

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 Unsecured Creditors of the Company held on February 22, 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 Unsecured Creditors of the Company was held on Thursday, February 22, 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").

The Company has provided voting facility through (i) postal ballot, and (ii) polling paper at the venue of the meeting to the unsecured creditors of the Company.

We enclose herewith Scrutinizer's Report in respect of Voting results of the unsecured creditors.

We would like to inform you that the resolution mentioned in the Notice dated January 2, 2019, convening the meeting of the unsecured creditors of the Company on February 22, 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

**SCRUTINIZER'S REPORT**

[Pursuant to directions issued by the Mumbai Bench of National Company Law Tribunal ("NCLT" or "Tribunal") vide order dated 2<sup>nd</sup> November, 2018 in Company Scheme application number 1027 of 2018]

To

The Chairman of the NCLT convened meeting of Unsecured Creditors ("Chairman")

Bajaj Electricals Limited

CIN: L31500MH1938PLC009887

45/47, Veer Nariman Road

Mumbai - 400 001.

Dear Sir,

Report of the Scrutinizers on the result of voting by way of Postal Ballot and voting at the venue of the National Company Law Tribunal (NCLT) convened meeting of Unsecured Creditors ("Tribunal convened Meeting" or "Meeting") of Bajaj Electricals Limited ("The Company"), pursuant to the directions issued by the Mumbai Bench of Hon'ble National Company Law Tribunal ("NCLT") vide order dated 2<sup>nd</sup> November, 2018 in Company Scheme application number 1027 of 2018.

1. 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 2<sup>nd</sup> day of November, 2018 to scrutinize and present our report on the postal ballot and voting at the venue of the meeting of the unsecured creditors of Bajaj Electricals Limited convened by the Order of the NCLT.

The said meeting was held on Friday, the 22<sup>nd</sup> 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, for seeking approval of the unsecured creditors 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 2<sup>nd</sup> January, 2019, convening the said meeting.



2. The management of the Company is responsible for the compliance with the NCLT order dated 2<sup>nd</sup> November, 2018, in Company Scheme application number 1027 of 2018 in relation to voting by way of postal ballot and voting at the Venue of the Tribunal convened Meeting on the resolution contained in the notice dated 2<sup>nd</sup> January, 2019. Our responsibility as the Scrutinizers is restricted to ensure that the voting process by postal ballot and voting at the Venue of Tribunal convened Meeting was conducted in a fair and transparent manner and to submit a scrutinizer's report on the voting to the Chairman of this meeting on the resolution based on the postal ballots received by the Company and value of unsecured creditors mentioned therein by way of voting conducted at the Venue of the Meeting.
3. Notices were issued to the Unsecured Creditors whose names were appearing in the list of Unsecured Creditors as on Monday, 31<sup>st</sup> December, 2018 ("Cut-off Date"), for the purpose of deciding the eligibility to vote by the Unsecured Creditors.
4. Before the start of the Meeting, the Unsecured Creditors and proxies/ representatives attending the Meeting on behalf of Unsecured Creditors ("Unsecured Creditors") were verified by way of their identity proofs and Board resolutions/ authority letter executed in favour of the person attending the Meeting.
5. Further to above, I submit my report as under:-
  - i. At the Tribunal convened Meeting, the Chairman after discussion on resolution mentioned in the Notice, announced that the Unsecured Creditors present at the Meeting, can exercise their voting rights by way of ballot papers, which was made available at the Venue.
  - ii. Thereafter, on completion of voting at the Tribunal convened Meeting, the ballot box was unlocked in the presence of two witnesses, viz. Mr. Surender Singh Chauhan and Ms. Gauri Mali, who are not in the employment of the Company.
  - iii. Particulars of all the ballots received from the unsecured creditors have been entered in the register separately maintained for the purpose.
  - iv. The ballot papers distributed at the venue of the meeting and deposited in the Ballot Box duly filled in, signed by the Unsecured Creditors or their proxies were scrutinized and verified with the list of Unsecured Creditors as on 31<sup>st</sup> December, 2018, duly certified by the Chartered Accountants and the same is found to be in order.



- v. Voting rights of Unsecured Creditors have been reckoned in proportion to their share in the total amount of unsecured debts of the Company i.e. 31<sup>st</sup> December, 2018. Provided, in case of value of debt is in decimal, the same has been rounded-off to nearest rupee in multiple of Re. 1.
- vi. Details of votes cast by way of postal ballot and voting at the Venue of Tribunal convened Meeting with respect to resolution proposed in the Notice dated 2<sup>nd</sup> January, 2019 is annexed as "Annexure A".
- vii. Based on the aforesaid results, I Report that the Resolution approving Scheme of Arrangement pursuant to Section 230 to 232 of the Companies Act, 2013, between Hind Lamps Limited and Bajaj Electricals Limited has been passed unanimously/ requisite majority.

All registers, relevant records and other incidental papers related to postal ballot and voting at the Venue 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: 23.02.2019

Based on the foregoing, the resolution has been passed with requisite majority.

For Bajaj Electricals Limited



SHEKHAR BAJAJ  
CHAIRMAN & MANAGING DIRECTOR

Annexure A

BAJAJ ELECTRICALS LIMITED

Ballot Control Report (Venue Voting & Postal ballot) for the Notice dated 02/01/2019

Resolution No.	Resolution Description	Poll	Total Votes received		Invalid Votes		Valid Votes		Voted in FAVOUR			Voted AGAINST		
			Ballots	No. of Votes (Amt. in Rs.)	Ballots	No. of Votes (Amt. in Rs.)	Ballots	No. of Votes (Amt. in Rs.)	Ballots	No. of Votes (Amt. in Rs.)	%	Ballots	No. of Votes (Amt. in Rs.)	%
1	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	Venue Voting	26	316923417	4	68080225	22	248843192	21	241251401	96.949	1	7591791	3.0508
		Postal Ballot	126	864196439	26	7964649	100	856231790	95	855248679	99.885	5	983111	0.1148
		TOTAL	152	1181119856	30	76044874	122	1105074982	116	1096500080	99.224	6	8574902	0.776

