical form are required to submit their KYC details as per the Circulars issued by SEBI in this regard. In respect of physical folios wherein KYC details are not updated before the cut-off date, the dividend will be held back by the Company. Members may please note that the dividends will get credited to their bank account only after the KYC details are updated in the folio.
12. Members holding shares in dematerialised mode are requested to register complete bank account details with their DPs.
13. In case the Company is unable to pay the dividend to any member by electronic mode due to non-availability of bank account details, the Company shall dispatch the dividend warrants to such member by post.
14. As per the Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the members, and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to the members, subject to approval of members in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020, and its amendments.
15. A separate email communication has been sent to the members, informing them of the relevant procedure to be adopted and documents to be submitted for availing the applicable tax rate. This communication, along with drafts of the exemption forms and other documents, has been made available on the Company's website at www.bajajelectricals.com. Resident and non-resident members should upload the scanned copies of the requisite documents at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before July 19, 2024, to enable the Company to determine the appropriate TDS/withholding tax rate, as applicable.
16. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund ("IEPF"):
 - a. Pursuant to the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7 (seven) years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividends have not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
 - b. During the Financial Year 2023-24, the Company has transferred the following unclaimed dividends and unclaimed shares to the IEPF:

| Particulars | Dividend (₹) | No. of Shares |
|-----------------------------|--------------|---------------|
| Interim Dividend FY 2015-16 | 17,48,597.20 | 2,347 |
 - c. The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. Details of the unclaimed dividends are also available on the Company's website at

www.bajajelectricals.com, and these details have also been uploaded to the website of the IEPF Authority, accessible through the link www.iepf.gov.in.

17. SEBI has mandated the updating of PAN, contact details, bank account details, specimen signature, and nomination details against each folio/demat account. PAN is also required to be updated for participating in the securities market, deleting the name of a deceased holder, and the transmission/transposition of shares. As per the applicable SEBI Circular, PAN details must be compulsorily linked to Aadhaar details by the date specified by the Central Board of Direct Taxes. Members are requested to submit their PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, specimen signature (as applicable), etc., to their DP in the case of holdings in dematerialised form or to the Company's RTA, LinkIntime, through Form ISR-1, Form ISR-2, and Form ISR-3 (as applicable) available on the Company's website at www.bajajelectricals.com and on the website of LinkIntime at <https://web.linkintime.co.in/>.
18. Members may note that SEBI, vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that listed companies issue securities in dematerialised form only while processing certain prescribed service requests. Further, SEBI, vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022, has simplified the procedure and standardised the format of documents for the transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be, the formats of which are available on the Company's website at www.bajajelectricals.com and on the website of LinkIntime at <https://web.linkintime.co.in/>. Members are requested to note that any service request will only be processed after the folio is KYC Compliant.
19. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for the transfer of securities, including transmission and transposition requests, shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise their holdings.
20. Members may note that, in terms of the SEBI Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
21. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at www.bajajelectricals.com. Members are requested to submit the said details to their respective DP, in the case the shares are held by them in dematerialised form and to the Company/LinkIntime, in the case the shares are held by them in physical form.
22. Documents referred to in the accompanying Notice of the 85th AGM and the Explanatory Statement shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 85th

AGM. During the 85th AGM, members may access the scanned copy of these documents upon logging in to the LinkIntime e-Voting system at <https://instavote.linkintime.co.in/>.

23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 85th AGM. During the 85th AGM, members may access the scanned copy of these documents upon logging in to the LinkIntime e-Voting system at <https://instavote.linkintime.co.in/>.
24. Details as required under Regulation 36 of the SEBI Listing Regulations and SS-2 issued by ICSI, in respect of the Director seeking re-appointment at the 85th AGM, are provided in the Annexure herewith and form an integral part of this Notice. Requisite declarations have been received from the Director seeking re-appointment.
25. **General instructions for accessing and participating in the meeting through the VC/OAVM facility and voting through electronic means, including remote e-Voting:**

A. Voting Through Electronic Means

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

The remote e-voting period commences on August 2, 2024 (9:00 A.M. IST) and ends on August 5, 2024 (5:00 P.M. IST). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 30, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LinkIntime for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

- a. For Individual Shareholders holding securities in demat mode with NSDL: -
 - If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
 - After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting

- service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
 - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- b. For Individual Shareholders holding securities in demat mode with CDSL: -
- Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com and click on quick links for 'Easi/Easiest' portal.
 - After successful login of Easi/Easiest the user will also be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.
 - If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>.
 - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.
- c. For Individual Shareholders holding securities in demat mode and login through their DPs:-
- You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.
 - Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company
- name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- d. For Individual Shareholders holding securities in Physical mode and e-voting service Provider is LINKINTIME:-
1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. PAN: Enter your 10-digit PAN. Members who have not updated their PAN with the DP/Company shall use the sequence number as provided.
 - C. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.
 - Set the password of your choice (the password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click "confirm" (your password is now generated).
 2. Click on 'Login' under 'SHARE HOLDER' tab.
 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
 5. E-voting page will appear.
 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 7. After selecting the desired option i.e., Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
- e. For Institutional shareholders: -
- Institutional shareholders (i.e. other than Individuals, HUF, NRI, and custodians are required to log on the e-voting system of LinkIntime at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a

scanned certified true copy of the board resolution / authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

f. If Individual Shareholders (holding securities in physical mode, and e-Voting service provider is LINKINTIME), have forgotten the password:-

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/member is having valid email address, password will be sent to his / her registered e-mail address.
- Shareholders/member can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%^&*), at least one numeral, at least one alphabet and at least one capital letter.

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

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

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

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

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

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

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

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

B. Instructions for attending the AGM through VC/OAVM

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

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

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

- a. Shareholders/Members who would like to express their views/ask questions during the meeting may register

themselves as 'speakers' by sending their request mentioning their name, demat account number/folio number, email id, mobile number at least 3 days in advance with the Company at legal@bajajelectricals.com.

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

Note: Those Shareholders/Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Shareholders/Members may use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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

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

- a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- b. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet and click on 'Submit'.
- c. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- d. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against".
- e. After selecting the appropriate option i.e. "Favour/Against" as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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

Other Instructions

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

26. The Board of Directors has appointed Messrs MMJB & Associates LLP, Practising Company Secretaries, having FCS No. A43029 and CP No. 24580, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4 & 5

Based on the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors at its meeting held on May 14, 2024, appointed Ms. Pooja Bajaj (DIN 08254455) as an Additional Director of the Company with effect from May 14, 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act").

Pooja Bajaj's professional journey is defined by a holistic blend of academic excellence, strategic acumen, and a commitment to corporate governance and social responsibility. Armed with a Bachelor's Degree in Commerce with Specialisation in Foreign Trade, she also earned the prestigious Gold Medal (commerce) in her batch from Nasr School, Hyderabad and was the 'Head Girl' of the school for her leadership qualities.

Pooja embarked on a path of continuous learning. She did her Master's in Management from the University of Leeds, England, and her Postgraduate Diploma in Human Resource Management from Osmania University, Hyderabad, further equipped her with the skills necessary for navigating the complex landscape of modern business.

#Awarded Certificate of Merit for Academic Excellence in Vocational Education

#Awarded a Certificate of participation at the Fourth Commonwealth-India Small Business Competitiveness Development Programme in collaboration with Exim Bank India-National Small Industries Corporation (NSIC) & Commonwealth Secretariat

#Certificate of accomplishment for participating in the Mini MBA Management Essentials Programme from Think Education in collaboration with faculty from New York University-Columbia University.

Since joining the board of Bajaj Electricals Ltd. in November 2018, Pooja has been instrumental in getting trained on the company's strategic direction and learning about its culture of excellence.

Recognizing the importance of hands-on experience, she dedicated 2.5 years to immersive training in the consumer durable segment, gaining a comprehensive understanding of market dynamics, competitive landscapes, and financial nuances. This groundwork laid the foundation for her in-depth knowledge about the FMEG sector. In May 2022, she completed the 'ISB-EY Executive Programme on Board Effectiveness,' which empowered women leaders to develop board responsibilities and strategies to achieve corporate goals.

Pooja's commitment to Corporate Social Responsibility is evident through her multifaceted involvement in various initiatives. As a Trustee of the Bajaj Electricals Foundation, she worked on bringing focus to its portfolio of projects hence make a meaningful impact in the communities the company serves, while also championing the development of various initiatives for internal employee volunteering programs. Additionally, her role as a Trustee of the Laxmi Narayan Devasthanam Trust, Wardha, underscores her dedication to community development.

Beyond her corporate responsibilities, Pooja remains deeply engaged in fostering industry best practices and promoting ethical business conduct at her involvement as committee member in Ladies' Wing IMC Chamber of Commerce and Industry highlights her commitment to upholding the highest standards of integrity for social projects on women's rural entrepreneurship.

Pooja's recent involvement in operationalizing the Khadi Exhibition sponsored by Bajaj Electricals Ltd., aptly named Swadheen, exemplifies her hands-on approach to driving initiatives that resonate with the company's ethos and values. Her gentle leadership and dedication have allowed her to drive various such successful projects for the company.

Pooja Bajaj's creativity extends beyond the boardroom, as she is an accomplished artist. Her exhibition at Jehangir Art Gallery, titled 'Unleashed—Defining the Abstract,' defined the abstract beauty of nature and revolved around the valour of the horses, tigers, and elephants.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Ms. Pooja Bajaj for the office of Director of the Company. Ms. Pooja Bajaj has conveyed her consent to act as a Director of the Company and she also confirmed that she is not disqualified from being appointed as such in terms of Section 164 of the Act and she is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from Ms. Pooja Bajaj.

Accordingly, it is proposed to appoint Ms. Pooja Bajaj as a Director of the Company liable to retire by rotation.

The Board of Directors, at the same meeting, as per the recommendations of the NRC and given the knowledge, background, experience and past performance of Ms. Pooja Bajaj, decided that it would be in the best interest of the Company to appoint her on the Board as a Whole-time Director as she fulfills the requisite criteria laid down by the Board in the Company's Nomination & Remuneration Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in. In view of the same, the Board of Directors appointed Ms. Pooja Bajaj as a Whole-time Director of the Company, with the designation and title of 'Executive Director', for a period of 5 (Five) years, commencing from May 14, 2024, till May 13, 2029, subject to the approval of the Members of the Company.

Pooja Bajaj satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Board of Directors has, accordingly, considered the following terms and conditions of Pooja Bajaj's appointment as per the recommendations of the NRC which is in accordance with Schedule V of the Act:

- i. **Term:** 5 years with effect from May 14, 2024, till May 13, 2029. Ms. Pooja Bajaj will be liable to retire by rotation.
- ii. **Remuneration:**
 - a) Basic Salary: ₹ 35,000/- per month.
 - b) Other Allowance: ₹ 59,050/- per month.
 - c) Provident Fund: The contribution towards Provident Fund as per the rules of the Company, will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act, 1961 (at present, this is limited to 12% of the Basic Salary).
 - d) Gratuity: As per the rules of the Company.
 - e) Mobile Phone: Reimbursement at actual.
 - f) Car: Provision of car for use of Company's business with reimbursement of fuel, maintenance and driver salary as per the rules of the Company.
 - g) Other perquisites and emoluments, including Group Mediclaim, Group Personal Accident Insurance and Group Term Life Insurance, as per the rules of the Company.
 - h) Severance fees: Not applicable.
 - i) Notice period: Three (3) months.
 - j) Other terms: The terms and conditions of the said appointment/remuneration may be altered and varied from time to time by the Board of Directors (which includes the Nomination & Remuneration Committee of the Board of Directors) as it may, in its discretion, deem fit within the minimum remuneration payable to the Whole time Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard.
 - k) Pooja Bajaj shall not be entitled to a sitting fee for attending the meetings of the Board of Directors or any committee thereof.

The above terms are subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Whole-time Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of Pooja Bajaj as a Director and Whole-time Director of the Company.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure hereto, and forms a part of this Notice.

The terms and conditions set out in Item Nos. 4 & 5 may also be treated as disclosure in compliance with the requirement of Section 190 of the Act.

Except Ms. Pooja Bajaj and her relative Shekhar Bajaj (father-in-law) (to the extent of their shareholding), none of the other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the Item Nos. 4 & 5 set out in this Notice.

The Board recommends the Ordinary and Special Resolutions set out at Item Nos. 4 & 5 of the Notice respectively for approval by the members.

Item No.6

The Board of Directors, at its meeting held on May 14, 2024, upon the recommendation of the Audit Committee, approved the appointment of Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration Number: 000010), to conduct the audit of the cost records of the Company on a consolidated remuneration of ₹1,89,750/- (Rupees One Lakh Eighty-Nine Thousand and Seven Hundred Fifty only) (excluding all applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit) for the financial year ending March 31, 2025.

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration as mentioned above, payable to the Cost Auditor, is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel, and their relatives are in any way concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholdings, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No.7

The Company at its 80th Annual General Meeting held on August 7, 2019, had sought approval from members for the payment of remuneration by way of commission to the Non-Executive Directors ("NEDs") of the Company, not exceeding one (1) percent per annum of the Annual Net Profits of the Company computed in accordance with the provisions of Section 197 read with Section 198 of the Companies Act, 2013 ("Act") for a period of five (5) financial years commencing from April 1, 2019, to March 31, 2024.

Considering the rich experience and expertise brought to the Board by the NEDs, and to acknowledge their contribution to the growth of the Company, it is proposed to continue paying commission to the NEDs of the Company based on the Annual Net Profits of the Company for a period not exceeding five years, effective from April 1, 2024, as set out in the Resolution.

Such payment will be in addition to the sitting fees for attending the Board/Committee meetings or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board/Committee meetings.

Pursuant to Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees or compensation (excluding sitting fees within the limits of the Act), if any, paid to NEDs, including Independent Directors, shall require approval of the members in a general meeting.

Accordingly, the approval of the members is being sought for the payment of commission to the NEDs of the Company, not exceeding one (1) percent per annum of the Annual Net Profits of the Company computed in accordance with the provisions of Section 197 read with Section 198 of the Act for a period of five (5) financial years commencing from April 1, 2024, to March 31, 2029, by way of a Special Resolution as set out at Item No. 7 of the Notice.

All the NEDs of the Company and their relatives may be deemed to be concerned or interested in this resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No.8

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

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

The Company seeks to pass an enabling resolution to borrow funds from time to time by offer of securities including but not limited to Non-Convertible Debentures and/or Commercial Papers for an amount not exceeding ₹ 500 crore (Rupees Five Hundred Crore only), at a discount, at par, or at a premium, and at such interest as may be appropriate considering the prevailing money market conditions at the time of borrowing.

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

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|-----------------------------------|-----------------|-----------------|
| Paid-up Capital and Free Reserves | 761.67 | 1,243.69 |
| Outstanding Borrowings | 0.00 | 0.17 |

The approval sought for the offer of securities including but not limited to Non-Convertible Debentures and/or Commercial Papers, shall be within the overall borrowing limit of the Company in terms of Section 180 of the Act. Subject to the approval of the members, the Board of Directors of the Company has approved the aforesaid proposal vide its resolution dated May 14, 2024.

None of the Directors, Key Managerial Personnel, and their relatives are in any way concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholdings, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board of Directors
of **Bajaj Electricals Limited**

Prashant Dalvi

Chief Compliance Officer & Company Secretary
ICSI Membership No. A51129
Mumbai, May 14, 2024

Registered Office:

45/47, Veer Nariman Road, Mumbai 400001, India.
CIN: L31500MH1938PLC009887
Website: www.bajajelectricals.com
E-mail: legal@bajajelectricals.com
Tel: +91 22 6149 7000

ANNEXURE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 85TH ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]



Mr. Anuj Poddar

DIN : 01908009

Date of Birth and Age : July 15, 1974 (49 years)

| | |
|--|--|
| Category / Designation | Managing Director & Chief Executive Officer |
| Date of Appointment | August 12, 2022 |
| Date of first appointment on the Board of the Company | May 30, 2016 |
| Qualifications | Mr. Anuj Poddar is a rank-holding Chartered Accountant. He is a Fellow of Ananta Aspen Centre's Kamalnayan Bajaj Fellowship, member of Aspen Global Leadership Network, Trustee of Ananta Centre, member of BMW Foundation's World Responsible Leaders' Forum, member of Confederation of Indian Industry's Economic Affairs Council and holds honorary positions across multiple bodies including Indian Society of Advertisers, CEAMA (Consumer Electronics & Appliances Manufacturers Association), IFMA (Indian Fan Manufacturers Association), ELCOMA (Electric Lamp & Component Manufacturers' Association of India) and IMC (Indian Merchants Chamber). |
| Experience and Expertise | Prior to joining Bajaj Electricals Limited, he was a part of the Leadership Team at Viacom18. In his over a decade long stint with Viacom18 he had a string of accomplishments. He spearheaded the formation of Viacom18 and has been a key architect in making it one of India's leading media and entertainment conglomerate. He also set-up Viacom18's operations in USA and UK, enabled the set-up of Viacom18 Motion Pictures and has led strategy for MTV Networks Asia. |
| Brief Resume | Prior to joining Viacom 18, he has had over a decade of myriad professional experience in strategy consulting, mergers & acquisitions and assurance with Arthur Andersen and KPMG, besides running his own entrepreneurial ventures. In all his pursuits, he brings to fore a unique blend of business acumen, diverse professional experience and deep insight into human and consumer behaviour that enable him to build and run strong successful businesses and organisations. Details of the core skills, expertise, and competencies of Board members are available on the Company's website. |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | He has been serving as the Managing Director & Chief Executive Officer of the Company since August 12, 2022, prior to which he held the position of Executive Director of the Company since November 1, 2018. |
| Number of Meetings of the Board attended during the year (FY 2023-24) | 6/6 |
| List of Directorship on other Boards | • The Indian Society of Advertisers |
| List of Membership / Chairmanship of Committees on other Boards | Nil |
| Listed entities from which the person has resigned in the past 3 years | Nil |
| Shareholding in Bajaj Electricals Limited | 8,010 equity shares |
| Number of Equity Shares held in the Company for any other person on a beneficial basis | Nil |

| | |
|---|--|
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | None. |
| Terms and Conditions of appointment/re-appointment | In terms of Section 152(6) of the Companies Act, 2013, Mr. Anuj Poddar who was appointed as the Managing Director & Chief Executive Officer on August 12, 2022, is liable to retire by rotation. |
| Details of remuneration last drawn (FY 2023-24) | ₹ 990.75 lakhs |
| Details of remuneration sought to be paid | As per existing approved terms and conditions. |
| Justification for choosing the appointee for appointment as an Independent Director | Not Applicable. |



Ms. Pooja Bajaj

DIN : 08254455

Date of Birth and Age : May 6, 1982 (42 years)

| | |
|--|---|
| Category / Designation | Executive Director |
| Date of Appointment | May 14, 2024 |
| Date of first appointment on the Board of the Company | November 1, 2018 |
| Qualifications | Please refer to the Explanatory Statement forming a part of this Notice. Details of the core skills, expertise, and competencies of Board members are available on the Company's website. |
| Experience and Expertise | |
| Brief Resume | |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | |
| Number of Meetings of the Board attended during the year (FY 2023-24) | 6/6 |
| List of Directorship on other Boards | Nil |
| List of Membership / Chairmanship of Committees on other Boards | Nil |
| Listed entities from which the person has resigned in the past 3 years | Nil |
| Shareholding in Bajaj Electricals Limited | 15,41,875 equity shares |

| | |
|---|--|
| Number of Equity Shares held in the Company for any other person on a beneficial basis | Nil |
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | Daughter-in-law of Mr. Shekhar Bajaj, Executive Chairman of the Company. |
| Terms and Conditions of appointment/re-appointment | Please refer to the Explanatory Statement forming a part of this Notice. |
| Details of remuneration last drawn (FY 2023-24) | ₹ 13.50 lakh (sitting fees and commission) |
| Details of remuneration sought to be paid | Please refer to the Explanatory Statement forming a part of this Notice. |
| Justification for choosing the appointee for appointment as an Independent Director | Not Applicable. |

INFORMATION AT A GLANCE

| Particulars | Details |
|--|--|
| Day, date, and time of AGM | Tuesday, August 6, 2024, at 03:00 p.m. (IST) |
| Mode | Video conference and other audio-visual means (VC) |
| Weblink for participation through VC | https://instameet.linkintime.co.in/ |
| Helpline number for VC participation | 022-49186175 |
| Dividend record date | Friday, July 19, 2024 |
| Closure of register of members and share transfer books | From Saturday, July 20, 2024, to Tuesday, August 6, 2024 (both days inclusive) |
| Dividend payment date | On or after Saturday, August 10, 2024 |
| Cut-off date for e-Voting | Tuesday, July 30, 2024 |
| E-Voting start time and date | Friday, August 2, 2024, at 09:00 A.M. IST |
| E-Voting end time and date | Monday, August 5, 2024, at 05:00 P.M. IST |
| E-Voting website | Refer to Point 25 in the notes to the Notice. |
| Name, address, and contact details of e-Voting service provider | Link Intime India Private Limited C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai 400083. |
| Name, address, and contact details of Registrar and Transfer Agent | Tel.: 022 4918 6000. |