

**IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 1027 OF 2018**

In the matter of sections 230 - 232 and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors

Bajaj Electricals Limited, a company incorporated under the provisions of the Indian Companies Act, 1913 and having its registered office at 45/47, Veer Nariman Road, Mumbai 400 001, Maharashtra.

...**Applicant Company**

**EQUITY SHAREHOLDERS
FORM NO. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

1.	Registered Folio No./ DP ID & Client ID	
2.	Name of Equity Shareholder(s)	
3.	Address	
4.	No. of Equity shares held as on Cut-off date	

I/We, being Equity Shareholder(s) of the Applicant Company, hereby appoint :

1. Name: E-mail ID :

Address:

.....Signature:..... or failing him

2. Name: E-mail ID :

Address:

.....Signature:..... or failing him

3. Name: E-mail ID :

Address:

.....Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Meeting of the Equity Shareholders of the Applicant Company, convened as per the directions of the National Company Law Tribunal, Mumbai Bench pursuant to the Order dated November 2, 2018 passed in Company Scheme Application No. 1027 of 2018 to be 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 and at any adjournment thereof in respect of the resolution as is indicated below:

Sr. No.	Particulars	Vote (Optional) (Please put a (✓) mark or please mention no. of shares)	
		For	Against
1.	Resolution for 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.		

Revenue
Stamp
of ₹ 1

Signed this _____ day of _____ 2019

Signature of Equity Shareholder - _____

Signature of Proxy - _____

Notes:

1. The proxy must be deposited at the registered office of the Applicant Company at least 48 (forty-eight) hours before the scheduled time of the commencement of the said meeting.
2. A person can act as a proxy on behalf of shareholders not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Applicant Company carrying voting rights. A shareholder holding more than ten percent of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The proxy-holder shall prove his/her identity at the time of attending the meeting.
3. All the alterations made in the form of proxy should be initialed.
4. Please affix appropriate revenue stamp before putting signature.
5. In case of multiple proxies, the proxy later in the time shall be accepted.
6. Proxy need not be a shareholder of the Applicant Company.
7. No person shall be appointed as a proxy who is a minor.
8. The proxy of a shareholder blind or incapable of writing would be accepted if such shareholder has attached his signature or mark thereto in the presence of a witness who shall add his signature, his description and address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the shareholder before he attached his signature or mark.
9. The proxy of a shareholder who does not know English would be accepted if it is executed in the manner prescribed in point no. 8 above and the witness certifies that it was explained to the shareholder in the language known to him, and gives the shareholder's name in English below the signature.