

L-1/HLL-Demerger/MGP

February 23, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Code No. 500031

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Symbol: BAJAJELEC

Dear Sir/Madam,

Sub: Voting Results of NCLT Convened Meeting of the Equity Shareholders of the Company held on February 21, 2019 pursuant to the Order dated November 2, 2018

Pursuant to the order passed by National Company Law Tribunal, Bench at Mumbai dated November 2, 2018, the NCLT Convened meeting of the Equity Shareholders of the Company was held on Thursday, February 21, 2019 at 10.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra for approving the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors ("Scheme").

Further; the Company has provided voting facility through (i) e-voting, (ii) postal ballot, and (iii) polling paper or electronic voting system (through tablets) at the venue of the meeting to the equity shareholders of the Company.

As per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith:

- a. Voting results of equity shareholders (including public shareholders) along with the Consolidated Scrutinizer's Report;
- b. Separate Scrutinizer's Report in respect of Voting results of the Public Shareholders;

We would like to inform you that the resolution mentioned in the Notice dated January 2, 2019, convening the meeting of the equity shareholders of the Company on February 21, 2019, has been passed with the requisite majority.

We request you to kindly take the same on your records.

Thanking you,

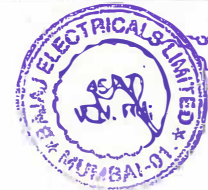
Yours faithfully,
For Bajaj Electricals Limited

Mangesh Patil
EVP – Legal & Company Secretary

Encl.: as above

Bajaj Electricals Limited

Resolution Required : (Special)		1 - Resolution for approval of the Scheme of Arrangement between Hindi Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors under section 230-232 and other applicable provision of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	64218485	59236662	92.2424	59236662	0	100.0000	0.0000
	Poll (Tab Voting at Venue)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		59236662	92.2424	59236662	0	100.0000	0.0000
Public Institutions	E-Voting	14669374	11198872	76.3419	10972371	226501	97.9775	2.0225
	Poll (Tab Voting at Venue)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11198872	76.3419	10972371	226501	97.9775	2.0225
Public Non Institutions	E-Voting	23483717	3211136	13.6739	3211136	0	100.0000	0.0000
	Poll (Tab Voting at Venue)		17659	0.0752	17659	0	100.0000	0.0000
	Postal Ballot		182450	0.7769	181651	799	99.5621	0.4379
	Total		3411245	14.5260	3410446	799	99.9766	0.0234
Total		102371576	73846779	72.1360	73619479	227300	99.6922	0.3078



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by National Company Law Tribunal, Mumbai Bench, vide order dated 2nd November, 2018 in the Company Scheme Application No 1027 of 2018]

To

The Chairman of the NCLT convened meeting of equity shareholders ("Chairman")

Bajaj Electricals Limited

CIN: L31500MH1938PLC009887

45/47, Veer Nariman Road,

Mumbai 400 001.

Dear Sir,

I, Anant B Khamankar (FCS: 3198 C.P. No.: 1860) of M/s. Anant B Khamankar & Co., Practicing Company Secretaries, Mumbai was appointed Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), by its Order dated the 2nd day of November, 2018 to scrutinize and present our report on the remote e-voting process, postal ballot and voting at the venue of the meeting of the Equity Shareholders of Bajaj Electricals Limited convened by the Order of the NCLT.

The said meeting was held on Thursday, the 21st day of February, 2019 at 10.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai - 400 020, Maharashtra, pursuant to the provisions of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the equity shareholders by passing a resolution approving the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors ("Scheme") in terms of the Notice dated 2nd January, 2019, convening the said meeting.

I hereby submit my report as under:



1. The Company had appointed Link Intime India Private Limited ("LIPL") as the agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening the NCLT convened meeting of the equity shareholders.

Our responsibility as the Scrutinizers for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and voting through the electronic voting system (tablet/computer based) at the meeting and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic voting system (tablet/computer based) at the meeting provided by LIPL.

3. The Cut-off date for deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic voting system (tablet/computer based) at the venue of the meeting on the resolution seeking their approval, was Friday the 4th day of January, 2019.
4. The remote e-voting and postal ballot period commenced on Tuesday, 22nd January, 2019 at 9.00 a.m. (IST) and ended on Wednesday the 20th day of February, 2019 at 5:00 p.m. (IST).
5. As confirmed by the Company, the Notice dated 2nd January, 2019 convening the meeting of the equity shareholders of the Company along with relevant annexures, setting out material facts under sections 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in respect of the resolution to be passed at the meeting was sent to the equity shareholders.
6. The remote e-voting module was disabled and blocked by LIPL for voting at 5:00 p.m. on the 20th day of February, 2019.
7. The equity shareholders were required to send the form duly completed on or before 5.00 p.m. on the 20th day of February, 2019.



8. The Chairman of the meeting, at the end of the discussion on the day of the NCLT convened meeting of shareholders, i.e. 21st February, 2019, allowed the voting by use of "e-voting" or "tablet based voting" for all those shareholders who were present at the meeting but had not cast their vote by availing the remote e-voting facility or postal ballot.
9. We first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (tablet/computer based) were reconciled with the records maintained by the Company and LIPL.
10. We then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of LIPL in the presence of two witnesses who are not in employment of the Company.
11. The postal ballot forms and the e-voting including votes cast through electronic voting system (tablet/computer based), which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
12. The consolidated result of the voting through ballot forms received/e-voting and voting through electronic voting system (tablet/computer based) at the venue of the meeting seeking approval of the equity shareholders of the Company is given below:

Resolution: Approval of the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

(i) Voted in favour of the resolution

Medium of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	149	181651	99.56
E Voting	247	73420169	99.69
Voting at Venue	44	17659	100
Total	440	73619479	99.69



(ii) Voted against the resolution

Medium of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	5	799	0.44
E Voting	7	226501	0.31
Voting at Venue	0	0	0
Total	12	227300	0.31

(iii) Invalid votes:

Medium of Voting	Number of members voted	Number of valid votes cast by them
Postal Ballot	12	1301
E Voting	0	0
Voting at Venue	9	4360
Total	21	5661

13. Based on the aforesaid results, I report that the Resolution contained in the Notice dated 2nd January, 2019, convening the NCLT convened meeting of the equity shareholders has been passed by the equity shareholders with requisite majority.

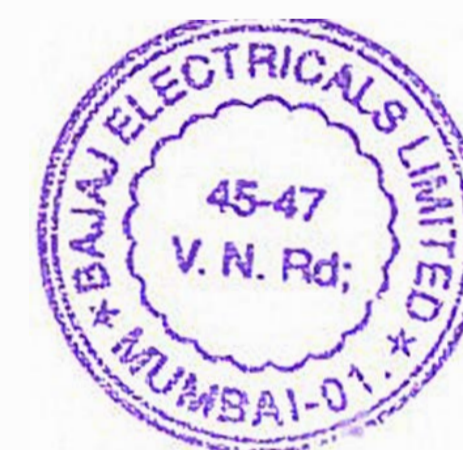
14. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you.

Yours truly,

For Anant B. Khamankar & Co.


Anant B. Khamankar



FCS: 3198

CP No: 1860

Place: Mumbai

Date: 22nd February, 2019.

CONSOLIDATED SCRUTINIZER'S REPORT

To,

The Chairman of NCLT convened meeting of Equity shareholders ("Chairman")

Bajaj Electricals Limited

CIN: L31500MH1938PLC009887

45/47, Veer Nariman Road,

Mumbai 400 001.

Sub: Consolidated Scrutinizer's Report with respect to voting by public shareholders of Bajaj Electricals Limited through remote e-voting process, postal ballot and voting at the venue of the meeting in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017

Dear Sir,

I, Anant B Khamankar (FCS: 3198 C.P. No.: 1860) of M/s. Anant B Khamankar & Co., Practicing Company Secretaries, Mumbai was appointed Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), by its Order dated the 2nd day of November, 2018 to scrutinize and present our report on the remote e-voting process, postal ballot and voting at the venue of the meeting of the Equity Shareholders of Bajaj Electricals Limited convened by the Order of the NCLT.

The said meeting was held on Thursday, the 21st day of February, 2019 at 10.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai - 400 020, Maharashtra, pursuant to the provisions of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the equity shareholders by passing a resolution approving the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors ("Scheme") in terms of the Notice dated 2nd January, 2019, convening the said meeting.



I do hereby submit my report with regards to the result of voting through remote e-voting process, postal ballot and voting at the venue of the meeting in respect of public shareholders as under:

1. The Company had appointed Link Intime India Private Limited ("LIPL") as the agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening the NCLT convened meeting of the equity shareholders.

Our responsibility as the Scrutinizers for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and voting through the electronic voting system (tablet/computer based) at the meeting and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic voting system (tablet/computer based) at the meeting provided by LIPL.

3. The Cut-off date for deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic voting system (tablet/computer based) at the venue of the meeting on the resolution seeking their approval, was Friday the 4th day of January, 2019.
4. The remote e-voting and postal ballot period commenced on Tuesday, 22nd January, 2019 at 9.00 a.m. (IST) and ended on Wednesday the 20th day of February, 2019 at 5:00 p.m. (IST).
5. As confirmed by the Company, the Notice dated 2nd January, 2019 convening the meeting of the equity shareholders of the Company along with relevant annexures, setting out material facts under sections 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in respect of the resolution to be passed at the meeting was sent to the equity shareholders.
6. The remote e-voting module was disabled and blocked by LIPL for voting at 5:00 p.m. on the 20th day of February, 2019.



7. The equity shareholders were required to send the form duly completed on or before 5.00 p.m. on 20th February, 2019.
8. The Chairman of the meeting, at the end of the discussion on the day of the NCLT convened meeting of shareholders, i.e. 21st February, 2019, allowed the voting by use of "e-voting" or "tablet based voting" for all those shareholders who were present at the meeting but had not cast their vote by availing the remote e-voting facility or postal ballot.
9. We first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (tablet/computer based) were reconciled with the records maintained by the Company and LIPL.
10. We then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of LIPL in the presence of two witnesses who are not in employment of the Company.
11. The postal ballot forms and the e-voting including votes cast through electronic voting system (tablet/computer based), which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
12. The consolidated result of the voting through ballot forms received/e-voting and voting through electronic voting system (tablet/computer based) at the venue of the meeting seeking approval of the public shareholders of the Company is given below:

Resolution: Approval of the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors under sections 230-232 and other applicable provisions of the Companies Act, 2013

(i) Public shareholders voted in favour of the resolution

Medium of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	149	181651	99.56
E Voting	210	14183507	98.43
Voting at Venue	44	17659	100
Total	403	14382817	98.44



(ii) Public shareholders voted against the resolution

Medium of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	5	799	0.44
E Voting	7	226501	1.57
Voting at Venue	0	0	0
Total	12	227300	1.56

(iii) Invalid votes of Public shareholders:

Medium of Voting	Number of members voted	Number of valid votes cast by them
Postal Ballot	12	1301
E Voting	0	0
Voting at Venue	9	4360
Total	21	5661

13. Based on the aforesaid results, I report that the Resolution contained the Notice dated 2nd January, 2019, convening the NCLT convened meeting of the equity shareholders has been passed by the Public shareholders with requisite majority.

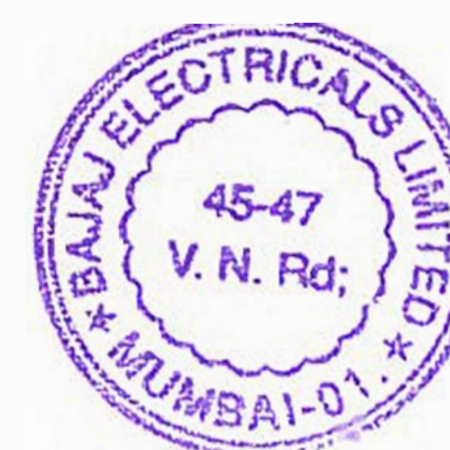
14. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you.

Yours truly,

For Anant B. Khamankar & Co.


Anant B. Khamankar



FCS: 3198

CP No: 1860

Place: Mumbai

Date: 22nd February, 2019.

